



**AMENDED AND RESTATED BY-LAWS OF
THE COMMUNITY FOUNDATION OF THE DAN RIVER REGION**

(A Virginia Non-Profit, Non-Stock Corporation)

(By-Laws Adopted and Effective as of June 16, 2025)

ARTICLE I

OFFICES

The principal office of The Community Foundation of the Dan River Region (the "Foundation") shall be located at 541 Loyal Street, Danville, Virginia. The Foundation may have such other offices, either within or without the Commonwealth of Virginia, as the Board of Directors of the Foundation (the "Board") may designate or as the business of the Foundation may from time to time require. The Board may change the principal office of the Foundation from time to time.

ARTICLE II

BOARD OF DIRECTORS

2.1 GENERAL POWERS

The property, business, and affairs of the Foundation shall be managed by its Board of Directors. The directors shall in all cases act as a board and not individually. The Board may adopt rules and regulations for the conduct of its meetings and the management of the Foundation as it deems proper and which are not inconsistent with these By-laws, the Articles of Incorporation, the laws of the Commonwealth of Virginia, or the rules, regulations, or laws of the United States.

2.2 NUMBER OF DIRECTORS

There shall be a minimum of thirteen (13) directors and a maximum of twenty-three (23) directors of the Foundation. The minimum and maximum number of elected directors may be increased or decreased from time to time by amendment to these By-laws. Within the minimum and maximum number of directors, by resolution, the Board may change the fixed number of directors. A decrease in the number of elected directors by resolution or amendment to these By-laws shall not have the effect of shortening the term of any incumbent Director.

2.3 APPOINTMENT AND TENURE OF DIRECTORS

The fixed number of elected directors shall be nominated by the Governance Committee in accordance with Paragraph 7.4 of Article VII and elected by the Board.

Existing directors may succeed themselves in office. However, a director may not serve more than two (2) consecutive three (3) year terms. A director shall be eligible for re-appointment after absence from the Board for one (1) year. A director's term may be extended in order to fulfill a term of office, if so nominated and elected by the Board.

Directors shall be elected for three-year terms, thereby producing three groups of directors serving staggered terms. Each director shall hold office until his or her successor is elected and qualifies, until his or her death, or until he or she resigns or has been removed in the manner hereafter provided.

2.4 QUALIFICATIONS OF DIRECTORS

Directors shall consist of individuals who reside in the City of Danville, Virginia; Pittsylvania County, Virginia; Caswell County, North Carolina; or surrounding counties. Although not required, it is preferred that Danville, Virginia, Pittsylvania County, Virginia, Halifax County, Virginia, and Caswell County, North Carolina be represented on the Board. Each director is to be selected for his or her knowledge of the religious, scientific, literary, educational, or other charitable needs within these localities.

Any person whose presence on the Board would cause the Board to lose its status as an independent governing body as defined in Section 1.507-2(a)(8)(ii) of the regulations established under the Internal Revenue Code of 1986, as it may be amended (the "Internal Revenue Code") shall not serve on the Board.

2.5 COMPENSATION OF DIRECTORS

The directors of the Foundation shall not receive compensation for their services as directors, but the Board may reimburse directors for expenses incurred in the performance of their duties.

2.6 VACANCIES

A vacancy in the Board because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term. The director filling the vacancy may then serve two full terms.

2.7 RESIGNATION

A director may resign at any time by giving written notice to the President or the Secretary of the Foundation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

2.8 REMOVAL

Any director may be removed, with or without cause, at a meeting called expressly for that purpose, by the vote of a two-thirds majority of the number of directors fixed by these By-laws, as amended, or fixed by resolution of the Board.

2.9 TERMINATION, STANDING COMMITTEES

If the term of a director ends, for any reason, he or she will be removed from any Standing Committee on which he or she serves. However, such director may serve in an advisory capacity as a member of a subcommittee or advisory committee of a Standing Committee.

ARTICLE III
MEETINGS OF THE BOARD OF DIRECTORS

3.1 MEETING GENERALLY

The Board may hold its meetings at such place or places within or without the Commonwealth of Virginia as the Board may from time to time by resolution determine or (unless contrary to a resolution of the Board) at such place as specified in the related notices or waivers of notice of such meetings.

3.2 ANNUAL MEETING

The Board shall meet annually, at such time and place as designated by the Board. It is not required, but typical that the June Board meeting is known as the annual meeting. The purpose of the annual meeting shall be to elect directors and officers and to conduct such other business as indicated on an agenda prepared by either the president or secretary of the Foundation. The term of each elected director shall begin on the first of the month immediately following the annual meeting at which he or she was elected. In the event that a successor director is elected to complete the unexpired term of a resigning or withdrawing director, the term of such successor director shall begin immediately.

3.3 REGULAR MEETINGS

The directors may provide, by resolution, the date, time, and place for the holding of additional regular meetings of the Board.

3.4 SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the President, or any two (2) directors. The person or persons authorized to call special meetings of the directors may fix the time and place for holding any special meeting of the directors called by them. Notice of a special meeting shall be given to all directors at least seven (7) days in advance of the meeting, unless there is an emergency, in which event a notice of one (1) day shall be required. The notice

of any special meetings may, but is not required, to state the purpose or purposes for which the meeting is called. A special meeting may include an electronic vote that is then reported on at the following regular meeting.

3.5 NOTICE OF MEETINGS

Any notice of a meeting, whether annual, regular or special, may be given by mail, by telephone, facsimile, e-mail, or by other electronic transmission. A director who attends a meeting of the Board, whether annual, regular, or special, shall be deemed to have received notice of the meeting, unless he or she attends for the expressed purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

3.6 WAIVER OF NOTICE

Notice of any meeting of the Board may be waived by a writing signed by the director entitled to such notice, whether before or after the meeting referenced in the notice.

3.7 QUORUM

At any meeting of the directors, the presence of a majority of the number of directors serving at the time of the meeting shall constitute a quorum for the transaction of business. The act of the majority of the number of directors serving at the time of the meeting shall be the act of the Board.

If an attendee required to retain a quorum leaves the meeting after the quorum is declared, their vote will be presumed in the affirmative unless written objection to any issue voted upon after their departure is filed with the Executive Director within 24 hours following adjournment of the meeting

If a quorum is not present, a majority of the directors present may adjourn the meeting from time to time without further notice. Attendance and voting at a meeting by telephone or electronic means shall be permitted, provided that all parties on either side of the telephone call can hear and communicate with one another.

3.8 VOTING RIGHTS

All voting rights and voting power associated with the Foundation shall reside with the Board. Every director present at a meeting of the Board shall be entitled to cast one (1) vote with respect to any matter presented to the Board for vote.

3.9 VOTING BY PROXY

Any director may attend and vote at any meeting of the Board either in person, through electronic means, or by proxy. The Board may adopt any written form for use in designating a proxy.

3.10 PRESUMPTION OF ASSENT

A director who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to such action taken unless his or her dissent is entered in the minutes of the meeting or he or she files a written dissent with the person acting as the Secretary of the meeting before the adjournment or immediately within twenty-four hours after the adjournment of the meeting. A director who votes in favor of an action shall not have the right to dissent thereafter.

3.11 ACTION WITHOUT A MEETING

Any action which may be taken at a regular or special meeting of the directors may be taken without a meeting if a written consent setting forth the action is signed either before or after such action by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

3.12 RULES OF ORDER

The Foundation shall utilize and follow Roberts Rules of Order newly revised current edition for all meetings of the Board.

ARTICLE IV

DUTIES AND AUTHORITY OF THE BOARD

4.1 COMMON GOVERNING BODY

The Board shall be the common governing body of the Foundation for the purposes of Section 1.170A-9(e)(11)(v) of the regulations established under the Internal Revenue Code. Accordingly, the Board shall direct or, in the case of a fund designated for specific beneficiaries, monitor the distribution of all funds of the Foundation exclusively for charitable purposes within the meaning of Section 170(c)(1) or (2)(B) of the Internal Revenue Code.

Furthermore, in accordance with the above-mentioned Section 1.170A-9(e)(11)(v), the Board shall have the following powers:

1. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specific organizations if in the sole judgment of the Board (without the necessity of the approval of any participating trustee, custodian or agent) such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served by the Foundation;
2. To replace any participating trustee, custodian, or agent for violation of fiduciary duty under the laws of the Commonwealth; and
3. To replace any participating trustee, custodian or agent for failure to produce a reasonable return of net income over a reasonable period of time. The Board shall determine what constitutes "reasonable" in this regard.

The Board shall commit itself (by resolution or otherwise) to exercise the powers set forth in this Paragraph 4.1 of Article IV in the best interests of the Foundation.

If a power granted to the Board is inconsistent with any law of the Commonwealth, even if such powers were expressly granted to the Board by the governing transfer, then the Foundation shall exercise such power to the fullest extent possible consistent with the law if it has grounds to exercise such power.

4.2 FIDUCIARY CAPACITY

Each member of the Board shall serve in a fiduciary capacity and refrain from exercising any power in such manner as to disqualify the Foundation from federal income tax exemption as a qualified charitable organization or any gift from deduction as a charitable contribution gift or bequest in computing federal income gift or estate tax of the donor or his or her estate.

4.3 CONFLICTS OF INTERESTS

Each director shall disclose conflicts of interest at the beginning of each fiscal year. A director shall not take any action to influence the conduct of the Board which results in financial benefit to himself or herself. In addition, a director shall not take any action to influence the conduct of the Board in any matter or undertaking in which the director has an interest. If an issue arises in which the director or related party could obtain such a benefit, the affected director must disclose the potential conflict fully. If it is determined that a conflict exists, the director may not vote or engage in any discussion on the matter at issue.

The Board, by resolution, may adopt such other policies and requirements relating to conflicts as it deems appropriate.

4.4 EXPOSURE OF THE FOUNDATION AND SOLICITATION OF GIFTS

The Board shall take all appropriate actions to make the Foundation and its purposes known to the citizens and residents of the community or area served by the Foundation and in that connection seek gifts to the Foundation from institutions, businesses and individuals doing business located or residing in or having an interest in the community or area served by the Foundation.

4.5 ACCEPTANCE OF GIFTS

The Board of Directors or any officer or officers or agent or agents of the Foundation to whom such authority may be delegated by the Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or of any special purpose of the

Foundation. Such contributions, gifts, bequests or devises may be received and maintained in the form of separate funds, provided such contributions, etc., are structured in a manner that such separate funds will be treated as a component part of the Foundation rather than as a separate trust or non-profit corporation, in accordance with Section 1.170A-9(e)(11) of the regulations established under the Internal Revenue Code. No such separate fund may be directly or indirectly subjected to any material restriction or condition with respect to the transferred assets in violation of said Section 1.170A-9(e)(11) or any other relevant section of said regulations or the Internal Revenue Code.

The Board, by resolution, may establish a gift acceptance policy, setting forth the manner that gifts will be received, and the funds or accounts into which gifts will be deposited and held.

In addition to the other powers of the Board contained in the Articles of Incorporation or in the By-Laws of the Foundation, if the Board, upon the recommendation of the majority of the members of the Distribution Committee of a duly held meeting, declares that the purposes of any gift made pursuant to this Article IV, paragraph 4.4, have become (1) unnecessary, undesirable, impracticable or impossible of fulfillment, or (2) if any organization to which the income or principal of any gift shall be paid becomes nonexistent or shall have ceased its activities, or (3) if for any other reasons the application provided by the said donor or testator shall have become impossible, impracticable, unnecessary or undesirable, then, notwithstanding the directions of the donor or testator, the Board shall apply such gift to the purposes set forth in the Articles of Incorporation, subject to the provisions of those Articles of Incorporation and these By-Laws. The determination of the Board of Directors that such purposes have become unnecessary, undesirable, impracticable or impossible of fulfillment shall be binding and conclusive upon all persons.

4.6 MANNER AND MAKING OF GIFTS AND DONATIONS

Any gift to the Foundation for the purposes provided for in these By-Laws or in the Articles of Incorporation of the Foundation may be made by effectively identifying the gift as

made to or for the purposes of The Community Foundation of the Dan River Region, a Virginia corporation, or by effectively identifying and incorporating these By-Laws and the Articles of Incorporation of the Foundation by reference in a manner permitted by law in any will, deed or other written instrument legally operative to transfer title to the Foundation. In this respect, the donor or testator may:

(1) Generally adopt all of the provisions of these By-Laws and the Articles of Incorporation, in which event the gift shall be devoted to the purpose set forth in paragraph 2 of the Articles of Incorporation;

(2) Adopt the provisions of the By-Laws and the Articles of Incorporation, but:

(a) Specify the charitable purpose to which such gift shall be applied as set forth in this Article IV, paragraph 4.4 of the By-Laws, or

(b) Specify the time for the distribution in whole or in part of the principal of the gift and its application, together with the income there from, pursuant to paragraph 2 of the Articles of Incorporation or to other specified charitable purposes as provided in this Article V, paragraph 5.5 of the By-Laws; or

(3) Adopt all of the provisions of these By-Laws and of the Articles of Incorporation but authorize the Board of Directors in its uncontrolled discretion to determine the time when and the purpose for which the principal and/or income of the gift shall be used and applied in whole or in part, pursuant to paragraph 2 of the Articles of Incorporation.

4.7 DISBURSEMENTS

The Board from time to time, but not less frequently than yearly, shall determine all disbursements to be made by the Distribution Committee or for administrative expenses incurred by the Board and shall direct the Treasurer, the Finance Committee, and all participating custodians and agents as to payment thereof and funds to be charged.

All final determinations of the Board of distributions recommended by the Distribution

Committee shall be made by the affirmative vote or consent in writing by a majority of the members of the Board at a duly held meeting, unless otherwise expressly provided by the direction of the donor as a condition of any gift to the Foundation (provided such condition is permissible under these By-laws and the Articles of Incorporation of the Foundation).

The Board may also authorize a distribution without a preliminary determination of the Distribution Committee, but only after such distribution has been considered by the Distribution Committee. Any approval of a distribution by the Board in such circumstances shall be only upon the affirmative vote or consent in writing of not less than two-thirds (2/3) of the members of the Board.

Disbursements for administrative expenses incurred by the Foundation, including but not limited to salaries of the Executive Director and other employees of the Foundation, compensation for professional and other assistance, and the expenses incurred by the Board or its Standing Committees, shall be approved by a majority vote of the Board. Such expenses shall be paid, so far as possible, first from any funds directed by a donor for such purpose in connection with a particular distribution, and any balance out of the income of the Foundation's funds.

Each participating custodian or agent shall make or withhold such distributions and disbursements as the Board may direct and shall be fully protected in acting on any written direction signed by the President or other person duly authorized by the Board. Participating custodians or agents shall not be responsible for any act or omission of the Board.

4.8 DEPOSITS

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the directors may select.

4.9 MINGLING OF FOUNDATION FUNDS

The Foundation is authorized to mingle any property given to it under the terms of these By-laws or the Articles of Incorporation with other property given to the Foundation or hold such property separately, in accordance with the gift acceptance policies adopted by the Board.

4.10 RETURN ON INVESTMENTS

It shall be the duty of the Board to obtain information and take other appropriate steps to see that each participating trustee, custodian or agent administers such trust or fund in furtherance of the exempt purposes of the Foundation, in accordance with the terms of the common governing instrument of the Foundation (as defined in Paragraph 4.1 of Article IV of these By-laws) and accepted standards of fiduciary conduct to produce a reasonable return of net income (or appreciation, where not inconsistent with the Foundation's need for current income) with due regard to safety of principal. A Statement of Investment Policies approved annually by the Board shall detail these standards.

4.11 CHECKS AND DRAFTS

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents, of the Foundation and in such manner as shall from time to time be determined by resolution of the directors, as detailed in the Financial Policies and Procedures.

4.12 REPORTS

Periodic financial reports shall be prepared by or at the direction of the Board regarding all funds which are held by the Foundation, either directly or in component parts, as funds of the Foundation. Such reports shall be prepared no less frequently than annually and more frequently if required by the Internal Revenue Code, its regulations, and any other law or regulation. Included in these reports shall be the quarterly reports required of the Treasurer, as provided under Paragraph 5.5 of Article V.

4.13 AUDITS

The Board will establish policies that will provide for internal controls of the financial statements. The execution of the policies will provide the basis for financial reporting as required under Generally Accepted Accounting Principles as accepted in the United States.

Upon resolution of the Finance Committee, the accounts and distributions of the Foundation shall be audited by a reputable Certified Public Accountant, whose reports shall be submitted to each member of the Board and available to stakeholders and donors for review.

4.14 AUTHORITY TO ENGAGE AGENTS

The Board from time to time may appoint as advisors persons whose advice, assistance and support may be deemed necessary or appropriate for carrying out the Foundation's purposes, including but not limited to, an executive officer or director, attorneys, custodians, agents and assistants as the Board determines are needed for the administration of the Foundation.

4.15 CONTRACTS

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances. By resolution, the Board may delegate to the Executive Committee or to the Executive Director authority to engage such agents on behalf of the Board and to authorize the Executive Committee and the Executive Director, or other agents, to perform such other acts or duties as deemed necessary or appropriate for the proper administration of the Foundation.

4.16 LOANS

No loans shall be contracted on behalf of the Foundation, and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

4.17 BONDS

At the direction of the Board in consideration of National Standards, any officer or employee of the Foundation shall be bonded to be reviewed each fiscal year. The expense of furnishing any such bond shall be paid by the Foundation.

4.18 INDEMNITY

The Board, in its discretion, on a case-by-case basis, may indemnify and reimburse or advance expenses to any person made a party to a suit or other proceeding because of their position as an employee, custodian, or agent of the Foundation to the extent permitted by applicable laws of the Commonwealth of Virginia.

ARTICLE V

OFFICERS

5.1 NUMBER

The officers of the Foundation shall be a President, a Vice-President, a Secretary and a Treasurer. The officers shall be selected from among and elected or appointed by the Board. All officers shall be elected for a one (1) year term. The election and appointment of officers shall take place at the annual meeting of the directors. Any officer may be elected or appointed to succeed himself or herself in office.

5.2 THE PRESIDENT

The President shall be the principal executive officer of the Foundation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the Foundation. He or she shall preside at all meetings of the Board and of the Executive Committee. The President shall appoint, subject to confirmation of the Board, and be an *ex officio* member of all standing and special committees. The President may sign, with the Secretary or any other officer of the Foundation so authorized by the directors, any deeds, mortgages, bonds, contracts or other instruments which the directors have authorized to be executed, except when the signing and

execution thereof is be expressly delegated by the directors or by these By-laws to some other officer or agent of the Foundation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the directors from time to time.

5.3 THE VICE-PRESIDENT

The Vice-President shall assist the President and act for the President when the President is absent from the meetings or otherwise unable to carry out the duties of office.

5.4 THE SECRETARY

The Secretary shall keep the minutes of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, be custodian of the corporate records and of the seal of the Foundation and keep a register of the post office addresses of each director which shall be furnished to the Secretary by such director and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

5.5 THE TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; oversee the receipts for moneys due and payable to the Foundation from any source whatsoever and deposits of all such moneys in the name of the Foundation in such banks, trust companies, brokerage companies, mutual funds or other depositories as shall be selected in accordance with these By-laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the directors. The Treasurer shall submit a financial report of the Foundation to the Board each calendar quarter. The reports shall show assets on hand as of the beginning of the quarter, receipts and disbursements for the quarter and assets on hand as of the end of the quarter.

The Treasurer shall be a voting member of the Finance Committee and attend the regular and special meetings of that committee.

Subject to the approval in advance by the Board, the Treasurer may employ and reasonably compensate custodians or agents on behalf of the Foundation to hold and manage any funds of the Foundation. All such custodians or agents shall be subject to all of the terms and conditions of these By-laws and of the Articles of Incorporation of the Foundation.

5.6 REMOVAL

Any officer or agent of the Foundation may be removed by the Board whenever in their judgment the best interests of the Foundation would be served thereby.

5.7 VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the directors for the unexpired portion of the term.

5.8 COMPENSATION

Officers as such shall not receive any compensation for their services as officers, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Foundation. Nothing herein shall preclude an officer from serving the Foundation in any other capacity and receiving compensation for such services.

ARTICLE VI

EXECUTIVE DIRECTOR

The Board may hire an executive officer or director. The Executive Director shall be charged with carrying out the plans and policies of the Board and shall be responsible for the administration of a corporate office in accordance with the standards established by the Board. The Executive Director shall work closely with the officers, the Executive Committee, and other Standing

Committees in the performance of his or her duties. The Executive Director shall manage the daily operations of the Foundation, subject to the supervision and control of the Board. The Executive Director is expected to attend all Board meetings and all meetings of Standing Committees but shall not have the right to vote as a member of the Board or any committee.

ARTICLE VII

STANDING COMMITTEES

7.1 STANDING COMMITTEES

The four initial Standing Committees of the Board shall be the Executive Committee, the Governance Committee, the Distribution Committee, and the Finance Committee. The duties and the responsibilities of each committee may be reorganized by the Board at any time. The Board may also establish additional Standing Committees as it deems necessary or appropriate.

7.2 MEETINGS OF STANDING COMMITTEES

A. Regular Meetings

Regular meetings of Standing Committees shall be held at such times, places, and intervals as each Standing Committee, for itself, or the Board may determine.

B. Special Meetings

Special meetings of Standing Committees may be held upon the call of the chairperson of the respective Standing Committee, its secretary, the President of the Board, or upon demand of any two (2) members of a respective Standing Committee or of the Board. This may include a vote taken by electronic means regarding issues considered to be time sensitive that will be reported at the next scheduled meeting of the committee or board.

C. Notice of meetings; Waiver of Notice; Action without a Meeting;

The notice of meetings of Standing Committees shall be given in the same form and method as for meetings of the Board as provided in Article III, hereof, provided, however, notice of special

meetings shall designate the time and place of such special meetings, the object thereof and upon whose demand the special meeting is called. Likewise notice of meetings of Standing Committees may be waived, and action may be taken in the same manner as applicable meetings of the Board.

D. Quorum for Meetings of Standing Committees

A majority of the members of a Standing Committee shall constitute a quorum at any meeting of a Standing Committee, whether regular or special. All other rules for quorum are set forth in paragraph 3.7 of Article 3.

E. Conduct of Business

Unless otherwise specifically provided in these By-laws, each Standing Committee may adopt such procedures, rules or regulations for the conduct of its business as ~~to~~ it may seem proper.

F. Vote by Proxy

Any member of a Standing Committee may attend and vote at any meeting of a Standing Committee on which he or she serves either in person, by electronic means, or by proxy. The members of a Standing Committee may adopt any written form for use in designating a proxy.

7.3 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, the Vice-president, the Treasurer, the Secretary, a member of the Board at large, the Chair of the Distribution Committee, the Chair of the Finance Committee, and the immediate Past President. The Executive Committee may exercise the powers of the Board and the management of the affairs of the Foundation between meetings. All action taken by the Executive Committee shall be reported to the Board at the next scheduled meeting of the Board

7.4 GOVERNANCE COMMITTEE

A. Organization

The Governance Committee shall consist of no less than Three (3) members of the Board. The Governance Committee is responsible for ongoing review and recommendations to enhance

the quality and future viability of the Board. The Governance Committee leads in assessing current and anticipated needs for Board composition. The focus of the Governance Committee shall include 1) Board Role and Responsibilities, 2) Board Composition, 3) Board Knowledge, 4) Board Effectiveness, 5) Board Leadership and 6) Executive Succession Planning. The Governance Committee shall produce a slate of nominees for the Board appointments which will be presented to the Board at the annual meeting of the Board. In addition, at the annual meeting of the Board, the Governance Committee shall make recommendations to the Board of those who will serve as officers of the Foundation, members of the Standing Committees, and chair-person of each Standing Committee. The Governance Committee shall be nominated and appointed annually by the Board.

B. Nominees for the Board

Nominees may be drawn from local charities, financial institutions, businesses, professionals, religious organizations, educators, and the public at large, with the goal of attaining community representation on the Board. No dedicated or set positions shall be reserved on the slate of nominees for any entity or person.

7.5 DISTRIBUTION COMMITTEE

A. Organization

At each annual meeting of the Board, the Board shall appoint a Distribution Committee consisting of no less than Five (5) members of the Board, selected for their knowledge of the charitable, public, educational, scientific, literary, and other needs of the inhabitants of the community or area served by the Foundation

B. Records

The Distribution Committee shall keep complete records of its proceedings and of its instructions for applying the funds of the Foundation. Such records shall be open at all times to the inspection of the Board.

C. Development of Guidelines and Educational Programs for Donors

The Distribution Committee shall develop guidelines and educational programs and materials, all of which shall be subject to the approval of The Board, for the purpose of informing and advising potential donors and transferors of any contribution, gift, bequest or devise that is to be received and maintained by the Foundation in the form of a separate fund. The guidelines, programs, and materials shall indicate the nature of any material restrictions or conditions with respect to such separate fund which may prevent the Foundation from exercising control over such fund for the purposes consistent with the Foundation's exempt purpose and which would therefore be unacceptable to the Foundation. In general, such guidelines shall enumerate specific charitable needs within the community or area served by the Foundation that are consistent with the charitable purposes of the Foundation; and such educational programs shall publicize those guidelines to potential transferors and donors. In addition, in those instances where transferors or donors offer advice or suggestions as to the timing and nature of any distributions from such separate fund, the Distribution Committee shall cause an independent investigation of such advice or suggestions to be performed to evaluate whether such advice or suggestions are consistent with the specific charitable needs in the community or area served by the Foundation as stated in the guidelines. Such investigations may be performed by the staff of the Foundation. The Distribution Committee shall report on all such advice, suggestions and investigations to the Board.

D. Distributions

The Distribution Committee from time to time, but not less frequently than yearly, shall make a preliminary determination of all distributions to be made from the net income and principal of the Foundation and shall report such preliminary determinations to the Board. The Board shall make the final determination and authorize and direct the payments to be made to the appropriate organizations or persons, including the amount of such payments, the timing of such payments, and any restrictions that should accompany such payments that are deemed necessary to assure use

for the charitable purposes and in the manner intended.

All preliminary determinations shall be made by the affirmative vote or consent in writing by no less than three (3) members of the Distribution Committee, unless otherwise expressly provided by direction of the donor as a condition of any gift to the Foundation (provided such condition is permissible under these By-laws and the Articles of Incorporation of the Foundation). All final determinations shall be made by the board as set forth in Paragraph 4.6 of Article IV.

The Distribution Committee shall gather and analyze facts and conduct investigation and research as from time to time it deems necessary in order to determine the most effective agencies and means for meeting the needs of the community or area served by the Foundation through distribution of funds given for charitable purposes. The Distribution Committee may also direct disbursements for such fact-gathering, analysis, investigation and research from funds given for such purposes or from funds given without direction as to purpose, subject to approval thereof by a majority of the Board as hereinafter provided.

Determinations may be made to distribute capital from funds given without directions as to principal or income as well as pursuant to directions expressly permitting use of principal, but any custodian or agent holding such funds shall be informed as far in advance as practicable to permit the custodian or agent to adjust its investment policies accordingly. The order of distribution for such distribution may, upon advice from such custodian or agent as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, be adjusted by majority vote of the Board, so far as may be deemed practicable.

7.6 FINANCE COMMITTEE

A. Organization

At each annual meeting of the Board, the Board shall appoint a Finance Committee.

B. Duties

The Finance Committee shall meet at least annually and regularly with the Treasurer and

Treasurer and Staff of the Foundation to provide oversight and control of investments and the annual audit. The Finance Committee will review and supervise the investment of all the Foundation's funds, including those held or managed by custodians or agents employed by the Foundation. It shall be the duty of the Finance Committee to monitor the rate of return from the Foundation's funds and to advise the Board as to whether or not those rates of return are reasonable with respect to the Board's duties under Paragraphs 4.1 and 4.9 of Article IV. The Finance Committee shall supervise and assist the Treasurer in the preparation of the common reports required under Paragraph 4.11 of Article IV. The Finance Committee will select a firm to review the policies and procedures of the Foundation as described in Paragraph 4.13 of Article IV. The Finance Committee shall report regularly to the Board with respect to all of the Committee's activities and shall accept such other assignments as may from time to time be requested by the Board.

7.7 OTHER COMMITTEES

The Board may designate from among its members other committees, each consisting of two (2) or more Directors. Each such committee shall serve at the pleasure of the Board, subject to the laws of Virginia.

ARTICLE VIII

INDEMNIFICATION

8.1 DEFINITIONS

In this paragraph "applicant" means the person seeking indemnification pursuant to this Article. "Expenses" include counsel fees and other reasonable costs related to defense of a claim. "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to any proceeding. "Party" includes an individual who was, is, or is threatened to be made a named

defendant or respondent in a proceeding. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether or civil, criminal, administrative or investigative and whether formal or informal.

8.2 LIMITATION OF LIABILITY

In any proceeding brought by or in the right of the Foundation, no director or Officer of the Foundation shall be liable to the Foundation for monetary damages, including reasonable attorneys fees, with respect to any transaction, occurrence or course of conduct, whether prior or subsequent to the effective date of this Article, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of the criminal law.

8.3.1 DIRECTORS LIABILITY INSURANCE

The Board shall provide directors' liability insurance to each member of the Board in such form and with such coverage as may be approved by the Board.

8.4 INDEMNIFICATION

The Foundation shall indemnify (i) any person who was or is a party to any proceeding, including a proceeding brought by a director or other person in the right of the Foundation, by reason of the fact that he is or was a director or officer, employee or agent, of the Foundation, or (ii) any director or officer who is or was serving at the request of the Foundation as a director, trustee, partner or officer of another Foundation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him in connection with such proceeding unless he engaged in willful misconduct or a knowing violation of the criminal law. The Board may, by a majority vote, enter into a contract to indemnify any director (or officer) with respect to any proceeding arising from any act or omission, whether occurring before or after the execution of such contract. The Board may extend the scope of this indemnity to the extent allowed by Section 13.1-875, Code of Virginia, 1950, as amended.

8.5 EFFECT OF AMENDMENT TO THIS ARTICLE

No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring prior to such amendment or repeal.

8.6 EFFECT OF THE TERMINATION OF THE PROCEEDING

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct desired in paragraph 8.2 or 8.4.

8.7 SCOPE OF INDEMNITY

Every reference herein to directors, officers, or agents, includes former directors, officers, employees and agents of the Foundation and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Foundation or others, with respect to claims, issues or matters for which the Foundation would not have the power to indemnify such person under the provisions of this Article.

8.8 SEVERABILITY

Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

ARTICLE IX

NON-DISCRIMINATION

The Foundation shall in no way discriminate against any person because of race, religion, color, age, sex, sexual orientation, or national or ethnic origin, or any other characteristic protected by law, in the conduct of any of the Foundation's activities (including, but not limited to, the

selection or hiring of employees and contractors and the selection of those admitted to the Foundation's programs and activities).

ARTICLE X

COMMON GOVERNING INSTRUMENT

The Articles of Incorporation and the By-laws of the Foundation shall, together, be deemed the "Common Governing Instrument" of the Foundation for the purposes of Section 1.170A-9(e)(11)(iv) of the regulations established under the Internal Revenue Code. All funds of the Foundation shall be subject to the Common Governing Instrument.

ARTICLE XI

AMENDMENTS, TERMINATION AND REVOCATION

The By-laws may be altered, amended, or repealed and new By-laws may be adopted at a meeting of the Board upon receiving the vote of at least two-thirds majority of the number of directors fixed in accordance with these By-laws. The notice of such meeting shall set out the proposed amendment or amendments.

The maker of any gift for the uses and purposes expressed in these By-laws or in the Articles of Incorporation and all persons claiming by, through or under him or her, and the Foundation, by its acceptance of such gift, shall be conclusively deemed to have agreed to the following: the Board by resolution adopted by the affirmative vote of two-thirds of its members, may, from time to time, or at any time, modify or supplement the administrative provisions of these By-laws or the Articles of Incorporation, including any change deemed advisable in the number, method of appointment, or qualification of the members of the Board or Distribution Committee, provided that any such modification, supplement or change shall be consistent with the general plan and purpose of the Foundation as expressed herein, and with the application of the entire net income

and/or principal or any gift, for the purposes of the Foundation, as herein defined, but subject at all times to the provisions of Article V, paragraph 5 of these By-laws as respects purposes or directions specifically expressed in any particular gift. The Board shall further have the power to terminate the Foundation and all the powers and duties of the Board and Distribution Committee. In the event of a termination of the Foundation or termination of any fund by the Board, the remaining assets shall be disposed of exclusively for the purposes set forth in the Articles of Incorporation.

Each gift made hereunder shall expressly be deemed to be irrevocable by the donor thereof, or by anyone else.

These bylaws approved unanimously at its annual meeting as affirmed by the following signature of the President and the secretary.

These By-laws were originally accepted and approved by the Board of Directors of the DPC Community Foundation at its annual meeting held September 30, 2002

The corporation underwent a name change to The Community Foundation of the Dan River Region on July 1, 2004.

These By-Laws were reviewed and adopted on June 16, 2025.

Richard S. Dixon, Secretary



Stephen G. Bass, President