

Nichols, Lundgren, & Seay Foundation

Bylaws and Governing Principles

Article 1

Board of Directors

1. Purpose. The Nichols, Lundgren, & Seay Foundation (the “Foundation”) has established a governing Board of Directors (the “Board”) with the purpose of providing oversight and direction to the Foundation, ensuring the organization operates in a way conducive to its mission. These bylaws serve to assist the Board in fulfilling its responsibilities and are intended to ensure the Board is administered to the highest standard related to the management and business of the Foundation.
2. General Powers. The Board has sole authority to vote on the following matters:
 - 2.1. Approval of the Quarterly Budget and Annual Strategy Report;
 - 2.2. Appointment and removal of Board members, committee chairpersons, program managers, and staff members;
 - 2.3. Review of the organization’s performance and approval of compensation to authorized personnel;
 - 2.4. Adoption and amendment of policies establishing the authorities and duties of and appointment of members to any Board committee;
 - 2.5. Review and approval of material transactions involving a Board member or staff member conflict of interest; and
 - 2.6. Committee decisions referred to the Board pursuant to Section 27 under Article 4 hereof.

3. Personnel will be recused from any Board actions, particularly voting, regarding their performance, compensation, conflict of interest, etc.
4. Additional Powers. In addition, the Board shall have the responsibility to advise the Foundation on all aspects of its operation, including, but not limited to:
 - 4.1. Reviewing and monitoring the overall operating, financial, and strategic plans, operating goals, and performance of the Foundation;
 - 4.2. Overseeing appropriate policies of corporate conduct and compliance with laws, including establishing policies designed to maintain the financial, legal, and ethical integrity of the Foundation;
 - 4.3. Participating in regular and special Board meetings and additional ad hoc meetings;
 - 4.4. Participating in select program strategy reviews as requested by the appropriate program manager(s).
5. Organization. Meetings of the Board will be presided over by the President, or in the President's absence by a Director chosen at the meeting. The person presiding at the meeting may appoint any person to act as secretary of the meeting.
 - 5.1. Office of the President. The President will serve as the Chief Executive of the organization. As Chief Executive of the organization, the President will be responsible for the following:
 - 5.1.1. Ensuring the organization operates in alignment with its mission and agenda.
 - 5.1.2. Ensuring administration of the organization is executed in the best interests of the organization.

- 5.1.3. Representing the organization in signing official documents, contracts, or resolutions when authorized.
- 5.2. The President will serve as the Chief Executive of the Board of Directors. As Chief Executive of the Board of Directors, the President will be responsible for the following:
 - 5.2.1. Participating in Board decisions, policy-setting, and long-term planning.
 - 5.2.2. Ensuring the Board acts at all times in accordance with the bylaws, policies, and legal obligations.
 - 5.2.3. Overseeing Board meetings and directing the agenda of the Board.
 - 5.2.3.1. Overseeing Board committees and appointing committee chairs.
 - 5.2.3.2. Managing risk and setting ethical standards for the operations of the Board and the organization.
 - 5.2.4. Representing the Board in signing official documents, contracts, or resolutions when authorized.
- 5.3. Office of the Vice President(s). The Vice President(s) will serve on the Board of Directors at the pleasure of the President. On the Board of Directors, the Vice President(s) will be responsible for the following:
 - 5.3.1. Participating in Board decisions, policy setting, and long-term planning.
 - 5.3.2. Supporting and/or representing the President when necessary in the execution of their duties.
 - 5.3.3. Managing the department to which the Vice President is assigned.
 - 5.3.3.1. Serving as the Chief Executive of their respective departments.

5.3.3.2. Administering and operating their respective departments in accordance with the governing policies of the same.

5.3.4. Directing committees to which they are assigned.

5.3.4.1. Ensuring their committee(s) achieve results specified by the Board, while operating in the best interests of the organization.

Article 2

Board Members

6. Number and Tenure. The Board will consist of no less than three voting members. Each Director will hold office until that Director's resignation or removal. Any Director may resign at any time upon notice given in writing or by electronic transmission to the President.
7. Removal. Any Director may be removed, with or without cause, by a majority of the Board then entitled to vote at an election of Directors at a special meeting of the Board called for that purpose.
8. Vacancies and Newly Created Directorships. When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, a majority of the Directors then in office, even if less than a quorum, or a sole remaining Director will have the power to appoint new Directors to fill this vacancy or vacancies.
9. When one or more Directors resign from the Board and the resignation is to become effective at a future date, a majority of the Directors then in office, including those who have so resigned, will have the power to appoint new Directors to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective.

10. Compensation. The Board will, by resolution, fix the fees and other compensation for the Directors for their services as Directors, including services as members of committees of the Board.
11. Directors may receive reimbursement for reasonable travel and actual expenses incurred in attending meetings and performing other duties on behalf of the organization, separate from Board-approved compensation.
12. Commitments. Each Board member commits to (a) comply with the Foundation's mission, Conflict of Interest Policy as stated in Appendix A, and similar Foundation policies applicable to Directors and staff members; and (b) be aware of and comply with legal restrictions on the Foundation's activities, such as restrictions and limitations on lobbying or political/electioneering activities, self-dealing rules, and anti-corruption and anti-bribery rules that apply to all Foundation activities regardless of where they are conducted.

Article 3

Meetings of the Board

13. Regular Meetings. The Board will hold at least four regular meetings annually, either within or outside the Commonwealth of Virginia. A regular meeting may be called by any Board member.
14. Special Meetings. Special meetings of the Board may be called by any Board member. The person or persons calling that special meeting of the Board may fix any date, time, or place within or outside the Commonwealth of Virginia to be the date, time, and place for holding that special meeting.

15. Notice. Notice of the date, time, and place of a meeting of the Board, be it regular or special, will be given at least two days prior to the date set for that meeting. The notice can be provided in writing, by personal communication, or by electronic transmission. The notice will be given by the person or persons calling the meeting.
16. Meetings by Remote Communication. Members of the Board may participate in a meeting of the Board by telephone or video conference or similar communications equipment that permits all persons participating in the meeting to simultaneously participate and must offer each person a reasonable opportunity to participate.
17. Board members attending a meeting of the Board by remote communication must have a representative present physically at the meeting to manage the system by which they are communicating on their behalf, though that representative will not be able to vote or take other official action on behalf of the Board member they represent.
18. Quorum. In order to transact business at a meeting of the Directors, a quorum of a majority of the total number of Directors eligible to vote will be required. The vote of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board. Board members may not vote or act by proxy at any Board meeting. In this manner, no Board member, acting in his or her capacity as a Board member, shall have the authority to bind the Foundation.
19. Action by Board Without a Meeting. Any action to be taken at any meeting of the Board may be taken without a meeting if all members of the Board, as the case may be, consent to it in writing, or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board.

20. Presumption of Assent. A Director of the Foundation who is present at a meeting of the Board will be presumed to have assented to an action taken on any matter at the meeting unless:
- 20.1. The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;
 - 20.2. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - 20.3. The Director delivers written notice of the Director's dissent or abstention to the presiding person of the meeting before the adjournment of the meeting or to the Foundation within a reasonable time after adjournment of the meeting.
21. Any right to dissent or abstain from the action will not apply to a Director who voted in favor of that action.

Article 4

Committees

22. Board Committees. From time to time, including at the request of any Board member, the Board may establish one or more temporary or standing committees. Each committee will consist of one or more Directors and any other participants designated by the Board or the committee chairperson. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
23. Removal and Resignation. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written

notice to the Chair of the committee, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

24. Rules of Procedure. The committee or committees, to the extent provided in the resolution of the Board, will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the committee. No such committee will have the power or authority in reference to the following matters:
 - 24.1. Adopting, amending, or repealing any bylaw of the Foundation.
25. A committee will be presided over by the chairperson of the committee designated by the Board and may fix its own rules of procedure, provided they are not inconsistent with these bylaws.
26. Committees will meet as often as deemed necessary or appropriate, either in person or by remote communication. The committees will keep regular minutes of their proceedings and report those minutes to the Board at the first subsequent meeting of the Board. Committees may meet in private sessions with any person(s) the committee may deem appropriate.
27. Manner of Acting. Committee members will work in collaboration. If unanimity cannot be achieved, then the respective views of the committee members will be presented to the full Board for consideration and decision.

Article 5

Programs of the Organization

28. Program Management. The Board may designate any person to manage the programs of the organization when necessary. Each program manager will hold office until a

successor is duly appointed or qualified or until the manager's death, resignation, or removal as provided in these bylaws.

29. Any manager appointed by the Board may be removed by the Board at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal.
30. The Board may fill a vacancy in any of these offices because of death, resignation, removal, disqualification, or otherwise.
31. Operating Procedures. The Board may oversee and administer those programs as the Board sees fit, so long as that oversight and administration does not violate or otherwise contradict these bylaws and other policies of the organization. The Board reserves the authority to delegate the powers of any of these offices to any other person, notwithstanding any provision in these bylaws.
32. The programs of the organization, so long as the managers of said programs authorize and approve, may establish their own operating procedures, so long as those procedures do not violate or otherwise contradict these bylaws and other policies of the organization.

Article 6

Amendment

33. These governing principles may be altered, amended, or repealed, and new governing principles may be adopted by the Board of Directors.

Appendix A

Conflict of Interest Policy

34. Purpose. To protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or staff member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
35. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
36. Commitments. Any person required to file a disclosure statement of Financial Interest shall be furnished by the Vice President of Legal Affairs a copy of this policy within two weeks following the person's employment, appointment, or reappointment.
37. Each Director and staff member will annually sign a statement which affirms such person:
 - 37.1. Has received a copy of the conflicts of interest policy;
 - 37.2. Has read and understands the policy;
 - 37.3. Has agreed to comply with the policy; and

- 37.4. Understands the Foundation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
38. Procedures. (a) An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, the Interested Person will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (b) The President of the governing Board or the chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the governing Board or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
39. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

40. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by their circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
41. Prohibited Conduct. No Director or staff member of the organization shall:
 - 41.1. Solicit or accept money or any other thing of value for services performed within the scope of their official duties, except the compensation, expenses, or other remuneration paid by the Foundation;
 - 41.2. Offer or accept any money or other thing of value for or in consideration of obtaining employment, appointment, or promotion of any person within the Foundation;
 - 41.3. Offer or accept any money or other thing of value for or in consideration of the use of their position to obtain a contract for any person or business with the Foundation;
 - 41.4. Use for their own economic benefit or that of another party confidential information that they have acquired by reason of their position and which is not available to the public;
 - 41.5. Accept any money, loan, gift, favor, service, or business or professional opportunity that reasonably tends to influence them in the performance of their official duties;

- 41.6. Accept any business or professional opportunity when they know that there is a reasonable likelihood that the opportunity is being afforded to them to influence them in the performance of their duties;
- 41.7. Accept any honoraria for any appearance, speech, or article in which the Director or staff member provides expertise or opinions related to the performance of their duties;
 - 41.7.1. The term “honoraria” shall not include any payment for or reimbursement to such person for their actual travel, lodging, or subsistence expenses incurred in connection with such appearance, speech, or article, or, in the alternative, a payment of money or anything of value.
- 41.8. Accept a gift from a person who has interests that may be substantially affected by the performance of the Director’s or staff member’s official duties under circumstances where the timing and nature of the gift would cause a reasonable person to question the Director’s or staff member’s impartiality in the matter affecting the donor;
- 41.9. Accept gifts from sources on a basis so frequent as to raise an appearance of the use of their office for private gain;
- 41.10. Use their position to retaliate or threaten to retaliate against any person for expressing views on matters of organizational concern or for exercising any right that is otherwise protected by law, provided, however, that this subdivision does not restrict the authority of a supervisor to govern the conduct of their staff, and to take disciplinary action in accordance with applicable law.

Appendix B

Glossary of Terms

42. Director. Any person appointed to the Board of Directors, whether or not they receive compensation or emoluments of office.
43. Staff. All persons employed by or members of the Nichols, Lundgren, & Seay Foundation, unless otherwise limited by the context of its use.
44. Interested Person. Any Director or staff member who has a direct or indirect financial interest, as defined below.
45. Financial Interest. If a person has, directly or indirectly, through business, investment, or family:
 - 45.1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - 45.2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - 45.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. The organization includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
46. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may not have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

47. Transaction. Any matter considered by the organization, whether in a committee, subcommittee, or other entity of the organization or before the organization itself, on which official action is taken or contemplated.
48. Contract. Any agreement to which the organization is a party, or any agreement on behalf of the organization that involves the payment of money appropriated by the organization, whether or not such agreement is executed in the name of the Foundation, or some program thereof.
49. Gift. Any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, or other item having monetary value. It includes services as well as gifts of transportation, local travel, lodging, and meals, whether provided in-kind, by purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred.

Amendment I

1. The Vice President of Outreach and Public Relations will serve as the Chief Executive of the Outreach and Public Relations Department. As Chief Executive of the Outreach and Public Relations Department, the Vice President will be responsible for the following:
 - 1.1. Ensuring the department operates in accordance with the organization's bylaws, policies, and legal obligations.
 - 1.2. Representing the department and its work on the Board of Directors.
 - 1.3. Representing the Board and its directives within the department.
 - 1.4. Ensuring the department operates effectively to facilitate the objectives of the department.
 - 1.4.1. Developing and overseeing communication and public relations strategies aligned with organizational goals.
 - 1.4.1.1. Writes and distributes press releases, public announcements, and organizational updates.
 - 1.4.1.2. Responding to media inquiries.
 - 1.4.1.3. Preparing leadership and spokespeople for interviews and public appearances.
 - 1.4.2. Developing response plans for controversies and managing crisis or emergency communications while ensuring transparency and protecting the organization's credibility, reputation, and public trust.
 - 1.4.3. Attending events, meetings, and partnerships on behalf of the organization.

- 1.5. Representing the department in signing official documents, contracts, or resolutions when authorized.

Amendment II

1. The Vice President of Finances will serve as the Chief Executive of the Finances Department. As Chief Executive of the Finances Department, the Vice President will be responsible for the following:
 - 1.1. Ensuring the department operates in accordance with the organization's bylaws, policies, and legal obligations.
 - 1.2. Representing the department and its work on the Board of Directors.
 - 1.3. Representing the Board and its directives within the department.
 - 1.4. Ensuring the department operates effectively to facilitate the objectives of the department.
 - 1.4.1. Ensuring compliance with all applicable federal, state, and local laws, including internal policies, grant requirements, and donor restrictions.
 - 1.4.2. Managing accounting and financial reporting.
 - 1.4.2.1. Overseeing cash flow, payroll, audits, and financial controls.
 - 1.4.2.2. Develop and monitor budgets.
 - 1.4.3. Supporting fundraising and program teams with accurate financial data.
 - 1.5. Representing the department in signing official documents, contracts, or resolutions when authorized.

Amendment III

1. The Vice President of Legal Affairs will serve as the Chief Executive of the Legal Affairs Department. As Chief Executive of the Legal Affairs Department, the Vice President will be responsible for the following:
 - 1.1. Ensuring the department operates in accordance with the organization's bylaws, policies, and legal obligations.
 - 1.2. Representing the department and its work on the Board of Directors.
 - 1.3. Representing the Board and its directives within the department.
 - 1.4. Ensuring the department operates effectively to facilitate the objectives of the department.
 - 1.4.1. Monitoring compliance with federal, state, and local requirements, including nonprofit governance rules, employment laws, grant conditions, and donor restrictions.
 - 1.4.2. Overseeing risk management.
 - 1.4.2.1. Developing and enforcing internal policies.
 - 1.4.2.2. Leading internal reviews and audits.
 - 1.4.2.3. Conducting training for staff and leadership.
 - 1.4.3. Representing the organization in legal affairs and environments.
 - 1.5. Representing the department in signing official documents, contracts, or resolutions when authorized.

Amendment IV

1. The Vice President of Logistics and Operations will serve as the Chief Executive of the Logistics and Operations Department. As Chief Executive of the Logistics and Operations Department, the Vice President will be responsible for the following:
 - 1.1. Ensuring the department operates in accordance with the organization's bylaws, policies, and legal obligations.
 - 1.2. Representing the department and its work on the Board of Directors.
 - 1.3. Representing the Board and its directives within the department.
 - 1.4. Ensuring the department operates effectively to facilitate the objectives of the department.
 - 1.4.1. Managing supply chains, procurement, inventory, transportation, and facilities to ensure materials, equipment, and services are available.
 - 1.4.1.1. Coordinating vendors and contracts.
 - 1.4.2. Supporting program teams with operational planning.
 - 1.4.2.1. Overseeing event logistics.
 - 1.4.2.2. Managing schedules and administrative workflows.
 - 1.4.3. Recommending policies and procedures that improve efficiency, efficacy, and accountability.
 - 1.4.4. Managing membership appointments and records.
 - 1.5. Representing the department in signing official documents, contracts, or resolutions when authorized.

Amendment V

1. The Secretary will serve as the Senior Administrative Assistant of the Board of Directors.
As Senior Administrative Assistant, the Secretary will be responsible for the following:
 - 1.1. Maintaining accurate minutes of all Board meetings.
 - 1.2. Keeping official corporate records, bylaws, and Board policies up to date.
 - 1.3. Ensuring proper notice is given for Board meetings.
 - 1.4. Maintaining Board rosters to include;
 - 1.4.1. Tracking member terms.
 - 1.5. Supporting compliance with the organization's bylaws and applicable laws to include;
 - 1.5.1. Overseeing remote communication systems during Board meetings.
 - 1.5.1.1. This provision will repeal Article 3 § 17 of the bylaws.
 - 1.6. Representing the Board in signing official documents, contracts, or resolutions when authorized.
2. The Secretary will not be a voting member of the board.