

ARTICLES OF INCORPORATION

OF

MARY RILEY STYLES PUBLIC LIBRARY FOUNDATION, INC.

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act, VA CODE ANN. §§ 13.1-801 - 13.1-944 (the "Act"), hereby certifies:

FIRST: The name of the corporation is Mary Riley Styles Public Library Foundation, Inc. (the "Corporation").

SECOND: The Corporation shall not have any voting members, but may have one or more classes of non-voting members, the qualifications and rights of such shall be as set forth in the bylaws of the Corporation.

THIRD: The voting directors of the Corporation shall elect their successors at the annual meeting of the Board of Directors of the Corporation, as set forth in the bylaws of the Corporation.

FOURTH: The address of the initial registered office of the Corporation is 120 N. Virginia Avenue, Falls Church, VA 22046. The name of the initial registered agent of the Corporation at that office is Mary McMahon, who is a resident of Virginia and an initial director of the Corporation.

FIFTH: The names and addresses of the individuals who are to serve as the initial directors of the Corporation until their successors are elected and qualify are as follows:

Don A. Camp	Mary W. McMahon (ex officio) Address 120 N. Virginia Avenue Falls Church, VA 22046
Edward E. Rose, III	120 N. Virginia Avenue Falls Church, VA 22046
John N. Rodock	120 N. Virginia Avenue Falls Church, VA 22046
Deane C. Dierksen	120 N. Virginia Avenue Falls Church, VA 22046
	120 N. Virginia Avenue Falls Church, VA

120 N. Virginia Avenue Falls Church, VA

SIXTH: The Corporation shall be operated exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes for which the Corporation are formed are: (a) to promote and support the public and charitable purposes of the Mary Riley Styles Public Library, an instrumentality of the City of Falls Church, Virginia; and (b) to do everything necessary, proper, advisable or convenient for the accomplishment of the Corporation's purposes and goals and to do all other things incidental to them or connected to them that are not forbidden by these Articles of Incorporation, by the Act or by any other law.

In furtherance of such purposes, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may determine from time to time, either directly or through contributions to any charitable organizations, exclusively for charitable, scientific or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Act.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in § 13 .1-826 and § 13 .1-827 of the Act, as now in effect or as may be amended in the future, together with the power to solicit grants and contributions for such purposes.

SEVENTH: The Board of Directors shall manage and control the property, activities and affairs of the Corporation. All matters pertaining to directors and officers (including without limitation the exact number of directors and officers, their duties and terms, and the procedures for their election, resignation, removal and the filling of vacancies), and all other provisions for the regulation of the internal affairs of the Corporation, shall be set forth in the Bylaws of the Corporation to the extent that they are not set forth in these Articles of Incorporation.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article SIXTH.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code and in any corresponding laws of the Commonwealth of Virginia). The Corporation shall not participate or intervene in, or publish or distribute any statements concerning, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, directly or indirectly, (i) carry on any activity that would prevent it from obtaining exemption from federal income taxation as an organization described in § 501(c)(3) of the Code; (ii) carry on any activity that would cause it to lose such exempt status; or (iii) carry on any activity not permitted to be carried on by an organization, contributions to which are deductible under § 170(c)(2) of the Code.

-2 -

NINTH: In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all liabilities and obligations of the Corporation and for all necessary expenses of the Corporation, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501 (c)(3) of the Code, or to the federal, state or local government for a public purpose, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer of the Corporation, or any private individual.

TENTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code or the corresponding section of any future federal tax code, the Corporation (i) shall distribute its income for such period at such time and manner as not to subject it to tax under Section 4942 of the Code; (ii) shall not engage in any act of self- dealing as defined in Section 4941 (d) of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ELEVENTH: To the fullest extent permitted by the Act, as now in effect or as may be amended in the future, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by, or in the right of, the Corporation or on behalf of the members, or in connection with any claim, action, suit or proceeding to which such officer or director may be or is made a party by reason of being, or having been, an officer or director of the Corporation; provided, however, that such relief from liability shall not apply in any instance where (a) such relief is inconsistent with any provision of the Code applicable to corporations described in § 501(c)(3); or (b) such officer or director engaged in willful misconduct or a knowing violation of the criminal law.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation this~ day

of r_, <-:(c dC A , 2015.

Incorporator:

/ _ _ Jc~ /0/(~~1 John N. Rodock

-3 -

BYLAWS OF

MARY RILEY STYLES PUBLIC LIBRARY FOUNDATION, INC. (the "Corporation")

ARTICLE I

Offices

Section 1.01. The principal office of the Corporation shall be in the Commonwealth of Virginia. The Corporation may have such other offices either within or outside the Commonwealth of Virginia as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II

Members

Section 2.01. The Corporation shall have one class of non-voting members.

Membership in the Corporation shall be open to any person or entity who or which is of good reputation and supports the purposes and activities of the Corporation. Application for Membership shall be made in writing on such forms as may be prescribed by the Board of Directors, which forms shall contain such relevant information as may be required by the Board and shall be accompanied by the appropriate dues payment, if any. All applications shall be approved or rejected by the Board or a committee or officer(s) designated by the Board.

Dues, fees, and any other charges for Members shall be established from time to time by resolution of the Board of Directors. No Member shall use or refer to the Corporation's name or logo, his, her or its Membership status, or any Corporation advertising or promotional material for any commercial use or purpose without the prior approval of the Board of Directors. The Board of Directors shall determine, in its sole discretion, what action to take (including

2

termination of Membership) in the event any Member defaults in the payment of dues, fees, or any other charges, or defaults on any other obligation or duty owed to the Corporation.

ARTICLE III

Board of Directors

Section 3.01. Except as otherwise provided by law or these Bylaws, the Board of Directors ("Board") shall have exclusive control over the property, funds and affairs of the Corporation.

Section 3.02. The Board shall consist of such number of persons, not less than three (3) and not more than fifteen (15), as may be fixed from time to time by resolution of the Board; provided that the number of directors shall not be reduced so as to shorten the term of any director then in office. The Director of the Mary Riley Styles Public Library shall be an ex officio, non-voting director.

Section 3.03. With the exception of the ex officio director, directors shall be elected at the annual meeting of the Board by majority vote of the directors then in office.

Notwithstanding anything contained in these Bylaws to the contrary, each director so elected shall hold office until a successor is elected and qualifies or until that director's earlier resignation, removal or death. If the annual election of directors is not held on the date designated therefor, the directors shall hold such election as soon thereafter as convenient.

Section 3.04. There shall be three classes of directors: Class A, Class B, and Class C.

No one class shall have more than one director more than any other class. Except as provided in this Section and in Section 3.05 below, the members of each class of directors shall be elected

3

for terms ending on the date of the third annual meeting following the annual meeting at which such class of directors was elected. The allocation of initial Directors among the classes of directors shall be as provided in a resolution of the Board referencing this section. The ex officio director shall not be assigned to a class.

Section 3.05. In the event of any increase or decrease in the authorized number of directors, (i) each director then serving as such shall nevertheless continue as a director of the class of which he or she is a member and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to ensure that no one class has more than one director more than any other class. To the extent possible, consistent with the foregoing rule, any newly created directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated directorships shall be subtracted from those classes whose terms of offices are to expire at the earliest dates following such allocation, unless otherwise provided from time to time by resolution adopted by the Board of Directors.

Section 3.06. Whenever a vacancy exists on the Board, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall hold office for the remainder of the un-expired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election of the class for which such director shall have been chosen.

4

Section 3.07. Any director may resign from office at any time upon giving written

notice to the Secretary of the Corporation. Any such resignation shall take effect at the time it specifies or, if the time is not specified, upon receipt, and the acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Section 3.08. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office.

Section 3.09. The Board of Directors shall elect one of the directors to serve as Chair of the Board. The term of this office shall be one (1) year, or until a successor is elected and qualifies. The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board.

Section 3.10. The Board of Directors shall elect one of the directors to serve as Vice Chair of the Board. The term of this office shall be one (1) year, or until a successor is elected and qualifies. The Vice Chair shall assist in the performance of the Chair's duties, shall assume the duties and responsibilities of the Chair in case of a temporary absence of the Chair, and perform any additional duties as may be prescribed from time to time by the Board. In the event of a vacancy in the office of Chair, the Vice Chair shall succeed to that office and the Board shall fill the resulting vacancy in the office of Vice Chair.

ARTICLE IV

Meetings of the Board of Directors

Section 4.01. Meetings of the Board, regular or special, may be held within or without

the Commonwealth of Virginia upon not fewer than seven (7) days notice to each director,
5

either personally or by mail, telephone, facsimile, or electronic mail, subject to waiver of notice as provided in the Virginia Nonstock Corporation Act. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings may be held as established from time to time by resolution of the Board or as required by the business of the Corporation. Special meetings of the Board may be called by the Chair at any time and shall be called by the Chair upon the written request of a majority of the directors then in office.

Section 4.02. A majority of the directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.03. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors. Any one or more members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Participation by such means shall constitute presence in person at a meeting.

ARTICLE V***Committees***

Section 5.01. The Board, by resolution adopted by a majority of directors then in office, may appoint an Executive Committee, which shall consist of two or more directors. The Executive Committee, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation. The Executive Committee shall report at the next regular or special meeting of the Board all action that it has taken on behalf of the Board since the last regular or special meeting of the Board. Other committees having and exercising the authority of the Board shall also consist of two or more directors and shall be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 5.02. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 5.03. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed by law.

ARTICLE VI

Officers

Section 6.01. In addition to the Chair and Vice Chair of the Board, there shall be a Secretary and a Treasurer. The Secretary and the Treasurer shall be elected at the annual meeting of the Board by the affirmative vote of a majority of the directors then in office. The Corporation may have such other officers and assistant officers as may from time to time be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Treasurer. The Secretary and the Treasurer must also be directors of the Board.

Section 6.02. The Board may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or employments.

Section 6.03. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office. Any vacancy occurring in any office of the Corporation shall be filled by the Board. An office may be held by the same individual for two or more consecutive terms.

Section 6.04. The Secretary shall keep the minutes of all meetings of the Board. He or she shall give, or cause to be given, such notice of all meetings of the Board as may be required by these Bylaws and shall perform such other duties as shall be assigned to him or her from time to time by the Board. The Secretary shall serve for a term of one (1) year or until a successor

shall be elected or assume office.

Section 6.06. The Treasurer shall be the chief financial officer of the Corporation. He

8

or she shall exercise general and active supervision over the Corporation's assets and shall perform such other duties as shall be assigned to him or her from time to time by the Board.

The Treasurer shall have charge of all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys in the name and to the credit of the Corporation in such depositories as may be designated from time to time by the Board. He or she shall disburse the funds of the Corporation in accordance with the directions of the Board and, when the Board so requires, he or she shall provide an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall serve for a term of one (1) year or until a successor shall be elected or assume office.

Section 6.07. Notwithstanding anything contained herein to the contrary, the Board may pay reasonable compensation to an officer for the services performed by such officer on behalf of the Corporation.

ARTICLE VII

Compensation of Directors

Section 7.01. The directors of the Corporation shall receive no compensation for their service as directors but may be reimbursed for their expenses, if any, incurred in carrying out the

purposes of the Corporation, provided that such reimbursement in no way adversely affects the Corporation's status under section 501(c)(3) of Code.

9

ARTICLE VIII

Amendments

Section 8.01. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then in office at any regular or special meeting, provided that any such alteration, amendment, repeal or adoption shall be consistent with the requirements of Section 501(c)(3) of the Code.

ARTICLE IX

Indemnification

Section 9.01. To the fullest extent permitted by the Virginia Nonstock Corporation Act, every person who is or was a director, officer, employee, agent or volunteer of the Corporation may be indemnified by the Corporation against all reasonable expenses incurred by him or her in connection with or resulting from any claim, action, suit or proceeding in which he or she may become involved as a party or otherwise by reason of being or having been a director, officer, employee, agent or volunteer of the Corporation ..

Section 9.02. Without limiting the generality of the foregoing and to the fullest extent permitted by the laws of the Commonwealth of Virginia, the Corporation may purchase and

maintain insurance against all or a portion of any liabilities and expenses, if any, resulting from the indemnification of any of the foregoing persons pursuant to this Article.

Section 9.03. This Article shall not exclude any other rights of indemnification or other rights to which any director, officer, employee, agent or volunteer may be entitled by contract, by vote of the Board or as a matter of law. If any clause, provision, or application of this Article

10

shall be deemed invalid, the remainder of this Article shall remain in full force and effect. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after its adoption, whether arising from acts or omissions occurring before or after its adoption.