

**VIRGINIA REHABILITATION ASSOCIATION FOUNDATION, INC.
BYLAWS**

**ARTICLE I
NAME**

Section 1: Name

The name of this corporation shall be the Virginia Rehabilitation Association Foundation, Incorporated.

**ARTICLE II
OBJECTIVES AND PURPOSES**

Section 1: Program

This program is to assist the members and/or family members in increasing excellence in personal living and upward mobility as they provide advocacy for the disabled population. The corporation is organized exclusively for educational purposes as used in Section 501 © (3) of the Internal Revenue Code of 1954, which includes the following specified purposes:

1. To conduct a grant awards program as will generally help to enhance the quality of life for the Virginia Rehabilitation Association membership providing educational assistance to VRA members, child or spouse in the pursuit of undergraduate and graduate studies in colleges and universities approved by the Association of Colleges and Schools.
2. To develop and promote activities to implement an annual fund raising event within VRA membership.
3. To annually solicit applications.
4. The amount of grants funds available in any given year to be determined annually by the Board of Trustees.

**ARTICLE III
BOARD OF TRUSTEES**

Section 1: Composition – The Board of Trustees of the Foundation shall consist of seven active members of the Virginia Rehabilitation Association appointed by the Virginia Rehabilitation Association Board. The term of office of the Trustees shall be seven years and may serve an unlimited number of successive terms. The terms shall be staggered to allow one new Trustee to be appointed each year.

Section 2: Appointed Official – The President or designee of the Virginia Rehabilitation Association as shall be an ex-officio non-voting member of the Board.

Section 3: Qualifications – The Chairman of the Board of Trustees of the Foundation shall be the senior member of the Board. The Vice-Chairman shall be the second senior member. The Secretary/Treasurer shall be elected by the Foundation Board and serve at the pleasure of the Board.

Section 4: Term of Office – the terms of the officers shall begin January and shall continue until December 31 or until their successors have been installed.

Section 5: Compensation – All officers of the Foundation shall serve without compensation.

ARTICLE IV

DUTIES OF OFFICERS AND OFFICIALS

Section 1: Duties of the Chairman of the Board of Trustees. The Chairman shall preside at all meetings of the Board of Trustees. The Chairman shall appoint all standing and special committees, shall serve as ex-officio member of all committees with the right to vote, and shall perform such other duties and functions as are necessarily incident to the officer or as may be prescribed by the Board of Trustees.

Section 2: Duties of the Vice-Chairman. The Vice-Chairman shall assume the duties of the Chairman at the Chair's request and in the absence of the Chairman shall perform such other duties as may be delegated by the Chairman of the Board of Trustees.

Section 3: Duties of the Secretary/Treasurer. The Secretary/Treasurer shall record or designate to another individual the requirement of recording the minutes of the meetings of the Board of Trustees and all standing and ad hock committees. The Secretary/Treasurer shall provide for the control of financial transactions required. The Secretary/Treasurer will establish operating procedures and shall be responsible for the Foundations/ operating budget. The Secretary/Treasurer shall arrange for an annual review of the books of the Foundation and shall submit to the Board of Trustees regular reports of the finances of the Foundation.

ARTICLE V

COMMITTEES

Section 1: The Chairman of the Board, with the approval of the Board of Trustees, shall establish such committees, subcommittees, or task forces as are necessary.

Section 2: Membership of Committees. The Chairman of the Board shall appoint all committees and serve on all committees as an ex-officio member with the right to vote.

Section 3: Term of Office. The term of office for a committee member shall be one year from the date of appointment. A member may serve on a committee an unlimited number of successive terms.

Section 4: Vacancies. In the event that a vacancy occurs, the vacancy will be filled at the discretion of the Chairman until the next regular time for committee appointments.

Section 5: Compensation. All committee members shall serve without compensation.

ARTICLE VI LIMITATIONS

Section 1: Liability. No contributor, officer, or agent of the Foundation shall be liable for the acts or failure to act on any part of any contributor, officer, agent or employee of the Foundation. Nor shall any contributor, officers, agent or employee be liable for acting or failing to act under these bylaws except acts of omissions to act out of negligence in the performance of duty.

ARTICLE VII RESIDENT AGENT

Section 1: Resident Agent. The Foundation shall be incorporated in the State of Virginia in the United States of America, and at all times shall have a designated resident agent authorized to accept notices or services of process for the corporation.

ARTICLE VIII FINANCES

Section 1: Fiscal Year. The fiscal year for the Foundation shall coincide with the fiscal year of the Virginia Rehabilitation Association.

Section 2: Annual Audit. The accounts of the Foundations shall be reviewed annually as arranged by the Secretary/Treasurer.

Section 3: Endowment. The Board of Trustees must ensure the initial endowment of \$10,000 is maintained and additional contributions are added and maintained as endowment.

ARTICLE IX AMENDMENTS

Section 1: Manner of Submitting. Proposed amendments to these bylaws shall be submitted in writing to the Chairman of the Board of Trustees of the Foundation of the Virginia Rehabilitation Association who shall then send copies of the proposed amendment to the Board of Trustees no less than thirty (30) days prior to the meeting at which amendments are to be considered.

Section 2: Adoption. An amendment may be passed by a two-thirds majority of the Board of Trustees at a meeting or by a two-thirds majority of a mail vote of the Board of Trustees, provided votes are received within sixty (60) days of the original mailing. The Board of Trustees shall also specify the manner and timing of the vote on the amendments.

ARTICLE X DISSOLUTION

Section 1: Voting. A vote to dissolve the Foundation shall require an affirmative majority of the Board of Trustees. The voting may be taken by mail or in person, but not by proxy.

Section 2: Distribution. Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purpose of the Foundation to the Virginia Rehabilitation Association provided that Virginia Rehabilitation Association shall at that time qualify as an exempt organization under Section 501 © (3) of the Internal Revenue Code.