

**BYLAWS  
OF ACCA, INC.**

**ARTICLE I  
Name**

The name of the corporation is ACCA, Inc. (hereinafter “ACCA, Inc.” or the “Corporation”).

**ARTICLE II  
Purposes of the Corporation**

ACCA, Inc. has been organized to operate exclusively for charitable and educational purposes, including, but not limited to, the purposes and powers permitted in Section 13.1-825 of the Virginia Nonstock Corporation Act, and the purpose of uniting Christians in the Annandale, Virginia, community and surrounding areas to promote and sponsor Christian charitable social services.

**ARTICLE III  
Offices and Registered Agent**

**A. Offices.** The Corporation shall maintain continuously in the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors or the President. The principal office of the Corporation and such other offices as it may establish may be located at such place(s), either within or without the Commonwealth of Virginia, as may be designated by the Board of Directors.

**B. Agent.** The Corporation shall maintain continuously within the Commonwealth of Virginia a registered agent, which agent shall be designated by the Board of Directors or the President.

**C. Changes.** Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the Virginia Nonstock Corporation Act and as provided in these Bylaws.

**ARTICLE IV  
Membership in ACCA, Inc.**

**A. Eligibility.** Any Christian church within the community providing support or other duties of membership as provided below to the Corporation shall be eligible to be a member of the Corporation. An eligible church may become a member upon assuming the duties of a Member Church as provided in Article IV, Section B.

**B. Duties of Membership.** Churches that are members of the Corporation (hereinafter “Member Churches”) demonstrate a continuing commitment to the Corporation’s mission through contributions of money, volunteer services, and/or in-kind goods and services to the Corporation.

**C. Official Representatives.** Each Member Church shall designate one or more Official Representative(s) (hereinafter “O.R.”) to represent such Member Church in the Corporation, and to serve on the Board of Directors on behalf of such Member Church.

**D. Rights of Member Churches.** Member Churches shall be allowed to examine any records of the Corporation.

## **ARTICLE V Board of Directors**

**A. General Powers and Duties.** The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided to Boards of Directors in the Articles of Incorporation, these Bylaws or the Virginia Nonstock Corporation Act which are necessary or convenient to carry out the purposes of the Corporation.

### **B. Composition of the Board of Directors.**

1. The Board of Directors shall be composed of the Officers of ACCA, Inc., the O.R.s, the Chair of the Child Development Center Board, and the Chairs of each Standing Committee of the Corporation; provided, however that no individual will have more than one vote at Board of Directors meetings and only one O.R. from each Member Church shall vote.

2. The term of a Director shall be as follows:

a. Officers of the Corporation shall serve as a Director during their individual terms as officers;

b. An O.R. shall serve as a Director until withdrawn or replaced by the Member Church he or she represents;

c. The Chair of the Child Development Center Board (the “Center Board”) shall serve as a Director until he or she is no longer serving as the Chair of the Center Board;

d. The Chair of each Standing Committee of the Corporation shall serve as a Director until he or she is no longer serving as the Chair of such Standing Committee; and

e. The term of a Director shall also expire by his or her death, resignation or removal in accordance with these Bylaws.

3. Any vacancy in the Board of Directors, including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors comprising the Board of Directors, shall be filled as follows:

a. A vacancy in an Officer position shall be filled by the Board of Directors. The President shall appoint a successor Officer and the Board shall approve such successor Officer;

b. A vacancy in an O.R. position shall be filled by the Member Church such O.R. position represents;

c. A vacancy in the Chair of the Center Board position shall be filled by the Center Board; and

d. A vacancy in a Chair of a Standing Committee position shall be filled by the President.

4. A Director may resign at any time by giving notice thereof in writing to the Recording Secretary of the Corporation.

5. A Director may be removed, with or without cause, by a three-quarters vote of the other Directors in office.

6. The President of the Corporation shall serve as Chair of the Board of Directors. The Vice-President of the Corporation shall serve as Vice-Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors at which he or she is present, and shall perform such other duties as may be required of him or her by the Board of Directors. The Vice-Chair of the Board of Directors shall preside, in the absence of the Chair of the Board of Directors, at meetings of the Board of Directors and shall perform such other duties as may be required of him or her by the Board of Directors.

### **C. Meetings of the Board of Directors.**

1. Except in the event of an emergency or other Act of God, regular meetings of the Board of Directors shall be held once a month, normally on the first Tuesday of the month, except that meetings during August shall be held only at the discretion of the Chair of the Board of Directors. Special meetings shall be called by the Chair of the Board of Directors (a) in his or her discretion; or (b) at the request of ten (10) of the Directors in office.

2. The Corporation's annual meeting shall be held on the first Tuesday of December each year.

3. The time and place of all meetings of the Board of Directors shall be designated by the Chair of the Board of Directors. The meetings may be held within or without the Commonwealth of Virginia.

4. No notice shall be necessary for regular meetings of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of at least five days. Notice of a special meeting of the Board of Directors shall specify the date, time and place of the meeting, but, except as provided elsewhere in these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice may be provided to Directors (1) orally (at a Board of Directors' meeting or other time and place), (2) by an annually published list of meeting dates for a calendar year, (3) by electronic mail delivered to a Director at his or her email address of record, or (4) by U.S. mail if no electronic mail is available.

5. The presence of (a) eight (8) Directors, including the Chair (or in his or her absence, the Vice Chair) and one other Officer of ACCA, Inc.; or (b) twenty-five percent (25%) of the number of Directors; whichever shall be less, shall constitute a quorum and shall be required to conduct business at any meeting of the Board of Directors.

6. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

7. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

8. Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

## **ARTICLE VI**

### **Committees and the Child Development Center**

**A. Standing Committees.** ACCA, Inc. may maintain such Standing Committees as determined by the Board of Directors from time to time.

**B. Other Committees.** The President may appoint special ad hoc committees to consider subjects not properly referable to a Standing Committee.

**C. Child Development Center.** The Center Board shall ensure that, at all times, the Child Development Center operates in a manner consistent with policies established by the Board of Directors and the provisions of Appendix A hereto.

**D. Appointment of Committee Chairs.** The President, at the January Board meeting, shall appoint a Chair for each committee, including Standing Committees, to serve for a term of one (1) year beginning in January. Incumbent Chairs may be re-appointed.

**E. Powers and Duties of Committee Chairs and the Chair of the Center Board.** At each regular Board meeting, Committee Chairs or their designees shall be prepared to report the activities of their respective committees. Any report made by a Committee Chair, the Chair of the Center Board, or the designee of such Committee Chair or Chair of the Center Board, to the Board of Directors shall be recorded in the minutes of the Board meeting. Committee Chairs shall be expected to deliver copies of the records and procedures for their respective committees to their Successor Committee Chairs within two (2) weeks of such Successor Committee Chairs taking office. Committee Chairs shall organize their committees as they deem appropriate.

**F. Attendance by the President.** The President shall be entitled to participate in meetings of the Standing Committees, the Center Board, and all other committees, but shall not be entitled to vote as a member of the committees; provided, however, that the President shall be entitled to vote in his or her capacity as a member of the Finance Committee.

## **ARTICLE VII Officers**

**A. Officers.** The Officers of the Corporation shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer and such other officers as may from time to time be deemed advisable by the Board of Directors.

**B. Election of Officers.** Officers shall be chosen by the Board of Directors as follows: The President shall nominate and the Board of Directors shall appoint, at the October Board meeting, a Nominating Committee consisting of three (3) persons. The Nominating Committee shall nominate, at the November Board meeting, at least one Nominee for each office to be filled for the ensuing calendar year. No member of the Nominating Committee shall be eligible for nomination by such Committee in the year such member serves on the Nominating Committee. Nominees may also be nominated from the floor at the November Board meeting. Nominees may, but need not, be incumbent Directors. Officers shall be elected by vote at the annual meeting in December. Any two or more offices may be held by the same individual.

**C. Term of Office.** All of the Officers of the Corporation elected pursuant to this Article shall hold their offices for a term of one (1) year beginning in January. Incumbent Officers may be re-elected.

**D. Successor Officers and Transfer of Files.** An incumbent Officer of the Corporation shall hold office until his or her Successor Officer takes office. Any Officer of the Corporation may be removed, with or without cause, at any time by a majority of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors. Any outgoing Officer shall be expected to transfer all ACCA, Inc. records in his or her possession to his or her Successor Officer within two weeks of the Successor Officer taking office.

**E. Powers, Duties, and Compensation of Officers.**

1. Officers shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board of Directors.

2. The President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

3. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or as provided pursuant to these Bylaws, or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

4. The President. The President shall be the chief operating officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors. The President shall have the power to change the registered agent and registered office of the Corporation. The President shall ensure that records are maintained for all ministries in accordance with written procedures established by the Board of Directors from time to time.

5. The Vice-President. The Vice-President shall assist the President and shall perform all duties of the President in the absence or inability of the President to act.

6. The Recording Secretary. The Recording Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall

direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of secretary. The Recording Secretary shall have custody of the corporate seal of the Corporation.

7. The Corresponding Secretary. The Corresponding Secretary shall assist the Recording Secretary in responding to correspondence received.

8. The Treasurer.

a. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

b. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

## **ARTICLE VIII Honorary Board**

The Board of Directors may establish and the President may appoint an Honorary Board of ACCA, Inc. The Board of Directors may consult with any Honorary Board members, either as a group or individually, on any matter before the Board of Directors. The President may call meetings of the Honorary Board, if any, in his or her discretion. The Honorary Board, if any, shall be comprised of selected prior Directors of the Corporation, as well as other worthy members of the community. Any Honorary Board members shall be encouraged to attend meetings of the Board of Directors.

## **ARTICLE IX Finances**

**A. Sources of Funding.** Funds for the activities of the Corporation shall be derived from contributions from Member Churches, individuals supporting the purposes of the Corporation, and civic, fraternal and business organizations. The Corporation may receive government funds and other direct donations and grants to support its ministries, services and purposes.

**B. Treasury Reports.** At each regular meeting, the Treasurer shall report the state of the treasury, including income and expenses since the last regular meeting. At the

June meeting, the Treasurer shall present to the Board of Directors, on behalf of the Finance Committee, a proposed budget for the Corporation's ensuing Fiscal Year, to be approved at the July meeting. At the September meeting, the Treasurer shall present an annual report in writing to the Board concerning the prior Fiscal Year results.

**C. Committee and Child Development Center Finances.** The Chair of each Standing Committee and the Chair of the Center Board shall request funds from the Treasurer as authorized by the Board of Directors. The Treasurer shall keep accurate records of all disbursements. The Child Development Center shall maintain a separate financial management system and shall provide quarterly financial reports to the Treasurer, and such further reports as may be required by the Board of Directors from time to time, in a format mutually acceptable to the ACCA, Inc. Finance Committee and the Center Board Chair.

**D. Board Approval.** No funds of the Corporation shall be obligated or expended without approval by the Board of Directors based either on a budget submitted by the Treasurer in July of each year or by specific approval of the Board of Directors.

**E. Check Signing.** All signatures on Corporation checks shall be in accordance with procedures adopted by the Board of Directors.

**F. Audit.** The financial records of the Corporation shall be audited annually by an external, independent auditor.

## **ARTICLE X Indemnification**

**A. Indemnification of Directors and Officers.** The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

**B. Include Settlements.** This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

**C. Include Acts of Negligence.** This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such

Director, Officer, director, officer or trustee exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties, including creditors.

**D. Include Certain Criminal Actions.** This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

**E. No Gross Negligence.** No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

**F. Not Exclusive.** The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board of Directors or otherwise.

**G. Tax Effects.** No indemnification shall be made under this Article if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986.

**H. Severability.** Every provision of this Article is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article.

## **ARTICLE XI**

### **Definitions and Miscellaneous Provisions**

**A. Checks.** All checks, drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

**B. Fiscal Year.** The Fiscal Year of the Corporation shall be July 1 through June 30 of each year.

**ARTICLE XII**  
**Amendments**

**A. Amendment of Bylaws.** These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a 2/3 vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

**B. Amendment of Articles of Incorporation.** The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting, and provided that such altered, amended or new Articles of Incorporation are filed with the Virginia Corporation Commission.

## APPENDIX A

### CHILD DEVELOPMENT CENTER

#### 1. Composition.

a. The Center Board shall consist of not less than nine (9) nor more than twelve (12) members, including the Director of the Child Development Center (the "CDC Director"). The CDC Director shall be the only employee of the Child Development Center who shall serve on the Board of Directors. At the beginning of each Fiscal Year, and at such times as vacancies occur, the President of ACCA, Inc. shall form a nominating committee to propose new members. This committee shall have three (3) members, selected by the ACCA, Inc. President from the Center Board and the Board of Directors of ACCA, Inc. At least two members will be chosen from the current membership of the Center Board. The nominating committee should, with the approval of the President of ACCA, Inc., nominate new members of the Center Board at the June ACCA, Inc. meeting, or at such times as vacancies occur, subject to election by a majority vote of the ACCA, Inc. Board of Directors. Vacancies occurring for other than expiration of a member's term shall be filled for the remainder of such term.

b. At the beginning of the 2005 fiscal year, incumbent Center Board Directors (other than the CDC Director) who are re-elected to the Center Board by the ACCA, Inc. Board of Directors will be assigned to one (1), two (2) or three (3) year terms. Thereafter, successor Directors (other than the CDC Director) shall serve for terms of three (3) years. Members of the Center Board already serving may be renominated and re-elected to one additional term regardless of their tenure on the Center Board. All members shall serve until the later of the end of the fiscal year of their term or the election of a successor.

c. The nominating committee will take into consideration specialized areas of expertise, such as finance, administration, education, and management, that should be represented on the Board of Directors and will endeavor to secure potential nominees for the Board of Directors who possess expertise in these areas.

2. Operation. During the first meeting held in each fiscal year, the Center Board shall select one of its members to serve as Chair. The Chair generally shall convene the Center Board monthly, and may, at any time, call a special meeting. A quorum of five voting members shall be required to conduct business at any meeting of the Center Board. When any issues are put to a vote of the Center Board, only Center Board members, including the CDC Director, shall be permitted to cast one vote.

3. Authority. With respect to the operation of the Child Development Center, the authority of the Center Board shall include:

a. Selection and performance evaluation of the CDC Director and the determination of the CDC Director's compensation and other benefits.

- b. Approval of the selection of the CDC Director's immediate staff and approval of the compensation and benefits for those employees.
- c. Approval of the recommended rates of compensation and benefits for all other employees.
- d. Initiation of decisions and the approval of management recommendations regarding major changes in objectives, policies or organization.
- e. Determination of organizational structure to reflect individual tasks, rules and responsibilities.
- f. Approval of proposed revenues, expenses and non-real property related capital outlays based, in part, on an ongoing review of the results of current operations.
- g. Approval of the need to establish new funds and not use currently authorized funds.
- h. Approval of proposed transfers of resources among the established funds.
- i. Authority to apply for grants to support the work of the Child Development Center.