

BY-LAWS
FOR
ROSE PROJECT, INC.
OF THE
TOWN OF APPOMATTOX, VIRGINIA

ADOPTED – JANUARY 13, 2015

ARTICLE I. NAME AND OFFICES

1. The name of this Corporation shall be the ROSE PROJECT, INC. OF THE TOWN OF APPOMATTOX, VIRGINIA.
2. The principal offices shall be located in the Town of Appomattox Administration Building, 210 Linden Street, Appomattox, Virginia 24522.
3. Except as otherwise required by resolution of the ROSE PROJECT, INC., or as the business of the ROSE PROJECT, INC. may require, all of the books and records of the ROSE PROJECT, INC. shall be kept at the office location noted in Article I.2 of these by-laws. The minutes of the ROSE PROJECT, INC. shall be open and available for public inspection at all times during normal business hours, and copies of the said minutes may be ordered by any citizen upon submission of a written request and upon paying in advance the cost of duplicating such copies.

ARTICLE II. PURPOSES AND POWERS

The ROSE PROJECT, INC. shall fulfill all purposes and intents of the ~~Town Council of the Town of Appomattox, Virginia~~, Economic Development Authority of the Town of Appomattox, Virginia, which shall primarily be to serve as the responsible organization for the overall governance of the ROSE PROJECT, INC.

ARTICLE III. BOARD OF DIRECTORS

1. The ROSE PROJECT, INC. Board of Directors shall be composed of four (4) directors, appointed by the ~~Town Council of the Town of Appomattox, Virginia~~ Economic Development Authority of the Town of Appomattox, Virginia. All financial and governance authority of the ROSE PROJECT, INC. shall be vested in the Board of Directors.
2. The four (4) directors shall serve for terms of two and four years. Two (2) ~~Appomattox Town Council~~ Town of Appomattox Economic Development Authority members shall be appointed to the Board of Directors and shall serve for two (2) years or until replaced by the ~~Appomattox Town Council~~ Town of Appomattox Economic Development Authority. The two (2) other members of the Board shall be a Town of Appomattox staff member and a member at large who shall serve a term of four (4) years or until replaced by the ~~Appomattox Town Council~~ Town of Appomattox Economic Development Authority. An agent, who shall be responsible for various financial functions of the Board, shall be appointed by the Board of Directors and serve at the will and pleasure of the Board of Directors.

3. Directors shall receive no salary for their services while serving on the ROSE PROJECT, INC. Board of Directors, but shall be reimbursed for travel and/or other expenses incurred in the performance of special activities duties that have been authorized and approved by the Board of Directors in advance.

ARTICLE IV. OFFICERS AND OTHER DUTIES

1. The Board of Directors shall elect from its membership a Chair, a Vice-Chair and, from their membership or not as they desire, a Secretary and a Treasurer, or a Secretary-Treasurer.
2. Except as otherwise provided in these bylaws, the terms of office for the officers shall be as outlined in Article III.2., each commencing at the annual meeting and shall continue to hold their respective offices until their respective successors are appointed by the ~~Appomattox Town Council~~ Town of Appomattox Economic Development Authority .
3. The duties of the Chair shall be to preside at meetings of the Board of Directors.
4. The duties of the Vice-Chair shall be to preside at meetings on the request of the Chair, or in the absence of the Chair; and in case of the death or resignation of the chair shall become Chair for the remainder of the term for which the Chair was elected.
5. The Secretary or the Secretary-Treasurer in his or her capacity as Secretary shall be responsible for the preparation of the minutes of meetings of the Board of Directors.
6. The Town of Appomattox Treasurer shall be responsible for the suitable records of all financial transactions of the ROSE PROJECT, INC. and report to the Board of Directors as needed.

ARTICLE V. ELECTION OF OFFICERS

1. The regular election of officers shall be held at the regular annual meeting of the ROSE PROJECT, INC. Board of Directors as hereinafter provided in ARTICLE VI.1. or at any meeting in lieu thereof as provided in ARTICLE VI.3. of these by-laws.
2. Special elections may be held at any regular or special meeting in order to fill vacancies or to fill newly created officers.

ARTICLE VI. MEETINGS OF DIRECTORS

1. Annual Meeting. An annual or regular meeting of the Board of Directors for the election of officers and for the transaction of such other business as may properly come before such meeting shall be held in the Town of Appomattox Administration Office, 210 Linden Street, Appomattox, Virginia 24522 on the forth Thursday in January of each year.
2. Other Regular Meetings. Other regular or regularly scheduled meetings of the Board of Directors, if any, may be held at such time and place in the Town of Appomattox, Virginia, as shall from time to time be fixed or determined by resolution to the Board of Directors.
3. Special Meetings. Special Meetings of the Board of Directors may be held in the Town of Appomattox, Virginia, whenever called by the Chair, the Vice-Chair or any two directors.
4. Quorum. Three members of the Board of Directors shall constitute a quorum of the Board for the purpose of conducting its business and exercising its governance of the ROSE PROJECT, INC.

5. Meetings to be Open to Public. Formal action shall be taken by the Board of Directors only at open sessions and such meetings shall be open to the public.
6. Voting. The vote on the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be by yeas or nays, and whenever the vote is not unanimous, the names of members voting for and of those voting against such action shall be entered upon the minutes.
7. Procedures. Unless otherwise provided, procedure at meetings shall follow Robert's Rules of Order.
8. Signing of Minutes. When approved, all minutes of meetings of the Board of Directors shall be signed by the Secretary and the presiding officer of the particular meeting.

ARTICLE VII. COMMITTEES

1. There shall be established a ROSE PROJECT, INC. Operating Committee that shall have responsible charge of the day to day operations of the ROSE PROJECT, INC. The Operating Committee may consist of members of the Board of Directors as well as members appointed by the Board of Directors. The ROSE PROJECT, INC. Operating Committee shall be responsible for the implementation of the ROSE PROJECT, INC. within the guidelines established by the Board of Directors and the Virginia Department of Transportation.
2. The Chair may, with the advice and consent of the Board of Directors, appoint such special committees as may be deemed appropriate to carry out the intents and purposes of the ROSE PROJECT, INC.

ARTICLE VIII. STAFF

1. There shall be no staff support provided for the ROSE PROJECT, INC. by the Town of Appomattox except for the services of the Town Treasurer in accounting for the receipts and disbursements of the ROSE PROJECT, INC. account.
2. The ROSE PROJECT, INC. Board of Directors may enter into agreement for support staff, consultants, and/or contractors as needed in the execution of the desires and goals of the ROSE PROJECT, INC.

ARTICLE IX. FISCAL YEAR

The fiscal year of the ROSE PROJECT, INC. shall be from July 1 until June 30 of the following year.

ARTICLE XII. AMENDMENTS

Except as otherwise provided by law, these by-laws may be amended, added to, altered or repealed in whole or in part by the Board of Directors at any meeting of the Board of Directors.

Mary Lou Spiggle – Chair – ROSE PROJECT, INC. Board of Directors

Date