

BY-LAWS
OF
WOMACK FOUNDATION
ARTICLE I
OFFICES

Section 1. Principal Office. The principal office of the Foundation shall be located either in the City of Danville or Pittsylvania County in the Commonwealth of Virginia. The Foundation may establish and maintain offices at any other place or places within or outside the Commonwealth of Virginia, as the Trustees may from time to time determine.

Section 2. Books. There shall be kept in the principal or any other designated office of the Foundation records and correct books of account of the activities and transactions of the Foundation, including a minute book, and all minutes of meetings of the Trustees.

ARTICLE II
MEETINGS

Section 1. Board Meetings. Board meetings of the Trustees for the election of Trustees and/or for the transaction of such other business as may properly come before the meeting, shall be held during April or May of each year.

Section 2. Special Meetings. Special meetings of the Trustees may be called by one or more Trustees and/or by the Chairman, who state in writing the need for such meeting. Meeting shall be held at such place within the Commonwealth of Virginia or outside the Commonwealth of Virginia as deemed necessary by the Chairman or as may be fixed in such direction and designated location in the notice of such meeting.

Section 3. Notice of Meetings. Notice of the place, day and hour of each meeting of Trustees, shall be given by mailing or emailing a notice, postage prepaid, to each Trustee entitled to vote at such a meeting, or by delivering the same to them in person at least five (5) and not more than thirty (30) days before the meeting. When served upon a Trustee by mail or email, such notice shall be addressed to them at his or her address or email address appearing upon the books or records of the Foundation, unless they have filed with the Foundation a written request that notice intended for them be mailed or emailed to some other address, in which case it shall be mailed or emailed to the address designated in such request. A special called meeting can be announced by the Chairman and/or Executive Committee without written notice. However, notices of special called meetings can state briefly the purpose or purposes for which the meeting is called, and no business other than that specified in such notice shall be transacted, except with the consent of all Trustees of the Foundation entitled to vote at such special meeting. Nevertheless, notice the time and place or purpose of any meeting of Trustees shall not be required to be given to any Trustee who shall waive notice thereof in writing to the Chairman, either before or after the holding thereof.

Section 4. Quorum. Adjournment of Meetings. Except as otherwise provided by law, at any meeting of the Trustees a majority of the Trustees, present in person, electronically, and/or represented by proxy, shall constitute a quorum for the transaction of business. If a quorum cannot take place, a simple majority will act as the quorum for decisions made at the meeting. The presence or absence of a quorum notwithstanding, any meeting of the Trustees may be adjourned, from time to time, and without notice other than by announcement at the meeting, by a majority vote of the Trustees present or represented by proxy and entitled to vote at such meeting. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting, subject to the same quorum requirement.

Section 5. Voting. At any meeting of the Trustees, each Trustee shall be entitled to one vote. Trustees shall be entitled to vote by proxy. Proxies shall be in writing and provided to the Chairman, but need not be sealed, witnessed or acknowledged.

ARTICLE III **TRUSTEES**

Section 1. Number, Term, and Election. There shall be no more than ten (10) members of the board of Trustees. Four (4) of the Trustees shall be designated as “permanent” and shall serve as a member of the board until his or her resignation, death, removal from office or placed as honorary status as set forth below. At the time of the adoption of these by-laws the permanent members are: Amanda Oakes, Charles A. Womack III, and Bobbye Raye Womack. The remaining Trustees, up to six (6) shall be elected serve two (2) consecutive terms of three (3) years each but shall thereafter be ineligible for election as a Trustee for one (1) year upon leaving the board. Upon the resignation, death, removal or placement of honorary status as set forth below of a permanent Trustee, the board shall, at the appropriate time following such resignation, death, removal or honorary status is approved, elect a person to serve as a permanent Trustee. The board shall also have the authority to name “Honorary” members of the board. These members shall serve at the pleasure of the board and shall have such other rights and authority as the board directs.

Section 2. Vacancies. In the event that any vacancy arises in the Board of Trustees through death, resignation, incapacity to act, or other cause, the remaining Trustees will fill such vacancy or may themselves, at any regular meeting of the Trustees, or at any special called meeting of the Trustees for that purpose, elect a successor to hold the vacant office. The person elected to assume the vacant Board position shall serve out the unexpired term of the predecessor Trustee and, at the end of such term, an election will be held to name the successor to the vacated Trustee position. Any Trustee who fails to attend at least two regularly scheduled meetings of the Board during any twelve month period can be removed from the Board and a replacement shall be elected.

Section 3. Powers and Duties. The entire direction and management of the affairs of the Foundation shall be vested in its Trustees, who shall have complete and exclusive discretion to determine all investments and reinvestments and all expenditures, disbursements, or distributions to be made in carrying out the purposes of the Foundation.

Section 4. Committees. The Trustees shall have the following standing committees appointed by the Chairman for one-year terms: (1) Proposal Review and (2) Executive. In addition, the Trustees may have such other special committees as shall be determined by the Trustees.

ARTICLE IV **OFFICERS**

Section 1. Election and Term of Officers. The Foundation shall have the following officers who shall be elected for one-year terms by a majority of the Trustees voting in person: Chairman, Vice-Chairman, Secretary, and Treasurer. The Chairman and Vice-Chairman shall be elected from among the Trustees; the Secretary and Treasurer may be Trustees but are not required to be Trustees. In addition, the Trustees may elect an Executive Director of the Foundation.

Section 2. Chairman. The Chairman shall preside at the meetings of the Trustees, shall appoint the members of the standing and special committees, and shall have other duties as may be conferred upon him or her by the Trustees.

Section 3. Vice-Chairman. The Vice-Chairman shall preside in the absence of the Chairman and shall have such other duties as may be conferred upon him or her by the Trustees.

Section 4. Secretary. Responsible for recording the minutes of each meeting, and for such other duties as may be conferred upon him or her by the Trustees.

Section 5. Treasurer. The Treasurer shall have such duties as may be conferred upon him or her by the Trustees.

Section 6. Executive Director. The Executive Director shall have such duties as may be conferred upon him

or her by the Trustees.

ARTICLE V
CONTRACTS, CHECKS, NOTES, BANK ACCOUNTS, ETC.

Section 1. Contracts. All contracts of the Foundation and all checks and drafts and other orders for the payment of money out of the funds of the Foundation and all promissory notes and other evidences of indebtedness of the Foundation shall be signed on behalf of the Foundation by the Chairman and any authorized agent or agents, in such manner as shall from time to time be determined by resolution of the Trustees.

Section 2. Bank Accounts. All funds of the Foundation shall be deposited to the credit of the Foundation in a general or special account in such banks, trust companies, or other depositories as the Trustees may from time to time select, or as may be selected from time to time by any Trustee of the Foundation to whom such power may from time to time be delegated by the Trustees. The Chairman, the Treasurer, or such agent or agents to whom such power may be delegated by the Trustees may endorse, assign, and deliver any checks, drafts, or other orders for the moneys which are payable to the order of the Foundation or such moneys as may be payable by the Foundation.

Section 3. Securities and Valuable Papers. All securities, valuable papers and documents of the Foundation shall, if the Trustees so determine, be deposited with or placed in the custody of such depository or depositories as the Trustees may from time to time select, or as may be selected from time to time by the Chairman, any Trustee, agent, or agents of the Foundation to whom such power may be delegated by the Trustees.

ARTICLE VI
FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Foundation shall commence on the first day of April of each year.

ARTICLE VII
AMENDMENTS

Section 1. Amendments. These By-Laws or any of them may be altered, amended, or repealed by vote of a majority of those present (a) at any meeting of the Trustees at which a quorum is present, and (b) at any regular or special called meeting of the Trustees at which a quorum is present, provided notice of such proposed action shall have been given with notice of the meeting. No amendment shall be made which shall jeopardize the tax-exempt status of the Foundation as an organization described in section 501 (c) (3) of the Internal Revenue Code of 1954, as now enacted or as may be hereinafter amended.

Revised: May 8, 2023

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