

**AMENDED AND RESTATED  
BYLAWS OF SHARE, INCORPORATED**

(Approved     , 2024)

**Article I: Name and Purpose**

- A. The name of the organization shall be Share, Incorporated (the “Corporation”).
- B. The Corporation is organized exclusively for charitable, scientific, and educational purposes, as more specifically set forth in its Articles of Incorporation.

**Article II: Membership of the Corporation (the “Membership”)**

- A. Composition. The members of the Corporation (“Members”) shall consist of:
  - 1. Two representatives from each church or synagogue in the greater McLean, Virginia area which chooses to select such Members; and
  - 2. Other persons in the community who volunteer their services or resources to the work of the Corporation (as determined pursuant to Article II, Section D below).
- B. Rights of the Members.
  - 1. Each Member shall be entitled to one vote on any matters brought before the Membership for its consideration;
  - 2. Members are eligible for election to the Board of Directors of the Corporation (the “Board of Directors”); and
  - 3. Members are eligible for election as Officers of the Corporation (“Officers”).
- C. Membership Meetings.
  - 1. Annual Meeting. An annual meeting of the Members (the “Annual Meeting”) shall be held between the first day of May and the thirtieth day of June at such time and place as the Board of Directors shall designate by notice in accordance with Section 5 below. At each Annual Meeting:
    - a. The Members shall elect the directors to serve on of the Board of Directors of the Corporation (“Directors”);
    - b. The Members shall elect the Officers; and
    - c. The Membership shall consider any other matters brought before the Membership for its consideration.

2. Special Meetings: Special meetings (each a “Special Meeting”) of the Members may be held at such time and place as the Board of Directors or the President of the Corporation shall designate by notice in accordance with Section 5 below. Special Meetings of the Membership may be called by (a) the Board of Directors; or (b) the President of the Corporation, either on his/her initiative or upon the written request of at least ten (10) Members who are not Officers or Directors.
3. Voting: The act of a majority of the Members present at any such meeting and voting shall be the act of the Membership unless otherwise required under law. There shall be no voting by proxy.
4. Place and Time of Meetings. Meetings of Members may be held at such place, either in or out of the Commonwealth of Virginia, and at such hour as may be fixed in the notice of the meeting.
5. Notice of Annual and Special Meetings. Notice of each meeting of the Members shall state the date, time, and place of the meeting. If it is a Special Meeting, the notice shall also state the purpose(s) of the meeting.
  - a. Form of Notice. Notice may be given to Members personally, by mail, or electronically. Written notice by a form of electronic transmission must be consented to by the Member to whom such notice is given.
  - b. Timing of Notice. Such notice shall be given no less than ten (10) nor more than sixty (60) days before the meeting date except that notice of a meeting of the Members to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets pursuant to § 13.1-900 of the Virginia Nonstock Corporation Act (as in effect as of the adoption of these Bylaws or as may hereafter be amended) or the dissolution of the Corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date.
  - c. Notice by Publication. In lieu of delivering notice as specified in clause 5(a) above, the Corporation may publish such notice at least once a week for two successive calendar weeks in a newspaper published in the city or county in which the registered office of the Corporation is located, or a newspaper having a general circulation in such city or county. The first publication of such notice shall be not more than sixty (60) days, and the second not less than seven (7) days before the date of the meeting.
  - d. Notice of Adjournment of Meeting. When an Annual Meeting or Special Meeting is adjourned to a different date, time or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

- e. Waiver of Notice. A Member may waive any notice required by law or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the Member entitled to such notice, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Member who attends a meeting: 1) waives objection to lack of notice or defective notice of the meeting unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and 2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.
- 6. Members' List for Notice of Meeting. The Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of a Members' meeting. Such list shall be subject to inspection by any Member at any time during usual business hours for a period of ten (10) days prior to each meeting, and shall be produced and kept open at the time and place of the meeting, subject to inspection during the whole time of the meeting for the purposes thereof.
- 7. Quorum. The presence of ten (10) Members shall constitute a quorum at a meeting of Members for the transaction of any business. Once a Member is present at a meeting, such Member is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting (unless a new record date is or shall be set for that adjourned meeting). Less than a quorum may adjourn a meeting.
- D. Membership Contribution. The Secretary of the Corporation (or his or her designee) shall maintain a register of the Members and shall, no later than March 1<sup>st</sup> of each year update such register to reflect any additions or deletions from the prior year's update. Thereafter, until the next annual update such register shall constitute the definitive List of Members, provided that the Board of Directors may adopt such other process or procedures to identify Members and maintain a definitive list thereof. The Board of Directors shall, within the standards set forth in Article II, Section A, define the contribution of services or resources requisite to be a Member, including for the avoidance of doubt establishing a minimum volunteer commitment to be a Member. Additionally, for the avoidance of doubt, persons who merely make donations of goods, services or monetary amounts to the Corporation shall not automatically be deemed a Member.
- E. Compensation of Members. No Member shall be entitled to compensation for providing volunteer services to the Corporation. Nothing in this Article II, Section E shall prohibit gifts of appreciation or refreshments at special events.

### Article III: Board of Directors

- A. Board of Directors Role: The direction and management of the affairs of the Corporation shall be vested in the Board of Directors which shall pursue such policies and principles and shall exercise all the powers of the Corporation as shall be in accordance with the provisions of the Articles of Incorporation, these Bylaws, and the statutes of the Commonwealth of Virginia.
- B. Size and Term: The Board of Directors shall range in number from nine (9) to fifteen (15). The Directors shall be divided as equally as possible into three classes, each class to serve a term of three (3) years. Annually, the Director positions of one class shall be open for election and each other class annually thereafter. Each Director shall serve from election until her/his successor is duly elected and qualified. The exact number of Directors within the range set forth in the first sentence of this Article III, Section B shall be determined by the Board of Directors. The range of the number of Directors of the Corporation may be changed from time to time by amendment to these Bylaws. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent director.
- C. Newly-Created Directorships. During the interval between Annual Meetings, newly-created directorships, resulting from an increase in the number of Directors (within the range set forth in Article III, Section B), may be filled by the Board of Directors for a term of office continuing only until the next Annual Meeting.
- D. Vacancies. During the interval between Annual Meetings, any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors, and Directors so chosen shall hold office for a term expiring at the Annual Meeting at which the term of the class to which they have been elected expires. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the vacancy may be filled by the vote of a majority of Directors remaining in office.
- E. Directors Ex Officio.
1. Officers of the Corporation shall serve as Directors *ex officio* during their tenure of office.
  2. Former Presidents of the Corporation may, at the annual invitation of the Board of Directors, serve as Directors *ex officio*.
  3. Officers and Former Presidents serving as Directors *ex officio* shall be considered Directors *in addition to* the number provided for in Article III, Section B, above, and each such *ex officio* Director shall be a Director for all purposes and shall have the same rights and obligations, including voting rights, as the other Directors.

- F. Resignation. Any Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.
- G. Removal of Directors. Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, any one or more of the Directors may be removed without cause at any time by action of the Board of Directors, provided there is a quorum of not less than a majority of the entire Board of Directors present if such action is taken at a meeting of the Board of Directors.
- H. Board Meetings and Notice.
- a. Number of Board Meetings: There shall be at least four regular (4) meetings of the Board of Directors annually: one prior to the Annual Meeting, and the other three scheduled quarterly throughout the year to focus on, among other things, program direction and management including the Corporation finances and the review of performance data concerning the Corporation's major ongoing activities. Additional meetings of the Board of Directors may be called at any time by the President of the Corporation or any three members of the Board of Directors.
  - b. Notice: All meetings of the Board of Directors shall be held at such times and places as the Secretary of the Corporation or other Officer of the Corporation performing such duties shall designate by written or electronic notice at least 24 hours in advance of such meetings. Any meeting may be held without such notice if all Directors are present or otherwise waive notice of such meeting.
  - c. Quorum: A majority of the Board of Directors (including all then-seated ex officio Directors) shall constitute a quorum for the transaction of business.
  - d. Voting: The act of a majority of the Directors (including all then-seated ex officio Directors) present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the concurrence of a greater proportion is otherwise required by law, the Articles of Incorporation, or these Bylaws.
  - e. Adjournment of Board Meeting: If less than a quorum is present, the meeting may be adjourned by a majority of the Directors present without notice other than by announcement at the meeting, until a quorum shall attend.
- I. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing (including e-mail) to such action. Such action shall

be evidenced by one or more written consents stating the action taken, signed by each Director. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

- J. Meetings by Conference Telephone. Any one or more members of the Board of Directors may participate in a regular or special meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.
- K. Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors. Directors may be reimbursed for costs and expenses incurred in the performance of their duties to the Corporation or on behalf of the Corporation, in accordance with the Corporation's expense reimbursement policies or practices.
- L. Committees.
  - 1. Executive Committee: To assist the Officers of the Corporation in conducting business between Board of Director meetings, the Board of Directors may create a five-to-seven-person Executive Committee to act on behalf of the full Board.
    - a. Members of the Executive Committee shall come from existing members of the Board of Directors and shall be appointed by the Board of Directors.
    - b. Members of the Executive Committee shall serve annual terms concurrent with the terms of the Officers of the Corporation.
    - c. Except for the power to amend the Articles of Incorporation and Bylaws and except for the exercise of any other authority prohibited by law, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
    - d. The Executive Committee shall report to the Board at each Board Meeting regarding the Executive Committee's activities prior to such Board Meeting and shall prepare minutes of each Executive Committee meeting and provide those minutes to each Director then seated on the Board of Directors promptly following such meeting of the Executive Committee.
  - 2. Other Committees. A majority of the Board of Directors may create one or more committees (other than the Executive Committee) and appoint members of the Board of Directors to serve on them. Each committee may have two or more members and each committee member shall serve at the pleasure of the Board of

Directors. The Board of Directors may delegate the exercise of its authority to a committee and such committee may exercise such delegated authority, except for the exercise of authority prohibited by law.

3. Procedures. Sections 13.1-864 to 13.1-868 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, or any other statutory provision governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.
4. Status. The Board of Directors may dissolve any previously designated committee. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in §13.1-870 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended.

#### **Article IV: Officers**

- A. Officers. During the Annual Meeting, the Members shall elect for a term of one year, a President, Vice-President, Secretary, Treasurer, up to two Assistant Treasurers, up to two Assistant Secretaries, and such other positions as may be created by decision of the Board of Directors.
- B. Duties of Officers:
  1. The President shall be the chief executive officer of the Corporation and shall:
    - a. preside at all meetings of the Board of Directors;
    - b. carry out the purposes of the Corporation within the guidelines set by the Board of Directors; and
    - c. execute contracts and other documents on behalf of the Corporation and, when authorized by law or the Board of Directors to execute the same under the seal of the Corporation, shall affix the seal to any such instrument. The seal when so affixed shall be attested by the signature of the Secretary.
  2. The Vice-President shall have such responsibilities and duties as may be assigned by the Board of Directors and shall exercise the duties of the President during the absence or inability of the President to act. Actions taken by the Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability of the President to act.
  3. The Secretary shall:

- a. attend all meetings of the Board of Directors, when possible, and act as Secretary thereof, recording all votes and the minutes of the proceedings in a book or electronically to be kept for that purpose;
- b. give or cause to be given notice of all meetings of the Board of Directors and of the Membership as required in these Bylaws or otherwise by law;
- c. maintain the register of the Members in accordance with Article II, Section D, or his/her designee shall do so; and
- d. perform such other duties as may be prescribed by the Board of Directors.

Any Assistant Secretary shall perform such duties and possess such powers as the Board of Directors, the President or the Secretary may from time to time prescribe. In the event of the absence, inability or refusal to act of the Secretary, the Assistant Secretary (or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Secretary.

In the absence of the Secretary or any Assistant Secretary at any meeting of Members or Directors, the chair of the meeting shall designate a temporary secretary to keep a record of the meeting.

4. The Treasurer shall, subject to oversight by the Directors, maintain general supervision over the financial affairs of the Corporation. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit (or oversee the deposit) funds of the Corporation in depositories selected at the direction of the Board of Directors, to disburse (or cause to be disbursed) such funds as ordered by the Board of Directors, to make proper accounts of such funds, and to render as required by the Board of Directors statements of all such transactions and of the financial condition of the Corporation. Funds of the Corporation shall be disbursed by draft only on the signature of the Corporation's President, Treasurer, or Assistant Treasurer.

The Assistant Treasurers shall perform such duties and possess such powers as the Board of Directors, the President or the Treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Treasurer, the Assistant Treasurer (or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Treasurer.



At each Annual Meeting, the Treasurer shall make a report of the accounts for the last fiscal year. The records of account and other records showing at all times the character, value, and the amount of the property of the Corporation and all receipts and disbursements shall at all times be open to inspection by the Board of Directors and for any proper purpose at reasonable times to Members of the Membership.

Periodically, the President or Board of Directors shall designate a qualified independent public accountant, auditor or certified public accountant to (a) review the records of accounts and other records showing receipts and disbursements and (b) verify that the financial procedures adopted by the Board of Directors are being adequately followed. Any such person may, but need not be, chosen from the Membership.

5. Other Officers may be appointed by the Board of Directors as it may deem necessary. The term of each such Officer shall coincide with the terms of the elected Officers then in office and each such officer shall be accorded full officer status under these Bylaws.
- C. Officer Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason arising between Annual Meetings. Each such successor shall hold office for the unexpired term of such officer's predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.
- D. Compensation of Officers: The Corporation shall not pay any compensation to Officers for services rendered to the Corporation as Officers. Officers may be reimbursed for costs and expenses incurred in the performance of their duties to the Corporation or on behalf of the Corporation, in accordance with the Corporation's expense reimbursement policies or practices as in effect from time to time.

#### **Article V: Books and Records**

- A. The Corporation shall keep at its office correct and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Members, Directors and Officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

#### **Article VI: Fiscal Year**

- A. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June of each year.

**Article VII: Office**

- A. The office of the Corporation shall be located in McLean or by resolution of the Board of Directors within the greater McLean area, Fairfax County, in the Commonwealth of Virginia.

**Article VIII: Seal**

- A. The seal of the Corporation shall be circular in form with the words: “Share, Incorporated” and “Est. 1969” in the center surrounded by the stylized figures of men and women holding hands around the circumference. the Corporation may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced.

**Article IX: Amendments to Bylaws**

- A. The Bylaws of the Corporation may be adopted, amended, or repealed in whole or in part by a majority vote of the Members, but no adoption, amendment or repeal shall be made unless proposed at an Annual Meeting or at a Special Meeting called for such purpose with notice given in accordance with these Bylaws.