

***HENRICO CHRISTMAS MOTHER COUNCIL***  
**AMENDED AND RESTATED STANDING RULES - 11/08/2021**

ARTICLE 1

NAME; GENERAL POWERS; BUSINESS AND AFFAIRS OF THE COUNCIL

ARTICLE 1.1. Name; General Powers. The business and affairs of the Henrico Christmas Mother and any successor thereto (the "Corporation"), shall be managed under the direction of the Henrico Christmas Mother Council, hereinafter referred to as 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 Council shall have all power and authority necessary and appropriate to take such actions in furtherance of its Mission.

ARTICLE 1.2. Business and Affairs of the Council. The business and affairs of the Council shall be conducted in accordance with these Amended and Restated Standing Rules, hereinafter referred to as the Standing Rules.

ARTICLE 2

MISSION OF THE COUNCIL

ARTICLE 2.1. Mission Statement. It is the mission of Henrico Christmas Mother to provide assistance in the form of food, new clothing, books and toys to qualifying families, seniors, and disabled adults during the holiday season.

ARTICLE 3

MEMBERSHIP OF THE COUNCIL

ARTICLE 3.1. Classes and Number of Council Members. The Council shall have three classes of Council Members:

- (a) Permanent Council Members,
- (b) Annual Council Members and
- (c) Sustaining Council Members.

Each class of Council Members shall consist of not less than two (2) Council Members and there shall be no limit on the number of Council Members in each class of Council Members. The class of Annual Council Members shall consist of **four (4)** Council Members that

represent each of the Magisterial Districts of the County of Henrico, as well as Council Members that have been appointed to a Committee of the Council.

ARTICLE 3.2. Voting Powers of Each Class of Council Members. Each person appointed or elected as a Permanent Council Member or Annual Council Member shall be entitled to one vote with respect to any matter coming before the Council. Together, the Permanent Council Members and the Annual Council Members are referred to herein as the “Voting Council Members”. Sustaining Council Members shall not be entitled to any voting rights with respect to any matter coming before the Council.

ARTICLE 3.3. Appointment or Election of Council Members; Term of Council Members.

(a) Appointment of Permanent Council Members. Upon being elected a “Henrico Christmas Mother,” such person shall automatically be appointed to the class of Permanent Council Members. Each Permanent Council Member shall serve in such capacity until such time as such person (i) elects to resign from such capacity, (ii) elects to become a Sustaining Council Member by delivery of five (5) days prior written notice to the Council or (iii) is removed from such capacity by a majority vote of the Voting Council Members.

(b) Election of Annual Council Members. Each Annual Council Member shall be elected by a majority vote of the then-incumbent Permanent Council Members present at a duly held meeting (which may be held by phone) at which a quorum is present or by a method of communication that permits the participation of each then-incumbent Permanent Council Member. Except for Annual Council Members elected as officers of the Council, each Annual Council Member shall serve in such capacity for a term of one (1) year or until such time as such person is removed from such capacity by a majority vote of the Permanent Council Members. After an Annual Council Member’s one (1) year term has expired, such Annual Council Member shall hold office until her successor is elected and shall cooperate in the succession of such Annual Council Member’s office to her successor. Quorum for purposes of the election of Annual Council Members shall mean a majority of the Permanent Council Members then in office or then serving.

(c) Appointment of Sustaining Council Members. A Permanent Council Member shall be appointed to the Sustaining Council Member class upon delivery of five (5) days prior written notice to the Council of such person’s resignation as a Permanent Council Member and election to become a Sustaining Council Member. Each Sustaining Council Member shall serve in such capacity until such time as such person (i) elects to resign from such capacity, (ii) if previously a Permanent Council Member, elects to be reinstated as a Permanent Council Member by delivery of five (5) days prior written notice to the Council or (iii) is removed from such capacity by a majority vote of the Voting Council Members.

ARTICLE 3.4. Nomination of Henrico Christmas Mother. Nominations of Council Members for consideration as the “Henrico Christmas Mother” shall be made by the Henrico

Christmas Mother Selection Committee in accordance with the terms of its charter or, in the absence of the Henrico Christmas Mother Selection Committee, by prior written notice of a Permanent Council Member or Annual Council Member to the Council sixty (60) days prior to the Annual Meeting. Notwithstanding the terms of the Henrico Christmas Mother Selection Committee charter, candidates for the “Henrico Christmas Mother” office shall meet the following requirements:

- (a) such person must have shown a strong commitment to the advancement of the Mission;
- (b) such person must reside in a Magisterial District of Magisterial Districts of the County of Henrico which is not represented by the incumbent “Henrico Christmas Mother” or the immediately preceding “Henrico Christmas Mother”;
- (c) such person must have indicated to the Henrico Christmas Mother Selection Committee the willingness and ability to assume the “Henrico Christmas Mother” office after being briefed regarding the expectations and responsibilities of such office by the Henrico Christmas Mother Selection Committee;
- (d) such person must have received the support of a majority of the Council Members incumbent to the Henrico Christmas Mother Selection Committee; and
- (e) such person must not have previously held the “Henrico Christmas Mother” office.

No person shall be eligible for election as the “Henrico Christmas Mother” unless nominated in accordance with the procedures set forth in this Article 3.4 and the terms of the Henrico Christmas Mother Selection Committee charter.

ARTICLE 3.5. Election of Henrico Christmas Mother. The “Henrico Christmas Mother” shall be elected by a vote of a majority of the votes cast with respect to that nominee’s election at a meeting (which may be held by phone and which shall be held on or before January 15<sup>th</sup> of each year) at which a quorum is present or by a method of communication that permits the participation of each then-incumbent Voting Council Member. For purposes of this Article 3.5, a majority of the votes cast means that the aggregate number of Voting Council Members voting for a nominee must exceed the aggregate number of the Voting Council Members voting for any other nominee (i.e., abstentions for voting shall not be considered in connection with the election of the “Henrico Christmas Mother”).

ARTICLE 3.6. Expectations of Council Members; Expectations of Each Class of Council Members.

- (a) Expectations of Council Members. Each Council Member is expected to:

- (i) serve as an ambassador for the Corporation in the community;
- (ii) volunteer in advancement of the Mission; and
- (iii) support the Henrico Christmas Mother mission with her time, talent and treasure as she is able.

(b) Expectations of Permanent Council Members. Each Permanent Council Member is expected to:

- (i) regularly attend meetings of the Council and not miss more than two (2) consecutive meetings of the Council without cause or special exception from the President of the Council;
- (ii) if appointed or elected to a Committee, regularly attend meetings of such Committee and not miss more than two (2) consecutive meetings of such Committee without cause or special exception from the Chair of such Committee;
- (iii) serve as a resource to the incumbent “Henrico Christmas Mother” and nominees to the “Henrico Christmas Mother” office; and
- (iv) make a monetary or in-kind donation to the Corporation of no less than \$1 each calendar year or receive a special exception from the Executive Committee regarding the same.

(c) Expectations of Annual Council Members. Each Annual Council Member is expected to:

- (i) regularly attend meetings of the Council and not miss more than two (2) consecutive meetings of the Council without cause or special exception from the President of the Council;
- (ii) if appointed or elected to a Committee, regularly attend meetings of such Committee and not miss more than two (2) consecutive meetings of such Committee without cause or special exception from the Chair of such Committee; and
- (iii) make a monetary or in-kind donation to the Corporation of no less than \$1 each calendar year or receive a special exception from the Executive Committee regarding the same.

(d) Expectations of Sustaining Council Members. Each Sustaining Council Member is expected to:

- (i) consent to remaining on the official Henrico Christmas Mother letterhead in honor of her service;
- (ii) serve as a resource in connection with the election of “Henrico Christmas Mother”; and
- (iii) serve as a resource to the incumbent “Henrico Christmas Mother” and nominees to the “Henrico Christmas Mother” office.

Any Council Member who fails to fulfill the responsibilities set forth in paragraphs (a) through (d) above shall be subject to removal pursuant to Article 3.8 hereof.

ARTICLE 3.7. Resignation of Council Members. A Council Member may resign at any time by delivering written 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, the Council may fill the pending vacancy before the effective date if the Council provides that the successor does not take office until the effective date.

ARTICLE 3.8. Removal of Council Members. Any elected Council Member may be removed, with or without cause, by majority vote of the Council at a meeting of the Council at which a quorum is present. The notice of any such meeting shall state that the purpose of the meeting (or one of its purposes) is to vote on the removal of the Council Member.

ARTICLE 3.9. Compensation. Council Members and members of Committees or task forces shall not receive compensation for their services. Council Members and members of Committees or task forces may serve or be employed by the Corporation in any other capacity and receive reasonable compensation. If deemed necessary and appropriate by the Executive Committee (or its designee) in its sole and absolute discretion and upon delivery of a signed Expense Report Form to the President, Treasurer, or Assistant Treasurer, Council Members may be reimbursed for any out-of-pocket expenses incurred on behalf of the Corporation or in connection with the transaction of the Corporation’s affairs and approved for reimbursement by the Council. Approved Expense Report Forms shall be maintained by the Administrative Assistant of the Council.

## ARTICLE 4 MEETINGS OF THE COUNCIL

ARTICLE 4.1. Council Meetings.

(a) Generally. The Council shall meet at least four (4) times during the fiscal year on such dates and at such times and places as the Executive Committee may determine by resolution.

(b) Annual Meetings. The annual organizational meeting of the Council shall be held on the fourth Monday in February of each year or on such other date as the Council may determine. The purpose of the annual organizational meeting shall be for electing Council Members and officers, presenting the Annual Report on behalf of the Applications Committee of the Council and for transacting such other business as may come before the meeting.

(c) Regular Meetings. Regular meetings of the Council shall be held in April and September on the third Monday of said month and the second Monday in November or on such other dates as the Council may determine.

(d) Special Meetings. Special meetings of the Council may be called at any time by the President of the Council or by any five (5) Permanent Council Members or Annual Council Members.

#### ARTICLE 4.2 Notice of Meetings.

(a) Annual Meetings and Regular Meetings. Notice of annual meetings and regular meetings shall be (a) mailed to each Council Member at least fourteen (14) days prior to the date of the meeting or (b) given to each Council Member by telephone or email at least fourteen (14) days prior to the date of the meeting.

(b) Special Meetings. Notice of a special meeting of the Council shall be given to each Council Member by telephone, email or mail at least two (2) days prior to the meeting.

(c) Contact Information for Notices. Each Council Member and officer shall furnish in writing to the President of the Council the mailing address, phone number or email address to which notices may be delivered or mailed. If any such person fails to furnish such information, the Corporation shall not be required to deliver or mail any notice to such person. The President of the Council shall be charged with the responsibility of providing or causing to be provided notices of the annual meeting and regular meetings. The President or the Council Members calling a special meeting shall be charged with the responsibility of providing or causing to be provided notices of any special meeting.

ARTICLE 4.3. Waiver of Notice. A Council Member may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Council Member's attendance at or participation in a meeting waives any required notice of the meeting to that Council Member unless the Council Member, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Council Member who does not attend or participate in the meeting must be in writing, signed by the Council Member and filed with the minutes or corporate records.

ARTICLE 4.4. Quorum; Voting. At all meetings of the Council the attendance of at least (i) a majority of the Voting Council Members then in office or then serving and (ii) three (3) members of the Executive Committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Voting Council Members present at any meeting at which there is a quorum shall be the act of the Council, except as may be otherwise specifically required by these Standing Rules. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Voting Council Member.

ARTICLE 4.5. Participation in Meetings. The Council may permit any or all Council Members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Council Members may simultaneously hear each other during the meeting. A Council Member participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE 4.6. Actions Without Meeting. Any action that may be taken at a meeting of the Council may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, is signed, before or after the action is to become effective, by three quarters of the Voting Council Members. If a consent specifies an effective date, it shall be effective as of that date, provided it also states the date that each Voting Council Member executed it; otherwise the consent shall be effective as of the date the last Voting Council Member signature is obtained. A Voting Council Member's consent shall have the same force and effect as a vote at a meeting of the Council and may be described as such in any document.

ARTICLE 4.7. Minutes, Records and Written Consents of the Council. The Secretary of the Council shall maintain or cause to be maintained minutes, records and written consents of each meeting of the Council or action taken by the Council in the official records of the Council. Such minutes, records and written consents shall be made available upon reasonable prior request to an incumbent Council Member.

## ARTICLE 5

### COMMITTEES OF THE COUNCIL

ARTICLE 5.1. Committees of the Council. The Council shall have an executive committee (the "Executive Committee") and may designate such other committees, consisting of two (2) or more Council Members, as the Council or the Executive Committee shall deem necessary and appropriate in their sole and absolute discretion (such committees together with the Executive Committee, the "Committees").

ARTICLE 5.2. Executive Committee of the Council. The Executive Committee shall have and may exercise the powers and authority of Council in the management of the business and affairs of the Corporation, except as limited by law. The Council shall elect the President, Vice-President, Recording Secretary, Treasurer, Assistant Treasurer, Corresponding

Secretary. The President of the Council may appoint Council Members as needed to provide representation from each of the Magisterial Districts of the County of Henrico. The Council may, in its sole discretion, also appoint subcommittees to the Executive Committee consisting of such other persons, including Council Members or officers or staff, as may be temporarily appointed by the Council for a given number of meetings that will attend meetings of the Executive Committee in a non-voting capacity to provide advice and counsel to the Executive Committee. The Executive Committee shall have all authority necessary and appropriate to procure the services and resources necessary to support the Mission. Any such action taken by the Executive Committee shall be reported to the Council and shall be subject to alteration or repeal by the Council, provided that no alteration or repeal by the Council of action taken by the Executive Committee shall prejudice the rights or acts of any third person. The Executive Committee shall report regularly and routinely to the Council concerning its activities on behalf of the Corporation. Emergency needs not addressed by the Theresa Dankos Memorial Fund will be approved, based on the funds allocated in the budget, by at least two (2) Executive Committee members.

ARTICLE 5.3. Additional Standing Committees of the Council. The Council hereby designates and ratifies the following additional standing Committees of the Council:

(a) Henrico Christmas Mother Selection Committee. The Henrico Christmas Mother Selection Committee shall be responsible for the nominations of Council Members for consideration as the “Henrico Christmas Mother” in accordance with these Standing Rules and such other responsibilities as set forth in its charter. At the November Regular Meeting, the President shall appoint Council Members to the Henrico Christmas Mother Selection Committee. Such Council Members shall include (i) the Chair of the Food Committee, (ii) the Chair of the Clothing Committee, (iii) the Chair of the Toy Committee and (iv) at least two (2) former Henrico Christmas Mothers selected from the three Henrico County Magisterial Districts under consideration for “Henrico Christmas Mother”.

(b) Officer Nominating Committee. The Officer Nominating Committee shall be responsible for the nominations of the Officers of the Council in accordance with these Standing Rules and such other responsibilities as set forth in its charter. The members of the Officer Nominating Committee will consist of three (3) Voting Council Members nominated by the President and elected by the Voting Council Members at the November Regular Meeting occurring in even numbered years.

(c) Annual Member Nominating Committee. The Annual Member Nominating Committee shall be responsible for the nominations of the Annual Members to the Henrico Christmas Mother Permanent Council Members in accordance with these Standing Rules and such other responsibilities as set forth in its charter. At the November Regular Meeting, the President shall appoint the Vice-President, immediate past Henrico Christmas Mother and one Permanent Council Member to the Annual Member Nominating Committee.



(d) Food Committee. The Food Committee shall be responsible for managing food purchases and donations and such other responsibilities as set forth in its charter.

(e) Clothing Committee. The Clothing Committee shall be responsible for managing clothing purchases and donations and such other responsibilities as set forth in its charter.

(f) Toy Committee. The Toy Committee shall be responsible for managing toy and book purchases and donations and such other responsibilities as set forth in its charter.

(g) Fundraising and Communications Committee. The Fundraising and Communications Committee, or the Chair of such Committee, shall be responsible for reviewing all written materials, electronic communications, social media communications and other communications of the Council and the Corporation prior to final distribution, posting, or publication and such other responsibilities as set forth in its charter.

(h) Theresa Dankos Memorial Fund Committee. The Theresa Dankos Memorial Fund Committee shall be responsible for (i) administering the Theresa Dankos Memorial Fund, (ii) maintaining the guidelines for the Theresa Dankos Memorial Fund and (iii) such other responsibilities as set forth in its charter. The members of the Theresa Dankos Memorial Fund Committee shall be appointed by the President and shall consist of five (5) members, who shall include (i) the Chair of the Applications Committee, and (ii) at least one member from the Fairfield District. The Theresa Dankos Memorial Fund has been established by the Council to meet needs of Henrico County residents under the guidelines maintained by the Theresa Dankos Memorial Fund Committee. The guidelines for the Theresa Dankos Memorial Fund shall specify that the funds constituting the Theresa Dankos Memorial Fund are separately maintained in a named account and spent annually at a rate not to exceed five percent (5%) of the value of the funds on deposit in such account as of the first day of each fiscal year.

(i) Applications Committee. The Applications Committee shall be responsible for managing the application process and such other responsibilities as set forth in its charter.

(j) Seniors and Disabled Adults Committee. The Seniors and Disabled Adults Committee shall be responsible for the selection and purchase of gift items for distribution to program recipients and such other responsibilities as set forth in its charter.

(k) Volunteer Committee. The Volunteer Committee shall be responsible for managing all aspects of community volunteer engagement with the program, including recruiting, scheduling, training, recognition and appreciation and such other responsibilities as set forth in its charter.

(l) Investment Committee. The Investment Committee shall be responsible for oversight of the investment and management of the Council's Fund and such other responsibilities as set forth in its charter.

(m) Remembrance Committee. The Remembrance Committee shall be responsible for the remembrance of significant events among Council members and such other responsibilities as set forth in its charter.

(n) **Book Committee. The Book Committee shall be responsible for managing book purchases and donations and such other responsibilities as set forth in its charter.**

(o) Other Committees. The Council may create such other committees as it may deem appropriate and may appoint to the membership of any such committee any Council Members or other individuals that the Council believes may serve the purpose of such committee. The Council shall fix and prescribe the rights, duties, powers, authority, and terms of office for such committee and its members. Such committees shall not spend funds from the Corporation or enter into binding agreements on behalf of the Corporation unless, in each case, given specific authority to do so.

ARTICLE 5.4. Charters of the Committees of the Council. Prior to each Annual Meeting, each Committee shall submit to the Council a charter (a) identifying the mission and responsibilities of such Committee, (b) governing the selection or appointment of its members and (c) specifying how the business and affairs of such Committee will be managed. The Council shall adopt or ratify such charters by a majority vote by a method of communication that permits the participation of each voting Council Member.

ARTICLE 5.5. Task Forces. The Council or a committee of the Council may establish one or more task forces and appoint members to serve on such task forces as deemed appropriate. The members of such task forces do not have to be Council Members. At the time a task force is established, the Council shall specify the purpose, power, and duties of the task force. A task force shall be terminated automatically when its assigned task is completed, or earlier at the direction of the Council. Such task forces shall give advice and make non-binding recommendations to the Council and committees of the Council. Each task force may only adopt rules for its meetings consistent with these Standing Rules or with any rules adopted by the Council.

ARTICLE 5.6. Annual Reports, Minutes, Records and Written Consents of the Council. Each Committee shall prepare or cause to be prepared an annual report and shall submit such annual report to the Council President and the Administrative Assistant of the Corporation no later than February 15<sup>th</sup> of each year. The Chair of each Committee shall maintain or caused to be maintained minutes, records and written consents of each meeting of such Committee or action taken by such Committee in the official records of the Committee. Such

minutes, records and written consents shall be made available upon reasonable prior request to an incumbent Council Member.

## ARTICLE 6

### OFFICERS

ARTICLE 6.1. Council Officers. 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. The same individual may simultaneously hold two (2) or more offices, except that the President and Vice President may not hold another office. Each officer shall be appointed to hold office for two (2) years, or for such longer or shorter terms as the Council may specify, and until such officer's successor shall have been elected or such earlier time as such officer shall resign, die or be removed.

ARTICLE 6.2. Duties and Powers of Council Officers. The President, the Vice-President, the Treasurer, the Assistant Treasurer, the Recording Secretary and the Corresponding Secretary shall have the following duties, powers and authority and such other duties, powers and authority as the Council may identify from time to time:

(a) The President. The President shall preside at all meetings of the Council and the Executive Committee. The President shall appoint all Committee Chairs and members deemed necessary for the operation of the Council by March 31<sup>st</sup> of each calendar year. The President shall serve as an *ex officio* member of all committees except the Nominating Committee. The President, along with the Treasurer and Assistant Treasurer, shall have all banking power and authority necessary and appropriate to further the Mission and the Council's business. The President shall have all power and authority necessary and appropriate to accomplish the foregoing duties and responsibilities. In the case of a vacancy in the office of the President, the Vice-President shall succeed to the office of the President and serve in such capacity through the remainder of the term of the President. For purposes of governance and reporting, the President shall be deemed to be and to function as the Chief Executive Officer of the organization. Therefore, the performance of the President shall be reviewed on an annual basis, in January, by the Executive Committee, headed by the Vice-President to ensure that the President is executing the duties of the office as described. Results of the review will be shared with the President prior to the Annual Meeting in February and will be reported to the Council at the Annual Meeting.

(b) The Vice-President. The Vice-President shall be responsible for securing the locations for the Council's Annual Meetings and Regular Meetings and providing the notice related to such Annual Meetings and Regular Meetings in accordance with Article 4.2 hereof, and will perform such other duties as may be prescribed from time to time by the Council. The Vice-President shall, at the direction of the President or a majority of the members of the Executive Committee, perform all of the duties of the President in the place and stead of the President. The Vice-President shall have all power and authority necessary and appropriate to accomplish the foregoing duties and responsibilities. In the case of a vacancy in the office of the Vice-President, [the Treasurer] shall succeed to the office of the Vice-President and serve in such capacity through the remainder of the term of the Vice-President or until such time as the President shall appoint a Council Member to fill such vacancy.

(c) The Treasurer. The Treasurer will have custody of all operating funds of the Corporation and will see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Executive Committee and the Council. The Treasurer shall oversee completion of all tax documents and work with an independent auditor to ensure the Council and the Corporation are in compliance with recognized best practices. The Treasurer, along with the President and Assistant Treasurer, shall have all banking power and authority necessary and appropriate to further the Mission and the Council's business. The Treasurer shall have all power and authority necessary and appropriate to accomplish the foregoing duties and responsibilities. In the case of a vacancy in the office of the Treasurer, the Assistant Treasurer shall succeed to the office of the Treasurer and serve in such capacity through the remainder of the term of the Treasurer or until such time as the President shall appoint a Council Member to fill such vacancy.

(d) The Assistant Treasurer. The Assistant Treasurer will assist the Treasurer in fulfilling the duties and responsibilities of the Treasurer. The Assistant Treasurer shall have all power and authority necessary and appropriate to accomplish the foregoing duties and responsibilities. In the case of a vacancy in the office of the Assistant Treasurer, the immediate past Council President shall succeed to the office of the Assistant Treasurer and serve in such capacity through the remainder of the term of the Assistant Treasurer or until such time as the President shall appoint a Council Member to fill such vacancy.

(e) The Recording Secretary. The Recording Secretary will certify the actions of the Council when necessary, will keep the minutes of the Council, and will perform such other duties as may be prescribed from time to time by the Council. The Recording Secretary shall have all power and authority necessary and appropriate to accomplish the foregoing duties and responsibilities. In the case of a vacancy in the office of the Recording Secretary, the immediate past Council President shall succeed to the office of the Recording Secretary and serve in such capacity through the remainder of the term of the Recording Secretary or until such time as the President shall appoint a Council Member to fill such vacancy.

(f) The Corresponding Secretary. The Corresponding Secretary shall conduct the general correspondence and remembrance activities of the Council as directed by the President. At the Annual Meetings and Regular Meetings, the Corresponding Secretary shall present any correspondence received by the Corporation. The Corresponding Secretary shall have all power and authority necessary and appropriate to accomplish the foregoing duties and responsibilities. In the case of a vacancy in the office of the Corresponding Secretary, the immediate past Council President shall succeed to the office of the Corresponding Secretary and serve in such capacity through the remainder of the term of the Corresponding Secretary or until such time as the President shall appoint a Council Member to fill such vacancy.

ARTICLE 6.3. Additional Duties of the President. The President, with input from the Treasurer, will review the performance of the Administrative Assistant to the Henrico Christmas Mother in February of each year. The President and the Treasurer will evaluate the Administrative Assistant's performance in each of the following areas:

- (a) Duties relating to the bookkeeping functions of the organization;
- (b) Duties relating to the production and distribution of solicitation materials;
- (c) Attendance at Council meetings and accurate and timely distribution of meeting minutes;
- (d) Filing of all legal and accounting documents in a timely manner;
- (e) Effective use of budgeted hours;
- (f) Ability to effectively interface with the general public and program recipients; and
- (g) Such other areas as the President and the Treasurer shall determine in their sole and absolute discretion.

The President will solicit input from members of the Executive Committee, the immediate past Henrico Christmas Mother, and the chairs of all standing committees as needed to evaluate the Administrative Assistant's performance.

The President will meet with the Administrative Assistant prior to the Council's February Annual Meeting to discuss the review and will provide a written performance appraisal. The written appraisal will be signed by the President and the Administrative Assistant. A copy will be provided to each, and a copy will be filed with the minutes of the April Regular Meeting.

ARTICLE 6.4. Elections of Officers. The election of officers shall occur every two (2) years at the Annual Meeting held in odd-numbered calendar years (e.g., 2019, 2021, etc.). The

Nominating Committee shall nominate a slate of Council Member nominees for consideration as officers in accordance with the Nominating Committee's charter at the Annual Meeting. Voting Council Members may also nominate Council Member nominees for consideration as officers by three (3) days prior written notice to the Council. All Council Member nominees should be present at the Annual Meeting where the Voting Council Members will elect officers in accordance with Article 4.4 hereof.

ARTICLE 6.5. Term of Officers. All officers shall be elected to a two (2) year term commencing on the first day of March and terminating on the last day of February. If an officer is an Annual Council Member, the term of such Annual Council Member's membership in the Council shall be automatically extended to be a two (2) year term running concurrently with such Annual Council Member's term as an officer.

ARTICLE 6.6. Resignation and Removal of Officers. An officer 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 or the President, as applicable, 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 officer shall not of itself create contract rights.

ARTICLE 6.7. Compensation. Officers shall not receive compensation for their services. Officers may serve or be employed by the Corporation in any other capacity and receive reasonable compensation therefor. If deemed necessary and appropriate by the Executive Committee (or its designee) in its sole and absolute discretion and upon delivery of a signed Expense Report Form to the President, Treasurer, or Assistant Treasurer, Officers may be reimbursed for any out-of-pocket expenses incurred on behalf of the Corporation or in connection with the transaction of the Corporation's affairs and approved for reimbursement by the Council. Approved Expense Report Forms shall be maintained by the Administrative Assistant of the Council.

## ARTICLE 7

### POLICIES OF THE COUNCIL

ARTICLE 7.1. Conflict of Interest Policy. No transaction with the Corporation in which a Council Member has a direct or indirect personal interest shall be void or voidable solely because of the Council Member's interest in the transaction if (i) the material facts of the transaction and the Council Member's interest are disclosed or known to the Council or a committee of the Council, and the transaction is authorized, approved or ratified by the affirmative vote of a majority of the Council Members on the Council, or on the committee, who have no direct or indirect personal interest in the transaction and (ii) the transaction is fair to the organization.

ARTICLE 7.2. Sexual Harassment Policy. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitutes sexual harassment. Specifically, this applies when submission to or rejection of this conduct explicitly or implicitly affects an individual's employment or volunteer engagement; unreasonably interferes with an individual's work performance or volunteer efforts; or creates an intimidating, hostile, or offensive work or volunteer environment. Such behaviors by employees, Council Members or volunteers will not be tolerated. Verbal or written complaints may be made to any member of the Executive Committee. That member will immediately inform the President and Vice-President (unless either is the subject of the complaint). Action will be taken to terminate membership, or employment in the case of the Administrative Assistant, or ensure that the volunteer or employee is relieved of responsibilities as appropriate.

ARTICLE 7.3. Discrimination Policy. The Corporation is committed to maintaining an environment that is free of discrimination. This policy forbids any discriminatory employment action or any unwelcome conduct that is based on a person's race, color, religion, gender, national origin, age, disability, ancestry, marital status, veteran status, citizenship status, sexual orientation, or any other protected status of anyone's associates or relatives. The Corporation will not tolerate any form of discrimination against our employees or other persons performing services for our organization by anyone, including any Council Member, employee or volunteer. Verbal or written complaints may be made to any member of the Executive Committee. That member will immediately inform the President and Vice-President (unless either is the subject of the complaint). Action will be taken to terminate membership, or employment in the case of the Administrative Assistant, or ensure that the volunteer or employee is relieved of responsibilities as appropriate.

## ARTICLE 8 MISCELLANEOUS

ARTICLE 8.1. Amendment. The Standing Rules may be amended, restated, repealed, replaced, supplemented or modified from time to time by a two-thirds vote of the Voting Council Members present at any Regular Meeting.

ARTICLE 8.2. Construction of Terms. In construing the provisions of these Standing Rules, 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 Standing Rules for "notice" or a "writing" may be satisfied though electronic communications, such as email.

ARTICLE 8.3. Severability. In the event that any of these Standing Rules 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 8.1 hereof.

ARTICLE 8.4. Council Member's Agreement. These Standing Rules constitute an agreement among the Council Members of the Corporation pursuant to Section 13.1-852.1 of the Act.

Note: The Council approved the changes that are bold and underlined at their meeting on 11/08/2021.