

The Connection Commission

Bylaws

ARTICLE I

Name and Purpose

Section 1. Name

The name of the corporation is The Connection Commission.

Section 2. Purpose

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, consistent with its Articles of Incorporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE II

Offices and Remote Operations

Section 1. Principal Office

The corporation shall not maintain a physical principal office. The corporation operates on a remote-only basis. Any required mailing address or registered office shall be maintained solely for legal and compliance purposes as determined by the Board of Directors.

Section 2. Virtual Operations

All administrative, programmatic, and governance activities of the corporation may be conducted remotely using electronic communication technologies.

ARTICLE III

Board of Directors

Section 1. Authority

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Election

Directors shall be elected by majority vote of the Board of Directors at a meeting with quorum, except for the initial directors appointed by the incorporator pursuant to the Articles of Incorporation.

No director shall be appointed by any individual after the initial organization of the Board.

Section 3. Number

The corporation shall have no fewer than one (1) and no more than nine (9) directors.

The exact number of directors within this range shall be fixed from time to time by resolution of the Board of Directors.

Section 4. Newly Created Directorships and Vacancies

Any increase in the number of directors shall create newly created directorships.

Newly created directorships and vacancies on the Board of Directors shall be filled by election of the Board of Directors, unless otherwise provided in the Articles of Incorporation.

Section 5. Qualifications

Directors must be at least eighteen years of age.

Section 6. Term

Directors shall serve terms of two years and may be reappointed without limit unless otherwise restricted by Board policy.

Section 7. Removal

Any director may be removed with or without cause by a majority vote at a meeting with quorum of the remaining directors.

ARTICLE IV

Meetings of the Board

Section 1. Regular Meetings

The Board shall meet at least monthly at a time determined by the Board.

Section 2. Special Meetings

Special meetings may be called by the President or by any two directors.

Section 3. Notice

Notice of meetings shall be given at least five days in advance unless waived by all directors.

Section 4. Quorum

A majority of directors then in office shall constitute a quorum.

Section 5. Voting

Each director shall have one vote. Action is approved by a majority of directors present unless otherwise required by law.

Section 6. Remote Meetings

Meetings of the Board of Directors may be held entirely by electronic means, including videoconference platforms such as Zoom, provided that all directors participating can hear one another simultaneously and participate fully in deliberation and voting. Participation by such means shall constitute presence in person for purposes of quorum and voting.

ARTICLE V

Officers

Section 1. Officers

The officers of the corporation shall include a President, a Secretary, and a Treasurer. The same person may hold more than one office except where prohibited by law.

Section 2. Eligibility

Only current directors of the corporation are eligible to serve as officers.

Section 3. Annual Election of Officers

Officers shall be elected annually by the Board of Directors at the first regular Board meeting following the beginning of the fiscal year, or at such other time as the Board determines.

Each officer shall serve a one-year term and may be re-elected without limit unless otherwise restricted by Board policy.

Section 4. Nominations

Any director may nominate themselves or another eligible director for an officer position.

Nominations shall be opened for discussion prior to voting. Directors shall be afforded a reasonable opportunity to ask questions, express support or concerns, and deliberate before an election is held.

Section 5. Voting Procedure

Officers shall be elected by majority vote of the directors present at a meeting with quorum.

The Board may, by resolution, require officer elections to be conducted by secret ballot to promote candor and independent judgment.

Section 6. Removal and Vacancies

Any officer may be removed from office at any time by majority vote of the Board, with or without cause.

A vacancy in any office may be filled by election of the Board for the remainder of the term.

Section 7. Duties

The President oversees the affairs of the corporation.

The Secretary maintains records and minutes.

The Treasurer oversees financial matters and reporting.

Officers shall have authority to manage the financial affairs of the Corporation as may be delegated by the Board of Directors by resolution.

Additional duties may be assigned by Board resolution.

ARTICLE VI

Committees

The Board may establish committees as it deems appropriate. Committees serve at the pleasure of the Board and may be delegated authority consistent with applicable law.

ARTICLE VII

Compensation and Conflict of Interest

Section 1. Compensation

Directors shall not receive compensation for serving as directors, but may receive reasonable compensation for services rendered in a non-director capacity as approved by the Board.

Section 2. Conflict of Interest Policy

The corporation shall adopt a written conflict of interest policy consistent with federal and state nonprofit law.

Section 3. Disclosure and Recusal

Directors and officers shall disclose actual or potential conflicts of interest and shall recuse themselves from deliberation and voting in accordance with the adopted conflict of interest policy.

ARTICLE VIII

Indemnification

The corporation shall indemnify directors and officers to the fullest extent permitted by the Virginia Nonstock Corporation Act.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall begin on September 1 and end on August 31 of the following year, unless otherwise determined by resolution of the Board of Directors.

ARTICLE X

Amendments

These bylaws may be amended by a majority vote at a meeting of quorum of the Board of Directors.

ARTICLE XI

Remote Records and Electronic Action

Section 1. Electronic Records

The corporation may maintain its records, including minutes, resolutions, financial records, and governing documents, in electronic form. Electronic records shall be deemed official records of the corporation to the extent permitted by law.

Board-approved programmatic framework documents, including the Program Charter and Theory of Change, shall be maintained as official corporate records.

Section 2. Electronic Signatures

Electronic signatures and electronically transmitted consents shall be valid and binding to the fullest extent permitted by law.

Section 3. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing or by electronic transmission. Such consent shall be filed with the minutes of the Board.

ARTICLE XII

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.