

MIDDLEBURG CHARITABLE FOUNDATION

a 501c3 not-for-profit serving the Middleburg community

MEETING AGENDA

Monday, January 30, 2023

5:00pm

Middleburg Town Office – Council Chambers
10 West Marshall Street

1. Call to Order
2. Introductions
3. Organizational Business
 - a. Election of Officers
 - b. Regular Meeting Schedule
 - c. Establishment of Committees
 - d. Recruitment of New Member
4. Overview of Purpose
 - a. Discussion of Mission
 - b. Future Goals
 - c. Strategic Planning/Visioning
5. Functional Matters
 - a. Establishing Bank Account
 - b. Retaining Professional Services
 - c. Development of Budget
 - d. Other items: website, logo, letterhead, etc.
6. Other Matters
7. Adjourn

ATTACHMENTS

- Articles of Incorporation
- By-Laws
- IRS 501c3 determination letter

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF INCORPORATION
MIDDLEBURG CHARITABLE FOUNDATION
A VIRGINIA NONSTOCK CORPORATION

The undersigned incorporator, a citizen of the United States, in order to form a nonprofit, nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, adopts the following Articles of Incorporation, and states as follows:

ARTICLE I
NAME AND DURATION

The name of the corporation shall be MIDDLEBURG CHARITABLE FOUNDATION; the duration of the corporation shall be unlimited.

ARTICLE II
MEMBERSHIP

There are no members of the corporation.

ARTICLE III
DIRECTORS

A. The number of directors of the corporation shall be 7, as established by the Town Council of the Town of Middleburg, and may be amended by recommendation of the directors and approved by the Town Council. The initial directors shall be as shown in paragraph D of this Article III and shall serve 2-year, staggered terms with such terms expiring at the end of the respective fiscal year. Initially, four members shall be appointed to terms ending June 30, 2023, and three members shall be appointed to terms ending June 30, 2024. Subsequent to the initial appointment, directors shall be nominated and appointed by the directors, with the exception of the two (2) members of the Town Council as described below.

B. Qualifications for Directors: Two (2) directors shall be members of the Town Council and shall be appointed by the Town Council; Three (3) directors, in addition to the members of the Town Council, shall be residents of the Town; Two (2) directors will be at-large and may live inside or outside of the corporate Town boundaries. Any director required to be a Town resident shall vacate his or her office upon becoming a resident of any place outside the Town but the Board may appoint him or her to a vacant at-large seat, if one exists. At least one director should have prior experience working for or on the board of a not-for-profit organization.

C. Any director, with the exception of directors appointed by the Town Council, may be removed from office at any time by a unanimous vote of the remaining directors, with or without notice or cause, whether or not that director shall have served the term of office to which originally appointed. A member whose term has expired shall remain in office until their successor has been appointed. Members may succeed themselves if reappointed. In the case of any vacancy, the directors may appoint a member to serve the unexpired portion of the term.

D. The initial Board of Directors of the Middleburg Charitable Foundation shall be made up of the following individuals:

- Name: Erik J. Scheps
Title: Director
Address: PO Box 187, Middleburg, VA 20118
- Name: Howard Armfield
Title: Director
Address: PO Box 187, Middleburg, VA 20118
- Name: April Simms
Title: Director
Address: PO Box 187, Middleburg, VA 20118
- Name: Pam Curran
Title: Director
Address: PO Box 187, Middleburg, VA 20118
- Name: Thomas Dodson
Title: Director
Address: PO Box 187, Middleburg, VA 20118
- Name: Darlene Kirk (Council appointee)
Title: Director
Address: PO Box 187, Middleburg, VA 20118
- Name: Philip Miller (Council appointee)
Title: Director
Address: PO Box 187, Middleburg, VA 20118

ARTICLE IV REGISTERED AGENT AND REGISTERED OFFICE

The name of the corporation's initial registered agent is Martin Crim, an individual who is a resident of Virginia and a member of the Virginia State Bar. The corporation's initial registered office address, including the street and number, which is identical to the business office of the initial registered agent, is 9200 Church Street, Suite 400, Manassas, Virginia 20110. The registered office is physically located in the City of Manassas, Virginia.

ARTICLE V
PURPOSES

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the distribution of funds to charitable organizations. In addition, the corporation shall have the authority to organize events and celebrations for the purpose of raising funds for contribution to charitable organizations and for the purpose of bringing awareness to charitable organizations.

The corporation may take whatever action is necessary and engage in whatever activities as are necessary to achieve such purpose, provided, however, that the corporation shall not engage in any activity which would be inconsistent with the status of a corporation exempt from federal income tax as defined in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any successor provision thereto, and provided further that none of the above stated purposes of the corporation shall be construed as other than the public benefit purposes appropriate for such a corporation exempt from Federal income tax, and there shall be no discriminatory treatment of individuals in violation of the Civil Rights Act of 1954, as amended, by the corporation.

ARTICLE VI
AUTHORIZED EXPENDITURES FROM PRINCIPAL OF CORPORATION

The corporation shall be authorized to spend up to 100% of the net income produced by the corporation in any given fiscal year. No amount of the principal of the corporation, as defined as the net cash assets of the corporation at the beginning of a fiscal year, shall be spent, unless and until receiving a unanimous vote of the directors. In no case shall the corporation be permitted to expend more than 10% of the principal of the corporation in any given fiscal year, with the sole exception of dissolution of the corporation as described in Article IX.

ARTICLE VII
LIMITATION ON DISTRIBUTION OF NET EARNINGS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, if any, directors, officers, or other private persons, except that this 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 in these Articles.

ARTICLE VIII
NO POLITICAL ACTIVITY

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, all its assets shall be distributed to the Town of Middleburg to be used for public purposes.

ARTICLE X
NONLIABILITY OF DIRECTORS

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the corporation shall be personally liable for damages in any proceeding brought by or in the right of the corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of law applicable to corporations described in section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION

There shall be no amendments to Article II or Articles IV through XI of these Articles of Incorporation, and no amendments to Article III except as provided in that Article.

INCORPORATOR:

Erik J. Scheps

Date

Middleburg Charitable Foundation Bylaws

ARTICLE 1 GENERAL PROVISIONS

1.1 Articles of Incorporation

These Bylaws have been adopted pursuant to authority evidenced by the Articles of Incorporation. In the event of any inconsistency between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall be controlling. All references in these Bylaws to the Articles of Incorporation shall mean the Articles of Incorporation as from time to time amended or restated. The inclusion in these Bylaws of terms also found in the Articles of Incorporation does not imply that the Foundation's Board of Directors may amend those terms by amending the Bylaws.

1.2 Name

The registered name of this corporation is the Middleburg Charitable Foundation (the "Foundation"). The Middleburg Charitable Foundation is authorized to conduct business under this and/or other such names as the Board of Directors shall approve.

1.3 Purpose

The Foundation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code and specifically to provide contributions to charitable organizations and to engage in any other lawful activities in support of such mission.

1.4 Fiscal Year

The Foundation's fiscal year shall be July 1st through June 30th of the subsequent year.

1.5 Offices

The principal office of the Foundation is located at 10 W. Marshall, St, Middleburg, VA, in Loudoun County, Commonwealth of Virginia. The designation of the county or state of the Foundation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by resolution, and such changes of address shall not be deemed to be, nor require an amendment of these Bylaws. The Foundation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of directors may, from time to time, designate.

1.6 Members

The Foundation has no members.

ARTICLE 2 BOARD OF DIRECTORS

2.1 Powers & Duties

The governance and direction of the Foundation shall be vested in a Board of Directors, which shall bear responsibility for and shall oversee all the activities of the Foundation (the "Board of Directors" or the "Board"). The Board of Directors shall exercise the powers of the Foundation, control its property, and conduct its affairs, except as otherwise provided by law.

It is their duty to meet at such times and places as directed by the Bylaws and to register their addresses, phone numbers and fax numbers with the Secretary, and notice of meetings mailed, telegraphed, telephoned or faxes to them at such addresses shall be valid notices thereof.

2.2 Composition

The Middleburg Charitable Foundation Board of Directors will be made up of seven (7) directors. The initial Board of Directors is set out in the Articles of Incorporation

2.3 Terms of Office/Appointment & Election

Directors shall serve terms as set forth in the Articles of Incorporation. Qualifications for the Board of Directors shall be such as set forth in the Articles of Incorporation.

ARTICLE 3 MEETINGS

3.1 Place and Timing of Meetings

Regular meetings of Directors shall be held on a quarterly basis at a minimum with the time and place determined by the Board at its organizational meeting for that fiscal year. The schedule of regular meetings shall remain in effect in future fiscal years until the Board adopts a new schedule.

Special meetings of the Board of Directors may be called by the Chair at any time. Special meetings shall also be called by the Secretary upon written request of the majority of directors who specify in their request the business for which they desire the meeting to be called. The Board shall designate the August regular meeting to be the organizational meeting. The organizational meeting shall be held to elect Officers and conduct such other business as may come before the Board.

3.2 Quorum

A quorum shall consist of a simple majority of the Board of Directors. Vacant seats shall not count toward the total number of Board members for purposes of a quorum. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motions which the Chair shall entertain at such meeting are those motions permitted in the Foundation's parliamentary authority.

3.3 Notice

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings (including organizational meetings). The Secretary shall give notice in accordance with the Virginia Freedom of Information Act.
- (b) Special Meetings. The Secretary shall give at least three days' prior notice to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and shall state the matters proposed to be acted upon at the meeting. The Board shall not vote on any matters except those stated in the notice.

3.4 Conduct

Meetings of the Board of Directors shall be presided over by the Chair of the Board, or in his or her absence, the Vice Chair of the Board, or in his or her absence, by an acting Chair chosen by a majority of the directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the current edition of Robert's Rules of Order Newly Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

3.5 Compliance with Terms of Restricted Gift

The Board shall strictly comply with the terms of any restricted gift that it accepts.

ARTICLE 4 COMMITTEES & ACTIVITIES

4.1 Committees/Meeting & Action

The Foundation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may include persons who are not members of the Board and who shall act in an advisory, non-voting, capacity to the Board.

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

4.2 Required Activities

The Board shall ensure that the Foundation conducts all activities as required by law or as stated in these Bylaws. Such activities include: annual filings with the federal and state government to ensure the continued operational status of the Foundation; annual audit, to be conducted by an outside firm; and reports to the Town Council of Middleburg.

4.3 Investments

The Board shall select a firm, after appropriate due diligence, to invest the funds of the Foundation in a manner that preserves the principal assets, provides returns sufficient for charitable contribution, and reinvests in the principal for continued growth of the principal. The investments shall be reviewed by a committee of the Board on a regular basis.

4.4 Charitable Contributions

The purpose of the Foundation is to provide contributions to charitable organizations, with a focus on those that serve the Middleburg community. The Board shall solicit requests for contributions, shall review such requests, and shall disperse such funds as deemed appropriate. The charitable contributions of the Foundation shall be reviewed and recommended by a committee of the Board prior to approval by the Board.

4.4 Allowable Expenditures – Protection of Principal

The Foundation shall be authorized to spend up to 100% of the net income produced by the Foundation in any given fiscal year. No amount of the principal of the Foundation, as defined as the net cash assets of the corporation at the beginning of a fiscal year, shall be spent, unless and until receiving a unanimous vote of the directors. In no case shall the corporation be permitted to expend more than 10% of the principal of the corporation, with the sole exception of dissolution of the corporation as described in the Articles of Incorporation.

ARTICLE 5
OFFICERS

5.1 Number & Qualifications

The officers shall consist of a Chair, Vice-Chair, Secretary, Treasurer and such other officers as the Board may from time to time deem necessary and convenient. One person may hold more than one office, but no person shall simultaneously serve as Chair of the Board of Directors and Treasurer.

5.2 Election and Tenure

The Chair and Vice-Chair shall be elected from among the Directors by a majority vote of the Board at each organizational meeting or, to fill vacancies, at any meeting of the Board. The Secretary and Treasurer may be Directors, members of the Town staff, or other persons acceptable to the Board. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever comes first. All officers shall at all times carry out their duties under the direction and control of the Board of Directors.

5.3 Duties

The Chair shall, subject to the control of the Board of Directors, generally supervise and control the affairs of the Foundation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Foundation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The Chair shall also call and preside at all meetings of the Board of Directors and perform such other tasks as are directed by the Board.

The Vice Chair shall perform the duties of the Chair in absence of the Chair and shall perform such other duties as are assigned by the Chair of the Board.

The Secretary shall keep the original or a copy of these Bylaws, a membership roster, a book of minutes of all meetings of the Directors, and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary is the custodian of records, which shall be available to the public during the regular office hours of the Town of Middleburg, except to the extent that such documents may lawfully be withheld under the provisions of the Virginia Freedom of Information Act then in effect.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Foundation, and shall have the following specific responsibilities: deposit, receipt and disbursement, maintenance of transactions, respond to requests for information (including an account of all transactions to the Directors), and financial statements.

ARTICLE 6
MISCELLANEOUS PROVISIONS

6.1 Compensation

Directors shall serve without compensation except that, with the approval of the Board, a director may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of his/her duties.

6.2 Personal Liability

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding

brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being of having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of law applicable to corporations described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6.3 Indemnification by Corporation of Directors & Officers

The directors and officers of the Foundation shall be indemnified by the Foundation to the fullest extent permissible under the laws of this state.

6.4 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

6.5 Gifts

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise to the nonprofit purposes of this Corporation.

6.6 Limitations on Activities

No substantial part of the activities of the Foundation shall involve political propaganda, and the Foundation shall not otherwise attempt to influence legislation. The Foundation shall not participate in, or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6.7 Prohibitions Against Private Inurement

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation 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 in these Articles.

6.8 Amendment of Articles of Incorporation and Bylaws

These Bylaws, or any of them, may be altered, amended, or replaced and new Bylaws adopted by unanimous vote of the members of the Board of Directors; except that any amendment related to provisions found in the Articles of Incorporation shall be amended only as provided in the Articles of Incorporation.

6.9 Conflict Between Articles and Bylaws

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Foundation, the provisions of the Articles of Incorporation shall govern.

6.10 Severability

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities
PO Box 2508
Cincinnati, OH 45201

SANDRA M. TONDREAU
110 EAST MARKET ST., STE 200
LEESBURG, VA 20176

Date:

10/24/2022

Taxpayer ID number:

88-3945284

Taxpayer or applicant name:

MIDDLEBURG CHARITABLE
FOUNDATION

Form or application number:

1023

Person to contact:

Name: Markece Robertson

ID number: 10066

Telephone: 877-829-5500

Dear Representative:

We're sending the enclosed material to you because of a power of attorney or other authorization we have on file.

If you have questions, contact the person listed at the top of this letter.

Sincerely,

Stephan A. Markton

Director, Exempt Organizations
Rulings and Agreements

Enclosures:
Letter 947



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities
P.O. Box 2508
Cincinnati, OH 45201

MIDDLEBURG CHARITABLE FOUNDATION
C/O ERIK J SCHEPS
10 W MARSHALL ST
MIDDLEBURG, VA 20118

Date:
10/24/2022
Employer ID number:
88-3945284
Person to contact:
Name: Markece Robertson
ID number: 10066
Telephone: 877-829-5500
Accounting period ending:
June 30
Public charity status:
170(b)(1)(A)(vi)
Form 990 / 990-EZ / 990-N required:
Yes
Effective date of exemption:
August 24, 2022
Contribution deductibility:
Yes
Addendum applies:
No
DLN:
26053671005572

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

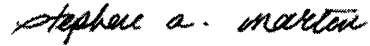
If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Stephen A. Martin
Director, Exempt Organizations
Rulings and Agreements