

Richmond Urban Collective

Bylaws

Vision Statement

Richmond Urban Collective (RUC)—a collaboration of local African-American business, civic, education and youth development leaders in Richmond, Virginia—believes the contributions of young urban males to be key to sustainable development in Richmond, in our country and around the globe. In order to have more urban males from high-poverty backgrounds significantly engaged in our communities, we must better prepare them, in greater numbers, for personal success in college, work, and life. To that end, we collaborate to create the Church Hill Preparatory Academy, a new public, nonreligious, non-profit Richmond charter school designed to give urban males in grades 6-12, the opportunity for a free college and career preparatory education in an environment especially designed to mold young men into global citizens, to enhance their learning experience, to maximize their academic performance, and to set them on a clear path to graduation, matriculation, and vocation.

Mission Statement

Richmond Urban Collective is a nonprofit nonstock corporation [501(c)(3) status pending] organized and operated exclusively for charitable and education purposes. RUC operates to create an all-boys public school for Richmond's urban young men, targeting youth in high-poverty districts for whom a private college preparatory education would be unaffordable. RUC will raise initial capital for the school's start-up and for related educational and charitable purposes; and plan, implement, and direct/perform all activities required to establish the school.

Article I

Name and Office

Section 1. Name. The name of the nonprofit entity shall be "Richmond Urban Collective", hereinafter referred to as "RUC". It shall be a nonprofit nonstock organization incorporated under the laws of the Commonwealth of Virginia.

Section 2. Principle Office. The principle office shall be located at 1001 Circlewood Drive, Richmond, Virginia 23224.

Article II

Purpose

Richmond Urban Collective is a [501(c)(3) status pending] nonprofit corporation organized and operated exclusively for charitable and education purposes including, but not limited to, creating an all-boys public charter school for Richmond's urban young men. The specific target group for the charter school is economically disadvantaged male youth, in grades 6-12, for whom a private college preparatory education would be unaffordable. RUC will raise initial capital for the school's start-up and for related educational and charitable purposes; and plan, implement, and direct/perform all activities required for the school's establishment.

**Article III
Organization and Status**

The nonprofit will operate under the Articles of Incorporation filed on _____ and shall obtain from the Internal Revenue Service a 501(c)(3) tax exempt status.

**Article IV
Membership and Voting Privileges**

Section 1. Membership. Membership shall consist of the board of directors. All authority shall be vested in a perpetual board of directors as set forth in Article V below.

**Article V
Board of Directors**

Section 1. Number and makeup. The board of directors shall manage the affairs of the nonprofit. The number of directors shall be no less than two (2).

Section 2. Designation. The nonprofit's initial directors will be appointed by the Incorporators as the Incorporators are defined in the nonprofits Articles of Incorporation. Subsequent to the initial term, new directors shall be elected by a majority of directors present at such meeting. Directors so elected shall serve a two-year term and shall be eligible for re-election to further terms by the board of directors.

Section 3. Term of Office. The terms of the initial directors shall expire at the first meeting at which new directors are elected or appointed. Subsequent to the initial term, each director shall hold office for two (2) years. Unless otherwise provided in the bylaws, directors may be elected for successive terms.

Section 4. Vacancy. Any vacancy or unfilled position on the board of directors, if filled for the remainder of term, shall be filled for the unexpired term by appointment by the Incorporators during the initial term, and by election by the board of directors thereafter.

Section 5. Resignation and Forfeiture. Any director may resign at any time by giving written notice to the President. Any director may be removed from the board of directors by an affirmative vote of two-thirds (2/3) of the total number of directors including votes of both the board President and Vice President.

Section 6. Compensation. Directors shall not receive salary or compensation for their services. Directors may be reimbursed for reasonable, ordinary and necessary business expenses related to carrying out the mission of the non-profit.

Section 7. Contracts. The board of directors may authorize any officer or officers, agent or agents of the nonprofit, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit and such authority may be general or confined to specific instances.

Section 8. Advisory Boards and Committees. The board of directors shall have discretion to appoint one or more advisory boards or committees to assist in carrying out the purposes of the nonprofit.

Section 9. Reporting. The board of directors shall be responsible for complying with all reporting requirements of the nonprofit.

Section 10. Conflict of Interest. Each member of the board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the board. The

conflict of interest shall be noted in the board's minutes and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined in its common professional sense as a vested interest in the outcome of a board action stemming from outside involvement(s) separate and apart from the director's board involvement.

Section 11. Indemnification. The directors shall be indemnified and held harmless to the extent and in the manner permitted by commonwealth of Virginia Nonprofit Corporation Law. No officer, Incorporator, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

Furthermore, no (member) officer, Incorporator, or Director of this corporation shall be personally liable to the corporation for acts or omissions in good faith and that do not involve intentional misconduct or a knowing violation of the law

Article VI Meetings

Section 1. Annual Meeting. The annual meeting of the nonprofit shall be held during the month of June.

Section 2. Regular Meetings. Regular meetings of the board of directors shall be held as needed during the initial period--at least quarterly. Subsequent to the initial period, board meetings shall be held quarterly. Meetings are not open to the public.

Section 3. Quorum. A majority of the board of directors present at the meeting shall constitute a quorum for the transaction of business at any meeting of the board as long as there are a minimum of 3 directors present and the board President and Vice President approve the transaction. Unless otherwise specified, a majority vote of the directors present shall determine the outcome of issues brought before the board.

Section 4. Action without Meeting. Any action of the nonprofit may be taken without a meeting for less material matters as determined by the Incorporators during the initial period. For material matters, any action of the board of directors may be taken without a meeting if the majority of all members of the board individually or collectively consent to this action, or, for time-sensitive matters, if the majority of all board officers, as defined in Article VII, consent to the action. The level of materiality of matters will be determined by the board President and Vice-President during the initial period.

Article VII Officers

Section 1. Officers. The officers of the nonprofit's board of directors shall be President, Vice-President, one or more Special Advisors and Treasurer.

Section 2. Election and Transition. The officers of the nonprofit's initial board of directors shall be appointed by the Incorporators. The outgoing Treasurer will maintain the books of the nonprofit until the end of the current fiscal year. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity. The outgoing Treasurer will not vote on matters before the new board unless he/she is also a member of the new board.

Section 3. Term of Office. After the initial period, each director shall hold the office for two years or until his/her successor shall have been elected. Directors are eligible for re-election for consecutive terms.

Section 4. Removal. A director may be removed when:

- a) the director is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- b) the director engages in conduct which the board of directors determines to be injurious to the organization or its purposes; and/or
- c) for any other ordinary and necessary business reason

Section 5. Elected Officer Roles

A. President/Chairman. The President shall be the chief executive officer of the nonprofit. The President shall, in general, supervise and control all of the business and affairs of the nonprofit.

B. Vice-President/Vice-Chair. The Vice-President shall, assist the President in the supervision and control of the business and affairs of the nonprofit. In the absence of the President, the Vice-President, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall also be custodian of the nonprofit's records.

C. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the nonprofit, and shall be responsible for providing the nonprofit with all financial and accounting data required of the nonprofit.

D. Special Advisors. Special Advisors shall be appointed/elected as needed to enhance board expertise. Special Advisor roles shall be determined case-by-case.

Article VIII Committees

Section 1. Committees. Committees, such as fundraising, curriculum development, finance, and public relations, may be created as needed to carry on the work of the nonprofit.

Section 2. Term. The chairperson and members of special committees shall serve for one year, or until their assignments have been completed.

Article IX Financial Administration

Section 1. Use of Funds:

The Richmond Urban Collective will use funds to pay ordinary and necessary business expenses involved in carrying out the purpose of the organization, as it is stated in Article II.

Section 2. Books and Records. The nonprofit shall keep correct and complete general administrative records and books and records of account.

Section 3. Required Reporting. The board of directors shall provide reasonable periodic reporting as required by the nonprofit.

Section 4. Notes of Indebtedness. All checks or drafts issued in the name of the nonprofit will require two signatures. Any two of the following are authorized to sign checks: President, Treasurer, or Vice-President.

Section 5. Auditing. An auditor, shall audit the books and financial records of the nonprofit annually. The auditor cannot be a current officer of the nonprofit. The appointed auditor must be approved by the board.

Section 6. Fiscal Year. The fiscal year of the nonprofit shall begin on the first day of July and end on the last day of June.

Article X Dissolution

Upon dissolution of the Corporation or the winding up of its affairs, the board of directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of the assets of the Corporation.

Disposed assets shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE XI Amendment to Bylaws

These Bylaws may be amended by an affirmative vote of two-thirds of the board of directors voting at a meeting, providing a quorum is present.

CERTIFICATION

Adopted on **June 21, 2012**, by the Board of Directors.

Jimmy King, President

Tunya Bingham, Vice-President