REVISED BYLAWS OF HISTORIC ALEXANDIRA FOUNDATION,
a Virginia Non-stock Corporation not organized for profit but
for charitable, benevolent, and literary purposes

ARTICLE I: NAME AND OFFICES AND PURPOSE

SECTION 1. Name. This charitable, educational, and nonprofit corporation, was chartered on October 12, 1954, under and by virtue of Chapter 13, Title 13 of the Code of Virginia, 1950, as amended. Pursuant to its corporate Charter, the name of HAF is the Historic Alexandria Foundation (hereinafter "HAF"). HAF also does business under the name of Historic Alexandria Foundation, Inc.

SECTION 2. Offices. HAF's principal office shall be located in the City of Alexandria, Virginia, at a place designated from time to time by the Board of Trustees (hereinafter "Board"), which shall be reported to the Virginia State Corporation Commission as required by law.

SECTION 3. Purpose. Pursuant to its corporate Charter, the purposes of HAF are "to preserve, protect and restore structures and sites of historic or architectural interest in and associated with the City of Alexandria, Virginia, to preserve antiquities, and generally to foster and promote interest in Alexandria's historic heritage." By agreement with the City of Alexandria and pursuant to City Ordinance 3667, and as recorded in the Revised Deed of Gift Dated March 19, 1997, recorded in the land records of the Circuit Court of the City of Alexandria at Deed Book 1601 Page 1655, HAF holds and maintains the historic property known as the Alexandria Academy in furtherance of its charitable purpose and subject to the restrictions accompanying the Revised Deed of Gift and the restrictions in the Deed of Easement to the Commonwealth of Virginia, Board of Historic Resources recorded in the Land Records of the Circuit Court of the City of Alexandria at Deed Book 1614 Page 67.

ARTICLE II: MEMBERS

SECTION 1. Qualification. Membership in HAF shall be open to any natural person, organization, institution, association, or corporation interested in the purposes of HAF, under such rules and regulations as shall be prescribed by the Board. HAF will not discriminate against any person because of that person's race, color, religion, sex, sexual orientation, gender identity, marital status, pregnancy, childbirth, or relating medical conditions, including lactation, age, military status, disability or national origin.

SECTION 2. The members of HAF shall be those natural persons, organizations, associations or corporations who make annual or other contributions to HAF in such amount as from time to time shall be prescribed by the Board in accord with the Bylaws. Any person serving on the Board shall, by virtue of that service, be a member of HAF.

SECTION 3. Pursuant to paragraph 9 of the HAF Charter, the membership may elect nominees or candidates annually for election to the Board of Trustees. In any year in which the members of the corporation have nominated at least twice as many candidates as there are vacancies to be filled in the number of trustees and the names of the candidates so nominated are certified to the Board by the Secretary at least thirty (30) days in advance of the annual fall meeting of the Board, the Board shall elect from those candidates the trustees for at least one out of every three vacancies to be filled.

SECTION 4. The membership from time to time may instruct the Board to consider and advise upon projects or matters deemed appropriate. In such event the Board shall retain absolute discretion and final authority, but shall give deliberate and due consideration to the membership's proposals and report thereon not later than the next regularly constituted meeting of the membership.

SECTION 5. Annual Report to the Membership. The Board shall render an annual report to the members, which shall include a financial report independently audited. Until such time as the assets and revenue of HAF shall require formal "Certified audited financial statements" prepared in compliance with Generally Accepted Auditing Standards, the annual report to the members may be satisfied with financial statements reviewed by a CPA sufficient to accurately prepare and file an annual IRS Form 990 for the organization, or such compilation or review as the Audit and Bylaws committee, or Board shall deem appropriate under the circumstances.

SECTION 6. Annual Meeting of Members.

a) The Board or the President will designate a time and place for an annual meeting of the members, which shall be at least thirty-five (35) days prior to the Annual Meeting of the Board scheduled for the election of members of the Board. Notice of the annual meeting and a copy of the Annual Report will be posted on the HAF website ten (10) days before the meeting. Additional notices may, but are not required to be, either mailed or emailed to members.

b) Members may attend the annual meeting of the membership in person or may submit written ballots on matters noticed for a membership vote provided that the written ballot is received at the offices of HAF one business day prior to the meeting of members.

c) HAF is authorized to conduct the annual meeting by electronic means but is not required to do so.

d) A quorum for action by the membership shall be 5% of the members. No adjournment or continuation of any annual meeting shall be necessary in the absence of a quorum. Failure to hold an annual meeting timely, or failure of a quorum at an annual meeting shall in no way affect the terms of Officers or members of the Board or the validity of actions of HAF.

SECTION 7. Special Meetings of Members. Special meetings of the membership may be called by the President or by a majority of the Board, or written request of 5% of the members delivered to the Secretary of the Board at HAF’s offices. The request for special meeting shall state the proposed purpose of the special meeting. Notice of any special meeting of the membership shall be posted on the HAF website at least ten (10) days prior to the meeting, and additional notices may, but are not required to be, either mailed or emailed to members. The purpose of each special meeting shall be stated in the notice and may only include purposes that are lawful and proper for members to consider.

SECTION 8. The Board may terminate the membership of any member whose activities it deems harmful to the purposes of HAF. Such action shall require the approval of a majority of the Board.

SECTION 9. Honorary nonvoting members of HAF may be elected by the Board.

SECTION 10. At any meeting of the membership, every member present who is in good standing shall have one vote. Members may vote by written ballot delivered to the offices of HAF prior to the membership meeting. Every organization, association, institution, or corporation which is a member of HAF shall likewise have one vote, to be exercised through a designated representative present at the meeting.

ARTICLE III: BOARD OF TRUSTEES

SECTION 1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the statutes concerning corporate action that must be authorized or approved by the members of HAF, all corporate powers shall be exercised by or under the authority of the Board, and the management and affairs of HAF shall be controlled by the Board.

SECTION 2. The number of Board members shall be the number of Board members elected from time to time in accordance with these Bylaws, but shall never be less than (9) nine nor more than (24) twenty-four persons. The Board may at the annual meeting of the Board elect additional Board members to increase the number serving on the Board, provided however that there shall not be more than (24) twenty-four members of the Board.

SECTION 3. Election of Board Members. Members of the Board shall be elected by the Board at its annual meeting and shall hold office for a term of three years or such shorter terms as the Board may prescribe. The Nominating and Committee on Trustees shall determine the number of vacancies on the Board to be filled at the Board's annual meeting prior to providing notice of the annual meeting of the members. Subject to the provisions of paragraph 9 of the Certificate of Incorporation, a slate shall be prepared by the nominating committee for the election of officers and members of the Board and shall be presented to the members of the Board at least fifteen (15) days prior to the annual meeting of the Board. Board members may be elected to succeed themselves, subject to the provisions of paragraph 9, Certificate of Incorporation.

SECTION 4. Vacancies. Any vacancy occurring on the Board between annual meetings of the Board may be filled by the affirmative vote of a majority of the remaining Board members. A member of the Board elected to fill a vacancy shall serve for the unexpired term of the member of the Board they are elected to replace. Any opening to be filled by reason of an increase in the number of Board members shall be filled by election at an annual meeting of the Board or a special meeting of the Board called for that purpose.

SECTION 5. Resignation and Removal. Any Board member may resign at any time by delivering written notice to the Board, President, or the Secretary. Such letter of resignation shall be given to the full Board. Any Board member may be removed from office upon the affirmative vote of two-thirds of the full Board, after at least thirty (30) days written notice to all Board members and at a meeting of the Board duly called for the purpose of removing the Board member.

SECTION 6. Annual Meeting of the Board. The Board will hold its annual fall meeting at a time and place to be designated by the President.

SECTION 7. Regular Meetings. Regular meetings of the Board may be held without notice at such time and at such place as shall be determined from time to time by the Board.

SECTION 8. Special Meetings.

(a) Special meetings of the Board may be called by the President or any Board member. The person or persons authorized to call special meetings of the Board may fix a reasonable time and place for holding them.

(b) Notice and Waiver. Notice of any special meeting of the Board shall be given at least three (3) days prior thereto by written notice delivered personally, by email, mail, or facsimile transmission to each member of the Board. If notice is given by email or facsimile transmission, notice shall be deemed to have been delivered when sent or electronic confirmation of the transmission is received by the sender. Any Board member may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Board member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 9. Telephonic and electronic Meetings. Board members may participate in meetings of the Board by means of a telephone, video conference, or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

SECTION 10. Action Without Meeting. Any action of the Board may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the members of the Board is filed in the minutes of the Board. Such consent shall have the same effect as a unanimous vote.

SECTION 11. Quorum and Voting. Except as otherwise provided in these Bylaws or by law, a majority of Board members in office shall constitute a quorum for the transaction of business. The vote of a majority of Board members present at a meeting at which a quorum is present shall constitute the action of the Board. If less than a quorum is present, then a majority of those Board members present may adjourn the meeting from time to time without notice until a quorum is present.

SECTION 12. No compensation shall be paid to the members of the Board for their services as Board members or officers.

SECTION 13. Emeritus Trustees. The Board may designate as many Trustees Emeritus as it considers advisable from time to time. A Trustee Emeritus membership may be awarded by the Board for distinguished service, by majority vote. Such Trustees Emeritus shall be given notice of regular meetings of the Board and may attend all such meetings, but shall not otherwise be, or function as, trustees under these Bylaws except as they may otherwise be elected as trustees, provided that the Board may decide, by majority vote of Board members present, that a certain regular meeting or portion thereof should be held in executive session and closed to all except regular Board members. The Board may, by majority vote of all Board members, remove an Emeritus Member from such status, if it deems such action to be in the best interests of HAF.

ARTICLE IV: OFFICERS

SECTION 1. The Board shall elect from their number a President, a Vice President, a Secretary, and·a Treasurer at each annual Board meeting. Such officers shall hold office until the next annual Board meeting, or until they resign, their incapacitation, their death, removal as hereinafter provided, or until their respective successors are elected. A failure to elect a President, Vice President, Secretary, or Treasurer shall not affect the existence of HAF. The Board may appoint and remove such other officers and assistant officers as may be deemed appropriate.

SECTION 2. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board whenever, in its judgment, the best interests of HAF will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

SECTION 3. Vacancies. Vacancies in offices may be filled at any time by election by the Board for the unexpired terms of such offices.

SECTION 4. Duties. The President shall preside at all meetings of the Board and of the members. The President shall be the chief executive officer of HAF. Subject to the foregoing, the Officers of HAF shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board. In the absence, incapacity, removal, resignation, or death of the President, the Vice-President shall preside at all meetings of the Board and of the members and perform all duties during the President's absence.

SECTION 5. Delegation of Duties. In the absence or disability of any Officer of HAF or for any other reason deemed sufficient by the Board, the Board may delegate his or her powers or duties to any other Officer or to any other Board member.

ARTICLE V: COMMITTEES

SECTION 1. Creation of Committees. The Board may, by resolution passed by a majority of the Board, designate an Executive Committee and one (1) or more other committees. The President shall be an *ex officio* member of all Committees except the Audit & Bylaws Committee and the Nominating and Committee on Trustees, or as otherwise provided by the Board resolution creating the committee.

SECTION 2. Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of HAF in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board creating such Executive Committee, such powers of the Board as can be lawfully delegated by the Board.

SECTION 3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

SECTION 4. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Board meetings.

SECTION 5. Vacancies. Vacancies on the Executive Committee shall be filled by the Board members at any regular or special meeting of the Board.

SECTION 6. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's voting members shall constitute a quorum for the transaction of business.

SECTION 7. Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

SECTION 8. Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board when required. A Committee may satisfy its recording of minutes by presenting an oral report to the full Board at the first a regular Board meeting following the committee action, which report is recorded in the minutes of the Board.

SECTION 9. Standing Committees. In addition to any other committees created or authorized by the Board, the following standing committees are established:

a) Finance Committee to be chaired by the Board Treasurer with members appointed by the President. The Finance Committee will prepare an annual budget showing the estimated income and expenditures, including operating expenses and all other estimated expenditures by projects, for the ensuing fiscal year and shall submit it to the Board before the beginning of the fiscal year for consideration and adoption. Upon adoption by the Board of the budget for any year, the Treasurer shall be authorized to advance the amounts included in the budget, pay all additional appropriate expenses upon receipt of appropriate vouchers, which shall be reported to the Board at the next meeting. The Board may make any change in the approved budget as may be deemed necessary and appropriate from time to time. The Finance Committee shall monitor and make all decisions concerning the investment accounts maintained by HAF, and the Treasurer and President shall be authorized to execute any documents associated with the maintenance of any HAF financial accounts.

b) Audit and Bylaws Committee. The Chair of the Audit and Bylaws Committee ("ABC Committee) shall be a member of the Board who is not the President or the Treasurer. Neither the President nor the Treasurer shall serve on the ABC Committee, but the ABC Committee may consult with those officers as they see fit. The ABC Committee shall be responsible for engaging such legal and accounting professional services for the preparation, publishing, and filing of the financial statements contained in HAF's annual report, and the filing of HAF's form 990's, and managing such engagements, together with the management and implementation of HAF's Whistleblower and non-discrimination policies. The ABC committee shall at least annually review the organization's governing documents and recommend any revisions to the Board.

c) Nominating and Committee on Trustees. The Vice President shall be chair of the Nominating and Committee on Trustees.

   i. The Committee shall identify candidates for Board membership and provide a list of those it proposes to place in nomination. It will provide the number of vacancies recommended to be filled for inclusion in the notice for the annual meeting of the membership. It will, subject to the participation of the membership as described in the Charter and these Bylaws, nominate persons for election to the Board at least fifteen (15) days prior to the annual meeting of the Board. The Committee shall also nominate candidates for President, Vice President, Secretary and Treasurer at least fifteen (15) days prior to the annual meeting of the Board.

   ii. The Committee shall annually lead the Board in a self-evaluation and report to the Board on the results of its study.

   iii. The Committee shall be charged with conducting long range planning for the organization and developing and updating a strategic plan for HAF and monitoring and reporting on the progress of the organization in meeting the goals of its plan.

SECTION 10. Membership of Committees. In addition to the committee chairs designated by these Bylaws, the President may appoint other members of the Board to serve on any committee. The chairs of any committee may invite other persons and professionals to service on the committee or assist the committee in its work. Only members of the Board shall have the power to vote on any action of the committee requiring a vote.

ARTICLE VI: BOOKS AND MINUTES

HAF shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and Committees. All books and records of HAF may be inspected by any Member of the Board or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII: NONPROFIT OPERATION

The affairs of HAF at all times shall be conducted in such a manner as to ensure the corporation's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(3). The Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3).

HAF will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of HAF will be distributed to its members, trustees, or officers without full consideration. No member of HAF has any vested right, interest, or privilege in or to the assets, property, functions or activities of HAF. HAF may contract in due course with its members, trustees, and officers without violating this provision.

ARTICLE VIII: FISCAL YEAR.

The fiscal year of HAF shall be the period selected by the Board as the fiscal year of HAF.

ARTICLE IX: INDEMNIFICATION.

HAF shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the corporation laws of the Commonwealth of Virginia.

ARTICLE X: AMENDMENTS.

These Bylaws may be amended by a majority of the full Board, voting in person or by written proxy, at any annual meeting of the Board or at any other duly called meeting of the Board, provided that the proposed amendment shall have been included in the written notice of meeting provided to the Board at least twenty-one (21) days prior to the meeting.