

**BYLAWS FOR GRACING SPACES**  
**A Virginia Non-stock Corporation**

These Bylaws (“Bylaws”) of Gracing Spaces, a Virginia Non-Stock Corporation, (“Corporation”) are made effective this \_\_\_ day of \_\_\_\_\_, 2022.

**ARTICLE 1**  
**ORGANIZATION**

1.1 **Name and Address.** The Corporation’s name shall be Gracing Spaces. The Corporation’s principal office shall initially be located at 5965 New England Woods Drive, Burke, Virginia 22015 in Fairfax County in the Commonwealth of Virginia, or such other location as the Corporation’s Board of Directors may determine.

1.2 **Purpose.** Consistent with the purpose stated in the Corporation’s Articles of Incorporation (“Articles”), the Corporation’s purpose shall be exclusively for charitable, educational and scientific purposes, including the provision of services and aid to the poor, the distressed and the underprivileged, and the performance of other activities permitted corporations under the laws of the Commonwealth of Virginia, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) (“Tax Code”) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Tax Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Tax Code and the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, “charitable purposes” shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Tax Code.

1.3 **Formation.** The Corporation was formed pursuant to the Corporation’s original Articles of Incorporation dated September 16, 2022 and filed with the Virginia State Corporation Commission (the “SCC”) the same day (the “Articles”). The SCC issued a Certificate of Corporation for the Corporation dated September 16, 2022. The Corporation’s term commenced with the Articles’ filing, and shall be perpetual unless and until dissolved or terminated in accordance with these Bylaws, the Virginia Nonstock Corporation Act, Sections 13.1-801, *et seq.* of the Code of Virginia (the “Act”), or other applicable law.

1.4 **Governing Law.** These Bylaws shall be governed by, construed and interpreted according to the laws of the Commonwealth of Virginia, including the Act, as amended from time to time. To the extent that any provisions of these Bylaws are inconsistent with any provisions in the Act or other applicable laws, these Bylaws shall govern to the full extent permitted by law and the Act.

1.5 **Principal Office and Registered Agent.** The Corporation’s principal office and place of business shall be at such place or places of business as the Board of Directors (“Board”) may determine. The Corporation shall obtain all required registrations and qualifications to conduct business at such place(s) of business. The Corporation’s registered agent shall be as stated in the Articles or as otherwise determined by the Board and on record.

**ARTICLE 2  
MEMBERS**

2.1 **Membership.** The Corporation has no members.

**ARTICLE 3  
BOARD OF DIRECTORS**

3.1 **Number and Role.** The Board is responsible for the Corporation’s overall policy and direction, and may delegate responsibilities of the Corporation’s day-to-day operations to committees, an Executive Director, or staff. The Board shall have up to fifteen (15), but no fewer than four (4), Directors.

3.2 **Officers.** The Corporation shall have four (4) Officers, consisting of a President, Vice President, Secretary and Treasurer, with the following duties:

The *President* shall have general supervision over the Corporation’s business and operations and shall convene and preside at all Board meetings. The President shall perform all duties incident to the office of President and as may be assigned by the Board.

The *Vice President* shall perform the duties of President in the President’s absence or disability and shall perform such other duties incident to the office of Vice President and as may be assigned by the Board.

The *Secretary* shall keep records of the Board actions and prepare minutes of all Board meetings, send meeting announcements, distribute copies of minutes and agendas of meetings to each Director, and assure that the Corporation maintains proper corporate records. The Secretary shall perform all duties incident to the office of Secretary and as may be assigned by the Board.

The *Treasurer* shall make a report at each board meeting, assist in the preparation of a budget, help develop fundraising plans, and make financial information available to Directors and the public. The Treasurer shall perform all duties incident to the office of Treasurer and as may be assigned by the Board.

3.3 **Qualifications.** Each Director and Officer shall be a natural person of at least eighteen (18) years of age.

3.4 **Term.** Each Director and Officer shall serve for a term of two (2) years. No Officer shall serve in the same Officer position for more than two consecutive terms. No individual shall serve more than five consecutive terms as either a Director, an Officer, or any combination thereof.

3.5 **Meetings and Notice.** The Board shall meet at least quarterly, at an agreed upon time and place. The President or one third of the Directors may additionally call special meetings. The Secretary shall send notice of each regular and special meeting to each Director via mail, telephone or electronic mail at least one week in advance of the meeting.

3.6 **Quorum, Procedure and Voting.** A majority of existing Directors shall constitute a quorum for the transaction of Board business. The rules contained in the current edition of *Robert's Rules of Order* will be the authority for all procedural questions at any Board meeting. Each Director or Officer shall be entitled to one vote in person, or by phone, e-mail, or proxy. All actions by the Board, including written consents, shall be ratified and entered in the Board's minutes.

3.7 **Written Consents.** If all of the Directors severally or collectively consent in writing to any action that is subject to Board action, that action shall be as valid as though it had been authorized at a Board meeting.

3.8 **Termination.** Any Director or Officer may resign by submitting a written resignation to the Secretary. The Board may remove any Director or Officer with or without cause by a three-fourths vote of the remaining Directors.

3.9 **Vacancies.** Vacancies for Directors and Officers shall be filled by a vote of the majority of the remaining Directors. Each Director or Officer so elected shall serve as a Director or Officer until the expiration of the term of the Director or Officer whose vacancy has been so filled.

3.10 **Compensation.** No Director or Officer shall receive a salary or compensation for his or her service to the Corporation. Directors and Officers may receive reimbursement for reasonable out-of-pocket expenses incurred while conducting authorized Corporation business, if a majority of the Directors approves such reimbursement. Directors and Officers may receive reasonable fees for goods or services rendered to the Corporation in capacities other than as Directors and Officers.

## **ARTICLE 4 COMMITTEES**

4.1 **Establishment and Powers.** The Board may, by majority vote, establish one or more committee(s), which shall consist of at least one Director or Officer, and other individuals who may or may not be associated with the Corporation, as the Board deems appropriate. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority to:

- Remove any Director or Officer.
- Add, remove, or suspend any Member.
- Fill Board or Officer vacancies.
- Adopt, amend, or repeal the Bylaws, Articles of Incorporation, or written policies of the Corporation or the Board.
- Amend or repeal any resolution of the Board.
- Take action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- Financially obligate the Corporation.
- Take any other actions prohibited by Section 13.1-869 of the Act.

4.2 **Term.** Each committee member shall serve at the pleasure of the Board.

4.3 **Committee Organization.** Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting or at such other time as the Board directs. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs.

## **ARTICLE 5 EXECUTIVE DIRECTOR AND STAFF**

5.1 **Executive Director.** The Board, in its sole discretion, may hire an Executive Director or any other staff members or employees. The Executive Director shall have day-to-day responsibilities for the Corporation, including attending Board Meetings, assisting the Officers and Directors, and carrying out other duties incident to the role of Executive Director and as may be assigned by the Board.

## **ARTICLE 6 ACCOUNTING, RECORDS AND REPORTING**

6.1 **Fiscal Year.** The Corporation's fiscal year shall begin on the first day of January and end on the last day of December, unless changed by a duly approved action of the Board.

6.2 **Bank Accounts.** The Corporation is authorized to and shall establish and maintain bank accounts in financial institutions in such amounts as the Board shall deem necessary from time to time. The Corporation's funds shall not be comingled with the funds of any other companies, individuals, or persons. Unless otherwise authorized by the Board, all checks, drafts and orders for the payment by the Corporation of money, notes and other evidences of indebtedness, shall be signed by Donald E. Williams as the Incorporator, or the President, or the Treasurer.

6.3 **Books and Records.** The Corporation shall maintain complete and accurate records and accounts in proper books of all transactions of or on behalf of the Corporation. The Corporation shall maintain its books and records, including the Articles, these Bylaws, and minutes of all Board meetings, at the Corporation's principal place of business.

6.4 **Filings.** The Treasurer, at the Corporation's expense, shall cause all of the Company's necessary income tax returns, reports and filings with federal, state and local governments to be prepared and timely filed, and publicly disclosed to the extent such disclosure is required by law.

## **ARTICLE 7 DEDICATION OF ASSETS AND DISSOLUTION**

7.1 **Dedication of Assets.** The Corporation's assets are irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under these Bylaws, the Corporation's Articles, and Section 501(c)(3) of the Tax Code. No part of the Corporation's net income or assets shall inure to the benefit of any Director, Officer or private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is approved by the Board, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Corporation's assets upon the Corporation's dissolution.

7.2 **Dissolution.** The Corporation shall be dissolved, its assets disposed of in accordance with these Bylaws, and its affairs wound up upon the earliest to occur of the following: (a) the affirmative unanimous vote of the Directors; or (b) the entry of an order or decree of dissolution under the Virginia Nonstock Corporation Act, Sections 13.1-801 *et seq.* of the Code of Virginia (the "Act").

7.3 **Distribution of Assets Upon Dissolution.** Upon the Corporation's dissolution and winding up, the Corporation shall distribute its assets remaining after payment, or provision for payment, of all Corporation debts and liabilities to a nonprofit corporation or other nonprofit entity that is organized and operated exclusively for charitable, scientific or educational purposes, has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and that has a purpose that is aligned with the Corporation.

## ARTICLE 8 CONFLICT OF INTEREST POLICY

8.1 **Conflict Defined.** A conflict of interest exists when the interests or activities of any Director, Officer, Executive Director, or staff member may be seen as competing with the Corporation's interests or activities; or if any Director, Officer, Executive Director or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

8.2 **Indirect Relationship.** A person has an indirect relationship in a transaction for purposes of this Article if that person (i) has a material financial interest in or is a partner of another entity that is party to the transaction or (ii) is a director, officer or trustee of another entity that is a party to the transaction or (iii) has any other substantial or material relationship to an entity that is party to the transaction that makes it appropriate for the transaction to be considered by the Board.

8.3 **Disclosure Required.** A person with a conflict of interest ("Interested Person"), including conflicts of interest arising from direct or indirect relationships as defined in this Article, shall disclose the conflict to the Board. If there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a majority vote of the Board, excluding the Interested Person.

8.4 **Abstinance from Discussion and Vote.** When a conflict of interest relates to a matter requiring action by the Board, the Interested Person shall not participate in the discussion nor vote on the matter, but his presence may be counted if it is necessary in order to achieve a quorum. Unless requested by the Board to remain present during the meeting, the Interested Person shall retire from the room in which the Board is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board with any and all relevant information regarding the conflict in sufficient time for the Board to consider the information fully and fairly.

8.5 **Minutes.** The Board meeting minutes during which a conflict of interest is discussed shall reflect that the conflict was disclosed, that the Interested Person was not present during the final discussion or vote (unless requested to remain present), and that the Interested Person did not vote. If the Board voted on whether a conflict of interest exists, the minutes shall also reflect that vote.

8.6 **Annual Review.** Every new Director, Officer, Executive Director and staff member shall be advised of this policy upon undertaking the duties of such office or position, and shall receive a copy of this conflict of interest policy. At least once a year, the Secretary shall ensure that this conflict of interest policy is furnished to each Director, Officer, Executive Director and staff member who serves the Corporation.

8.7 **Loans to Directors and Officers Prohibited.** The Corporation shall make no loans or advances, other than customary and approved travel or expense advances, to any Director, Officer, Executive Director or staff member.

**ARTICLE 9  
INDEMNIFICATION**

9.1 **Indemnification.** To the fullest extent permissible by Section 13.1-875 through and including Section 13.1-883 of the Virginia Code and other applicable law, the Corporation may indemnify an individual made party to a proceeding because the individual is or was a Director or Officer of the Corporation.

9.2 **Insurance.** The Corporation may purchase and maintain insurance on behalf of directors and officers in accordance with Section 13.1-882 of the Virginia Code.

**ARTICLE 10  
MISCELLANEOUS PROVISIONS**

10.1 **Tax Exempt Status.** The Corporation shall carry on only those activities permitted to be carried on by a corporation exempt from federal income tax under the Tax Code.

10.2 **Notice.** Except as otherwise provided by these Bylaws, notice may be provided by first class mail, courier service, facsimile, or email to the last known address or contact information reflected in the Corporation's records or provided by the person to whom notice is being sent.

10.3 **Amendment.** The Board may amend the Articles and these Bylaws by a two-thirds vote of the Directors present at any meeting at which a quorum is present, provided that all Directors were given notice of the proposed amendment at least ten (10) days before the amendment or repeal is to be considered.

10.4 **Interpretation.** The headings in these Bylaws are for purposes of reference only, and shall not limit or define the meaning of the provisions of the Bylaws. Throughout this Agreement, each gender includes each other gender, and the singular includes the plural and vice versa, as the context may require.

In witness hereof, I have signed these Bylaws acknowledging the same to be my act, on this \_\_\_\_ day of \_\_\_\_\_, 2022.

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Donald E. Williams, Incorporator