

ADOPTED 2-20-2023

**Friends of Live Oaks
Bylaws**

**ARTICLE I
Name**

The name of this organization shall be Friends of Live Oaks, hereinafter referred to as FOLO.

**ARTICLE II
Location**

The location of this organization is the City of Virginia Beach, Virginia.

**ARTICLE III
Purpose**

Friends of Live Oaks (FOLO) is a 501 c (3) organization that has been incorporated by the Commonwealth of Virginia with the purpose of promoting, protecting, preserving and planting of a healthy live oak (*Quercus virginiana*) tree population within their natural range in the Commonwealth of Virginia - the areas encompassing the historical extent of the globally rare coastal maritime forest ecosystem community of which live oaks are the keystone plant species.

FOLO will provide education and information about the unique environmental and ecological benefits of coastal maritime forest ecosystem communities with a focus on live oaks as well as the planting and care of live oaks. FOLO will encourage the proliferation of coastal maritime forest species and live oak trees through activities such as education, outreach and distribution of saplings and planting live oaks at community activities such as Arbor Day, Treetopia and other regional or local events related to trees. FOLO General Membership and Board of Directors will conduct public education concerning the distinguished role of live oak trees in our country's history. FOLO will recommend that the health status of live oak trees should be determined by an independent arborist certified by the International Society of Arboriculture prior to any removal of a live oak tree, and that a

live oak tree should be relocated and transplanted if possible, should its removal be necessary due to public or private development activity, after avoidance and minimization of impacts to a live oak tree has been determined. FOLO recommends that the wood of live oaks that are dead, diseased or dying, or that have to be removed after following the recommendations stated above, should be used in a sustainable manner, such as repurposed for art, furniture, etc.

FOLO is committed to striving for maintaining a sound and productive working relationship with local, state and federal government agencies on issues related to the continued health and viability of coastal maritime forest species and live oaks.

FOLO General Membership and Board of Directors will work with government officials and agencies, and participate in regular meetings to address issues associated with development and redevelopment activities which interface with maritime forests and live oaks.

FOLO shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the above stated purposes of this organization.

FOLO shall not directly or indirectly participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Membership and Dues

Membership in FOLO is open to anyone who is a resident within the United States who supports the purpose of FOLO as set forth in Article III. Annual dues for private individuals are \$25.00 per calendar year to become a member, and cover the calendar year in which they are paid. Annual dues for a business, community organization, or other nonprofit organization are \$100.00 per calendar year to become a member, and cover the calendar year in which they are paid. Dues payments are a tax deductible donation to FOLO. A roster of members and others who are on the FOLO mailing list will be maintained by the Secretary.

ARTICLE V

Officers

The officers of FOLO are Director, Secretary and Treasurer.

The election of Director, Secretary and Treasurer will occur in even numbered years by a majority vote of the Board of Directors present and voting at a Board of Directors meeting.

Officers shall serve two year terms and may be reelected to their positions for successive terms.

The Director shall preside over the FOLO General Membership and Board of Directors meetings and shall perform such duties as custom and parliamentary usage may require. The Director may appoint pro tempore officers and committee chairpersons.

The Secretary shall assist the Director in the performance of the Director's duties. The Secretary shall preside at the meetings in the absence of the Director and shall serve an unexpired term if necessary.

The Secretary shall record the meeting summary of all FOLO General Membership and Board of Directors meetings, keep accurate and orderly records, and handle all correspondence as delegated by the Board of Directors. The Secretary shall maintain a list of persons authorized to solicit contributions for or on behalf of FOLO for the current year. The Secretary shall maintain copies of the following documentation:

- 1- the Application for Federal Tax exemption (Form 1024) and all supporting documentation;
- 2- the roster of current FOLO members and others who are on the FOLO mailing list;
- 3- copies of all past FOLO agendas;
- 4- the original IRS Response Letter to the application for tax exemption;
- 5- the Virginia Exemption Application for a Civic Organization (Form 100) and all supporting documentation;
- 6- the original Virginia Department of Agriculture and Consumer Affairs Response Letter to the Virginia Exemption Application;
- 7- the Request for Virginia State Tax Exemption and the original response from the Virginia Department of Taxation to the Request for State Tax Exemption;
- 8- the current FOLO Bylaws;
- 9- and any other documentation deemed essential.

If requested by any member of the public, the Secretary must make available for inspection a copy of the latest FOLO annual IRS return and a copy of the Application for Federal Tax Exemption (Form 1024) and all supporting documentation, and this must be made available within two weeks at a reasonable time of the day at a reasonable location of the Secretary's choice.

The Treasurer shall be responsible for handling and keeping records of all receipts and disbursements. Following every election, the Treasurer shall ensure that the names of the current

FOLO officers are on the checking account signature cards. The Treasurer shall receive the checking account statements and reconcile the account. The Director, Secretary and Treasurer shall be authorized to sign checks. The Treasurer shall report at each General Membership and Board of Directors meeting on FOLO's financial position as of the prior month end. The Treasurer shall prepare an annual budget to be approved by majority vote at a Board of Directors meeting. At any General Membership meeting, the Treasurer shall make available for inspection the records of deposits and expenditures. Each year, the Treasurer shall file Form 990-N or any other report required by the Internal Revenue Service (IRS) no later than May 15th, or by the date specified by the IRS. The Treasurer shall ensure FOLO compliance with the annual fee and reporting requirements of the Virginia State Corporation Commission (SCC) by March 31st, or by the date specified by the SCC. The Treasurer will retain fiscal records for a period of at least three years after the period of registration to which they relate.

The following individuals will be ineligible to hold office in FOLO:

- 1- a person who has been convicted in any jurisdiction of embezzlement, larceny or other crime involving the obtaining of money or property by false pretenses or the misapplication of funds impressed with a trust, unless such person has received a pardon for such offense or the public is informed of such conviction in a manner approved in writing by the Virginia Commissioner of Agriculture and Consumer Services before the election occurs; or
- 2- any person who has ever been enjoined by any court or otherwise prohibited from soliciting in any jurisdiction, unless the Virginia Commissioner of Agriculture and Consumer Services first determines in writing that such person is entitled to solicit in such jurisdiction at the time of soliciting within this Commonwealth or that the reason for such injunction or prohibition does not involve moral turpitude.

If any member elected to office has been convicted of a felony, they must provide a written statement describing the pertinent facts of said conviction to the Board of Directors, who will forward it to the Virginia Department of Agriculture and Consumer Services where it will become part of public records.

ARTICLE VI

Board of Directors

FOLO shall hold regular Board of Directors meetings on the third Monday of each month from 4:30 p.m. to 6:00 p.m. The Board of Directors shall consist of the Director, Secretary, Treasurer and any people from the General Membership approved to become a part of the Board of Directors by a majority vote of the Board of Directors present at a meeting.

Meeting locations shall be determined at and approved by consensus of the Board of Directors present for the previous regular Board of Directors meeting. The Board of Directors shall meet monthly unless determined by a majority vote of the Board of Directors present to cancel a monthly Board of Directors meeting.

ARTICLE VII General Membership

The General Membership shall consist of the roster of all current FOLO members - both private individuals and businesses, community organizations, or other nonprofit organizations by virtue of having paid current dues. The General Membership shall meet up to four times a year at dates and locations determined by a majority vote of the Board of Directors present.

General Membership meetings shall also be open to others on the FOLO mailing list as well as anyone from the general public who is interested in attending.

ARTICLE VIII Committees

The Board of Directors may appoint Chairpersons of committees.

The types of committees that may be created and examples of their roles and responsibilities shall be as follows:

- 1- Communications - Webmaster, Social Media Coordinator, Newsletter Editor, Blog Coordinator
- 2- Public Relations - Press Releases, Flyers, Graphic Designs- Logo, Stationery, Business Cards, Brochure, Scrapbooks, Merchandise - T-shirts
- 3- Education - Presentations to gardening clubs, schools, civic leagues, city boards and committees
- 4- Special Events - Festivals, Arbor Day
- 5- Membership – Membership roster with contact information, recruitment of new members
- 6- Public Policy – Local ordinances and policies, State legislation, issue and policy development

7- Inventory – Heritage trees, oldest trees, largest trees, public property trees

8- Planting and Transplanting – Special planting projects, relocation of trees from public or private development activity

Additions or deletions of committees shall be made by a majority vote of the Board of Directors present and voting at a Board of Directors meeting.

ARTICLE IX

Finances

No part of the net revenue of FOLO shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Treasurer shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article III hereof, or to reimburse FOLO members for expenditures authorized in advance by a majority vote of the Board of Directors present and voting at a Board of Directors meeting.

No funds shall be used, directly or indirectly, to benefit or provide support, in cash or in kind, to terrorists, terrorist organizations, terrorist activities, or the family members of any terrorist.

ARTICLE X

Dissolution

Upon the dissolution of FOLO, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code. The specific exempt purpose(s) shall be chosen by a majority vote of the Board of Directors present and voting at the final Board of Directors meeting.

A notification of dissolution will be made to the Virginia State Corporation Commission. A copy of the certificate of dissolution and a statement showing the specific distribution of all assets, i.e., a treasurer's report or any other documentation required by the Internal Revenue Tax Code or Virginia Solicitations of Contributions Law, will be submitted to the Internal Revenue Service and the Virginia Department of Agriculture and Consumer Affairs.

ARTICLE XI

Amendments