

# **FRANKLIN FARM FOUNDATION**

## **Policy Resolution 31**

### **Bylaw Changes**

THE FRANKLIN FARM FOUNDATION ("the Foundation") makes this FIFTH AMENDMENT TO BYLAWS OF FRANKLIN FARM FOUNDATION this 15<sup>th</sup> day of April 2009.

WHEREAS, Article IV, Section 7 of the Bylaws of Franklin Farm Foundation ("the Bylaws") provides that the Board of Trustees shall have all powers for the conduct of the affairs of the Foundation which are enabled by law, the Declaration, and the Articles of Incorporation which are not specifically reserved to Members; and,

WHEREAS, Article XIII of the Bylaws provides that the Bylaws may be amended by a vote of two-thirds of the Trustees of the Board of Trustees at any meeting duly called for that purpose, providing notice of the meeting and the proposed amendments has been given to the Members at least fifteen days prior to the meeting.

NOW THEREFORE, the Board of Trustees hereby approves to amend the Bylaws by inserting and/or deleting words, sentences or Articles as follows:

#### **ARTICLE I NAME AND LOCATION**

**Amend the location of the Foundation office from Fairfax to Herndon as follows:**

The name of the corporation is Franklin Farm Foundation, hereinafter referred to as the "Foundation." The principal office of the Foundation shall be located at 12700 Franklin Farm Road, Herndon, Virginia 20171, but meetings of Members and Trustees may be held at such places as may be designated by the Board of Trustees.

#### **ARTICLE V NOTICE**

**Amend Article V and add title of Officer or Agent required by VA POA Act §55-510 E as follows:**

Notice for meetings or ballot poll where action by Class A Members is required or for meetings to amend the Articles of Incorporation shall be provided to Members at least thirty (30) days and no more than fifty (50) days prior to such meeting or ballot poll. Notice of all other meetings of Members shall be provided to Members at least fifteen (15) days before and no more than sixty (60) days prior to such meeting. Notice of meetings or ballot polls shall specify the place, day and hour. In the case of a special meeting, the Notice shall state the purpose of the meeting. In

the case of the ballot poll, the Notice shall include the matter(s) to be voted upon. The Executive Director shall provide notice for all meetings or ballot polls.

**ARTICLE VI  
BOARD OF TRUSTEES**

**Amend Section 6 to comply with VA Nonstock Corporation Act §13.1 857 E & F as follows:**

Section 6. Vacancies. In the event of a vacancy on the Board of Trustees for any cause, other than removal by the Members, a successor shall be appointed by majority vote of the remaining Trustees, even if they constitute less than a quorum. Such appointed shall serve until the next annual meeting of the Foundation and until his or her successor is elected and qualified. In the event of a vacancy on the Board of Trustees caused by removal by the Members, a successor shall be elected by the Members at any regular or special meeting of the Foundation.

**ARTICLE VIII  
COMMITTEES**

**Amend Section 2 (a) by changing the word "Conservancy" to "Foundation".**

**ARTICLE X  
MEETINGS OF THE BOARD OF TRUSTEES,  
THE ARCHITECTURAL REVIEW BOARD  
AND STANDING COMMITTEES**

**Add the Architectural Appeals Board to the Title and amend Sections 2, 3, and 4 to read as follows:**

**ARTICLE X  
MEETINGS OF THE BOARD OF TRUSTEES,  
THE ARCHITECTURAL REVIEW BOARD  
THE ARCHITECTURAL APPEALS BOARD  
AND STANDING COMMITTEES**

Section 2. Special Meetings. Special meetings of any board or committee shall be held when called by the president of the Foundation, by its chairman or by any two members of such board or committee, after not less than three (3) days notice to each member of such board or committee.

Section 3. Quorum. A majority of the members of a board or committee shall constitute a quorum for the transaction of business, except in no event shall a quorum be less than three members.

Section 4. Executive Sessions. All meetings of boards or committees shall be open to observers, except the President or Chairman may call a board or committee into executive

session on matters of personnel; consult with legal counsel; discuss and consider contracts, pending or probable litigation matters involving violations of the declaration or rules and regulations; or to discuss and consider the personal liability of Members to the Foundation. Minutes of any executive session shall be taken and separately maintained by the Executive Director and shall not be available for inspection except with the consent of the Board of Trustees.

**Incorporate and amend Article XV ARCHITECTURAL APPEAL BOARD as follows:**

**ARTICLE XV  
ARCHITECTURAL APPEALS BOARD**

**Section 1. Composition.** The Architectural Appeals Board shall be comprised of three members and two alternates all of whom shall be Members of the Foundation and none of whom may be a Trustee.

**Section 2. Method of Selection.** The Architectural Appeals Board shall be appointed by the Board of Trustees.

**Section 3. Vacancies.** If a vacancy occurs, the Board of Trustees shall appoint a Member to fill such vacancy until the end of the unexpired term.

**Section 4. Term.** Initially one member shall be appointed to serve one year, one member and one alternate to serve two years, and one member and one alternate to serve three years. Upon expiration of the respective terms, members and alternates then appointed shall serve for three years.

**Section 5. Officers.** At the first meeting of the Board following each Annual Meeting of Members of the Foundation, the Board shall select from among themselves a Chairperson, a Vice-Chairperson, and a Secretary who shall perform the usual duties of their respective offices.

**Section 6. Quorum.** Three members and/or alternates must be present to hear an appeal.

**Section 7. Duties.** The Architectural Appeals Board shall:

(a) Upon written petition from affected owners, decide appeals to decisions of the Architectural Review Board.

(b) Upon written petition from any member of the Foundation, decide cases of alleged infraction of the Governing Documents regarding architectural matters, including alleged failure of the Architectural Review Board to perform its duties and thereupon compel or enjoin further action of parties found in violation of the Governing Documents.

(c) Adopt procedures for the exercise of its duties and enter them in the Book of Resolutions.

(d) Maintain complete and accurate records of its proceedings; such records to be

available for inspection by Members during business hours, except that records relating to hearings on a Member's alleged infraction of the Governing Documents regarding architectural matters may be inspected only by the principals in such proceedings.

IN WITNESS WHEREOF, the Board of Trustees has caused this 5<sup>th</sup> Amendment to be executed pursuant to due and proper authority as of the date set forth above.

April 15, 2009  
Date

Paul R. Dykeman  
Paul R. Dykeman, President

Attest:

James H. [Signature]  
Executive Director

I hereby certify that a vote was duly taken and the above Policy Resolution was adopted by a vote of two-thirds (2/3) of the Trustees of the Board of Trustees at the meeting of the Board of Trustees on the 15<sup>th</sup> day of April, 2009.

Sherry L. Grimm  
Sherry Grimm, Secretary