

**AMENDED AND RESTATED BYLAWS
OF
HENRICO CHRISTMAS MOTHER
*A Virginia Nonstock Corporation***

ARTICLE I

NAME

The name of the corporation shall be Henrico Christmas Mother (the "Corporation").

ARTICLE II

HEADQUARTERS

The headquarters and chief executive office of the Corporation shall be located at 361 Dabbs House Road, Richmond, VA 23223. The board of directors of the Corporation (the "Council") shall have the authority to establish such additional offices for the Corporation in such places as they shall consider appropriate.

ARTICLE III

PURPOSE

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, providing assistance in the form of food, new clothing, books and toys to qualifying families, adults with disabilities, and the elderly during the holiday season, provided, however, that none of the Corporation's rights and powers shall include the right and power to carry on a business for profit. The Corporation shall also have those powers reasonably necessary to accomplish the stated purposes and which are not contrary to law and to engage in any lawful activities related thereto and for which corporations may be organized under the Virginia Nonstock Corporation Act, as amended from time to time (the "Act"), including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by the laws of the Commonwealth of Virginia.

ARTICLE IV

MEMBERS

The Corporation shall have no "members" as that term is defined in Section 13.1-803 of the Virginia Nonstock Corporation Act, as amended (the "Act"). All voting power shall be vested in the Council and shall be exercised in accordance with the Henrico Christmas Mother Council Amended and Restated Standing Rules (as amended, restated, supplemented or otherwise modified from time to time, the "Standing Rules").

ARTICLE V

COUNCIL MEMBERS

ARTICLE V.1. General Powers. The business and affairs of the Corporation shall be managed by the Council, which shall have all voting power; including, without limitation, the power to vote on electing, appointing or removing members of the Council ("Council Members"). The role of

the Council is as follows:

- (a) To develop, maintain and evaluate the Corporation's mission and vision.
- (b) To ensure adequate financial resources for the Corporation's activities.
- (c) To protect the assets of the Corporation and to provide financial oversight over the Corporation.
- (d) To ensure the legal and ethical integrity of the Corporation.
- (e) To enhance the Corporation's public image.
- (f) To develop and maintain a policies and procedures manual for the Council and any other policies or procedures for the Corporation as the Council may determine to be necessary from time to time.

ARTICLE V.2.Classes and Number of Council Members. The Corporation shall have the classes of Council Members set forth in the Standing Rules. The Corporation shall have no less than (2) two classes of Council Members. Each class of Council Members shall consist of not less than five (5) Council Members. The number of Council Members may be increased or decreased from time to time by a vote of the Council.

ARTICLE V.3.Election of Council Members. The Council Members shall be elected in the manner set forth in the Standing Rules.

ARTICLE V.4.Term. The Council Members shall serve the term specified for such Council Member's respective class set forth in the Standing Rules. Notwithstanding the foregoing, a Council Member's tenure shall expire upon such person's death or incapacity.

ARTICLE VI

COUNCIL MEETINGS

ARTICLE VI.1.Council Meetings. The annual organizational meeting of the Council shall be held in accordance with the Standing Rules. The purpose of the annual organizational meeting shall be for electing Council Members and officers, as applicable, and for transacting such other business as may come before the meeting. Regular meetings of the Council shall be held in accordance with the Standing Rules. Special meetings of the Council may be called in accordance with the Standing Rules.

ARTICLE VI.2.Notice of Meetings. Notice of annual meetings, regular and special meetings shall be given in accordance with the Standing Rules.

ARTICLE VI.3.Quorum; Voting. Quorum for the purpose of transacting business at a meeting of the Council shall be determined in accordance with the Standing Rules.

ARTICLE VII

COMMITTEES

ARTICLE VII.1.Committees of the Council. The Council shall have an Executive Committee as provided for in the Standing and may designate such other committees, consisting of two (2) or more Council Members, as the Council or the Executive Committee shall deemed necessary and appropriate in their sole and absolute discretion.

ARTICLE VII.2. Limitations on Authority. No committee may take any of the following actions:

- (g) amend the Articles of Incorporation,
- (h) amend, adopt, or repeal these Bylaws,
- (i) amend, adopt, or repeal the Standing Rules,
- (j) approve a plan of merger or consolidation,
- (k) approve the sale, lease, exchange or other disposition, or the mortgage, pledge or other encumbrance, of all or substantially all of the property and assets of the Corporation, or
- (l) approve the dissolution of the Corporation or revoke a voluntary dissolution.

ARTICLE VIII

OFFICERS, EMPLOYEES & AGENTS; EMPLOYMENT MATTERS

ARTICLE VIII.1. General. The officers of the Corporation and the Council shall be (a) the President, (b) the Vice-President, (c) the Treasurer, (d) the Assistant Treasurer, (e) the Recording Secretary, (f) the Corresponding Secretary and (g) such other officers as the Council shall designate from time to time by a majority of the Voting Council Members.

ARTICLE VIII.2. Agents. Such agents as the Council may deem necessary may be elected, appointed or chosen in the manner prescribed by the Council. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Council establishing the need for that agent.

ARTICLE VIII.3. Salaries. The salaries of all employees and agents of the Corporation shall be fixed by the Council. Where appropriate, the Council shall enter into employment contracts on behalf of the Corporation with such staff of the Corporation as it may consider desirable.

ARTICLE VIII.4. Resignation and Removal of Employees and Agents. An employee or agent may resign at any time by delivering notice to the Council. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Council accepts the future effective date, the Council may fill the pending vacancy before the effective date if the successor does not take office until the effective date. Election or appointment of an employee or agent shall not of itself create contract rights.

ARTICLE IX

RECORDS AND REPORTS

The Corporation shall keep as permanent records its Articles of Incorporation and all amendments thereto and Bylaws and all amendments thereto currently in effect, annual reports filed with the Virginia State Corporation Commission, minutes of all meetings of its Council, a record of all actions taken by the Council without a meeting, and a record of all actions taken by a committee of the Council in place of the Council on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE X

DEPOSITS, FINANCIAL INSTRUMENTS, LOANS AND CONTRACTS

ARTICLE X.1.Deposit of Funds. The funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the Council shall select.

ARTICLE X.2.Financial Instruments. No contract, agreement, indenture, check, draft, endorsement, note, evidence of indebtedness or other writing shall be valid and binding as against the Corporation unless the same is executed by any one of the following persons: the Chair of the Council; the Treasurer; or any other individual specifically authorized by the Council. Endorsements for deposits to the Corporation's bank account shall be made in any manner which the Council may from time to time authorize.

ARTICLE X.3.Loans and Contracts. No loan, extension of credit or advance shall be contracted for on behalf of the Corporation except and to the extent that the same has been authorized by the Council, which authorization may be general or limited to specific instances. No contract or agreement shall be executed on behalf of the Corporation except and to the extent that the same has been authorized by the Council, which authorization may be general or limited to specific instances. No asset or property of the Corporation may be pledged or encumbered to collateralize any loan made to the Corporation unless the same is specifically authorized by the Council.

ARTICLE XI

MISCELLANEOUS PROVISIONS

ARTICLE XI.1.Fiscal Year. The fiscal year of the Corporation shall begin on the first day of March and end on the last day of February in each year. Following the close of the Corporation's fiscal year, its books and accounts may be compiled by its independent certified public accountants who, if engaged, shall thereupon forward a written report of the results of their compilation to the Council.

ARTICLE XI.2.Seal. The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words "Corporate Seal" enclosed in parenthesis or scroll which shall also be deemed the seal of the Corporation.

ARTICLE XI.3.Amendment of Bylaws. The power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws shall be vested exclusively in the Council unless otherwise provided in the Articles of Incorporation.

ARTICLE XI.4.General. Any matters not specifically covered by these Bylaws shall be governed by the applicable provisions of the Code of Virginia in force at the time.

ARTICLE XI.5.Construction of Terms. In construing the provisions of these Bylaws, the masculine shall be deemed to include the feminine and neuter, and the singular shall be deemed to include the plural, and vice versa, as may be appropriated under the circumstances. Any requirement in these Bylaws for "notice" or a "writing" may be satisfied through electronic communications, such as email.

ARTICLE XI.6.Severability. In the event that any of these Bylaws are subsequently altered by act of the General Assembly of Virginia, the remainder hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with Section 7.3 above.

ARTICLE XI.7.Conflicts of Interest. In accordance with the Corporation's Conflicts of Interest Policy, all officers, Council Members, committee members and employees of the Corporation shall scrupulously avoid any conflict between their own respective individual interests and the interest of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities.

ARTICLE XI.8.Council Member's Agreement. These Bylaws constitute an agreement among the Council Members of the Corporation pursuant to Section 13.1-852.1 of the Act.

[Remainder of page intentionally left blank; Signature page follows]

The foregoing Bylaws of the Corporation were duly approved and adopted by the Council on February ____, 2018.

Name: Harriet Long
Title: Chair

Attest:

Name: Vicki Roberts
Title: Secretary