

**ARTICLES OF INCORPORATION
OF THE TURNING POINT SUFFRAGIST MEMORIAL CORPORATION**

ARTICLE I

Name

The name of this Corporation is the Turning Point Suffragist Memorial Corporation (hereinafter “TPSM”)

ARTICLE II

Objects and Purposes

Section 1. The purpose of TPSM is to honor the lives of the individuals who fought to secure voting rights for American women and for the ratification of the 19th Amendment to the Constitution of the United States of America, including the suffragists who endured harsh imprisonment at the Occoquan Workhouse in Lorton, Virginia. Our vision is to raise awareness and funds to create a memorial that will reflect the courage of these individuals, the significance of their struggle and will empower and inspire future generations. TPSM will also aide in the future maintenance, operation, and improvements of the memorial.

Section 2. The corporation is not organized for profit and no part of its net earnings shall inure to the benefit of any private individual.

Section 3. To the extent consistent with the carrying out of such purposes, the Corporation shall possess, and may from time to time exercise, all powers conferred upon non-stock corporations by Section 13.1-204.1 of the Code of Virginia, as from time to time amended.

ARTICLE III

Membership

The classes of membership, and the requirements and privileges of each class, shall be set forth in the TPSM by-laws.

ARTICLE IV

Board of Directors

The Board of Directors shall be the governing body of TPSM (hereinafter “Board”). The Board shall have the power to give directions to all officers and committees, to act for TPSM, to manage its affairs and to make appropriations of its funds. The make-up of the Board and the election of the Board shall be set forth in the TPSM by-laws except that if fewer than the members required by the by-laws are elected or designated to the Board, those members elected or designated shall constitute the Board.

ARTICLE V

Registered Office and Agent

The principal office of TPSM shall be located at the Northern Virginia Park Authority Regional Headquarters, currently located at 5400 Ox Road, Fairfax Station, Virginia 22039, or at such other place within or without the Commonwealth of Virginia, as the Board of Directors shall from time to time designate. TPSM may maintain additional offices at such other places as the Board of Directors shall designate. TPSM shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors.

ARTICLE VI

Liquidation and Dissolution

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, any assets of the Corporation available for distribution after provision for obligations of the Corporation and the expenses of such liquidation, dissolution or winding up, shall be transferred and conveyed in such proportions as the Board of Directors in its absolute discretion shall determine to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of the Corporation which are at the time exempt from federal taxes.

BY-LAWS OF THE TURNING POINT SUFFRAGIST MEMORIAL CORPORATION

PARAGRAPH I

Section 1. Applications. Prospective members may make application for membership by submitting an application form with the annual dues to the Membership Committee.

Section 2. Membership. The membership shall consist of Regular, Associate, and Honorary members.

1. Regular Membership Level. Any person shall be eligible for regular membership if he/she submits an initial application for the same and pays the annual dues for a regular member. Regular members shall be entitled to hold office and vote on all affairs of TPSM in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact.
2. Associate Membership Level. Any person shall be eligible for associate membership if he/she submits an initial application for the same and pays the annual dues for an associate member. Associate members shall possess all rights and privileges of a regular member except that the associate member shall not hold office or have a vote in any affairs of TPSM.
3. Honorary Membership Level. Any person may be elected to an honorary member of this TPSM by the unanimous vote of all members of the Board of Directors present at any meeting of the Board. Honorary members shall not be required to pay dues nor shall they be eligible to vote or to hold any office in TPSM and, therefore, shall not by virtue of their membership be deemed parties to any views, opinions or recommendations made or expressed by TPSM.

Section 3. Voting Rights. Only dues-paying regular members shall have the right to vote on every issue to come before all meetings of the membership.

Section 4. Dues. The amount of dues for each membership level shall be set by the Board of Directors annually after a review of TPSM's financial position. Such dues shall be payable in advance by the first day of the fiscal year. Dues received on or after November 1 shall be credited to the next fiscal year.

Section 5. Termination of Membership. Membership may be terminated by written resignation or non-payment of dues.

Section 6. Fiscal Year. The fiscal year shall be January 1 through December 31 of each year.

PARAGRAPH II

Meetings of the Membership

Section 1. Time and Place. The annual meeting of TPSM shall be held in November of each year. Special meetings may be held on call of the Board Chairperson.

Section 2. Notice of Meetings. Notice of all membership meetings shall be given by the Secretary, or by the Chairperson-Elect for the annual membership meeting, to each regular member by first class mail or electronic mail no more than sixty (60) nor less than ten (10) days before the date of the meeting. For any meeting in which the members will consider amendments to the articles of incorporation, notice must be sent not less than twenty-five (25) days prior to the meeting.

Section 3. Quorum. At all meetings of the membership, a quorum shall be 50% of those present and voting. All written proxies granted to a regular member shall be counted to constitute a quorum. Once a quorum has been established, it obtains for the entire meeting.

Section 4. Proxy Voting and Mail-in Ballots. Proxy voting shall be permitted. All proxies shall be in writing and signed. No person shall submit more than one proxy for him or herself, although one person may vote as many proxies as authorized by persons submitting proxies. A proxy may be general or specific, according to the written instructions of the member giving the proxy. A proxy may be granted only to a regular member. Mail-in ballots that are received at the location designated on the ballot by 5 p.m. on the date of the election shall be counted in the election of the Board of Directors.

Section 5. Conduct of Business. The latest edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the meetings of TPSM unless in conflict with these By-Laws.

Section 6. Order of Business. At the annual membership meeting and at other meetings of TPSM so far as the presiding officer or chairman may deem the same applicable, the order of business may be as follows:

- a. Reading of the minutes of the last meeting;
- b. Report of the Chairperson;
- c. Reports of the Secretary and Treasurer;
- d. Reports of Standing Committees;
- e. Reports of special committees;
- f. General Business; and
- g. Election of officers and board of directors.

PARAGRAPH III

Board of Directors

Section 1. Purpose and Powers. The Board's purpose and powers are as set forth in the TPSM Articles of Incorporation.

Section 2. Number. The Board shall consist of the Chairperson, Chairperson-Elect, Immediate Past Chairperson, Secretary, Treasurer, the Chairperson or Co-Chairs of each Standing committee and no more than five additional members, at large, elected by the membership in the manner provided in these by-laws and a representative of the Northern Virginia Regional Park Authority as appointed by the Northern Virginia Regional Park Authority. If fewer than the aforementioned members are elected or designated to the Board, those members elected or designated shall constitute the Board.

Section 3. Term and Vacancies. Except as provided herein below regarding the Initial Board, each elected member of the Board shall serve for a term of one year or until her successor is elected and qualified or designated. A vacancy other than by the expiration of term shall be filled by the affirmative vote of a majority of the remaining members of the Board for the unexpired term. A Board member who has served three consecutive terms in one Board position will not be eligible for reelection to a fourth consecutive term in that position. After a lapse of one-year as a non-Board member or in another position on the Board, a prior Board member who has served three consecutive terms in one position is re-eligible for nomination to the Board of Directors in that position. A Board member who has served eleven consecutive terms on the Board is not eligible for a twelfth consecutive term, but after two-years as a non-Board Member, a prior board member who has served nine consecutive terms in re-eligible for nomination to the Board of Directors. The Initial Board shall have staggered term lengths to assure that only approximately fifty percent (50%) of the board is elected in one year. In order to achieve this goal, the positions of Chairperson, Chairperson Elect, Treasurer, and four members, at large, shall be two year terms for the Initial Board. There will be no Immediate Past Chairperson for the first two years of the Board of Directors.

Section 4. Meetings. The Board of Directors shall meet at least three times a year at a time and place to be determined by the Chairperson. Upon reasonable notice, special meetings of the Board of Directors may be called by the Chairperson at his/her discretion or by the Secretary upon written request of three (3) directors. The meetings of the Board of Directors shall be open to any member of TPSM who may wish to attend, except when the Board enters into executive session. For purposes of this section, “written request” may be a handwritten request or an electronic request, including email and facsimile.

Section 5. Notice of Meetings. Notice of all regular meetings shall be given by the Secretary or her/his designate to each member of the Board by mail no more than sixty (60) nor less than ten (10) days before the date of the meeting. Notice may be given by regular mail, electronic mail, facsimile, or by oral notice, including by telephone.

Section 6. Quorum. At all meetings of the Board of Directors, 30% of the members of the Board shall constitute a quorum for the transaction of business. Any Board member who participates in the meeting via telephone or other electronic means shall be counted toward the quorum.

Section 7. Compensation. Members of the Board of Directors shall serve without compensation, but may be reimbursed for out-of-pocket expenses.

Section 8. Removal of Directors. Any Director who is not an Officer may be removed for cause at any time if the majority of the Board of Directors, in its absolute discretion, shall consider that such removal is in the best interests of TPSM. Cause shall include, without limitation, the failure to attend three Board meetings without justification during one term. Removal from the Board during one term shall disqualify that member from serving on the Board the following year. Removal of Officers shall be governed by Paragraph VI, Section 9.

Section 9. Action Without Meeting. Each action to be taken at a Board of Directors meeting may be taken without a meeting if the action is approved unanimously by all members of the Board of Directors. The action shall be evidenced by one or more written statements of the action proposed, approved in writing by each director either before the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Email shall be considered “in writing” for purposes of approval under this Section. Action taken under this Section is effective when the last director approves the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the consent states the date of approval by each director. A written action statement approved under this section has the effect of a meeting vote.

Section 10. Powers and Duties. The elected members of the Board shall have the powers and duties implied by their respective titles and such as are specified in Paragraph III and IV, as well as such additional powers and duties as the Board of Directors may from time to time direct.

Section 11. Records. Each member of the Board shall keep accurate records of work, to be transferred to their successor upon expiration of their term of office. The annual written reports of all officers shall be filed with the Secretary and become a permanent record of the Corporation.

PARAGRAPH IV

Officers

Section 1. Officers. The officers of TPSM shall be the Chairperson, Chairperson-Elect, Immediate Past Chairperson, Secretary and Treasurer. All officers shall be elected pursuant to Paragraph III, Section 2.

Section 2. Officer Discretionary Fund. Annually, a discretionary fund shall be established for ordinary and necessary out-of-pocket expenses incurred by the officers in an amount approved and budgeted on an annual basis by the Board of Directors.

Section 3. Chairperson. The Chairperson shall preside at all meetings of TPSM and the Board. She/he shall perform all duties ordinarily incident to the office of Chairperson and shall recommend such action as she deems proper. She/he shall generally supervise the management of the affairs of TPSM. Except as otherwise provided herein, the Chairperson or the Chairperson’s designee shall appoint the members of each committee and fill vacancies in all

committees. The Chairperson shall have the power to authorize expenditures not to exceed \$200.00 in any month from the discretionary fund. If there is no Immediate Past Chairperson, the Chairperson shall preside at the annual meeting.

Section 4. Chairperson-Elect. The Chairperson-Elect shall act as Chairperson in the absence of the Chairperson. She/he shall also serve as parliamentarian and shall perform such other duties as may be assigned by the Chairperson of the Board. The Chairperson-Elect shall automatically accede to the office of Chairperson.

Section 5. Secretary. The Secretary shall keep minutes of all meetings, send out notices, maintain a list of current dues-paying members, and be custodian of correspondence files.

Section 6. Treasurer. The Treasurer shall be responsible for all receipts and disbursements of TPSM funds, and shall deposit, receive and disburse its money in a manner approved by the Board or the Chairperson. The Treasurer shall submit at each annual meeting of TPSM a suitably classified, written annual report of TPSM's financial position including (a) all receipts and disbursements during such period and (b) all obligations outstanding at the end of the period with any comments as to current and prospective financial position that the Treasurer may deem necessary or informative. The Treasurer is authorized to pay all budget items approved annually by the Board of Directors.

Section 7. Immediate Past Chairperson. Following elections at the annual meeting, the Immediate Past Chairperson shall preside at the annual meeting and chair the Nominating Committee. The Chairperson shall automatically accede to the office of Immediate Past Chairperson.

Section 8. Vacancies. In the event any officer shall resign or otherwise be unable to serve, a majority of the Board of Directors shall appoint a successor to serve the balance of the term of office.

Section 9. Removal of Officers. Any officer may be removed for cause at anytime if the Board of Directors, in its absolute discretion and by a two-thirds majority vote, shall consider that such removal is in the best interests of TPSM. Cause shall include, without limitation, the failure to attend two Board meetings without justification during one term. Removal from the Board during one term shall disqualify that member from serving on the Board the following year.

PARAGRAPH V

Committees

Section 1. Committee Members. Subject to approval by a majority of the Board of Directors, the Nominating Committee shall appoint a chair of each committee except for the Nominating Committee, Special Committees and the Advisory Board. The Board shall appoint not less than three (3) other regular members in good standing of TPSM as members of each committee.

Section 2. Nominating Committee. The Nominating Committee shall be a standing and on-going committee which shall have as its purpose the recommendation of members (1) for positions on the Board of Directors or as officers of TPSM and (2) for appointments to outside organizations, as requested by the Chairperson. The Immediate Past Chairperson shall serve on and chair the Nominating Committee. The Chairperson-elect shall also serve on the nominating committee. The Board shall appoint one other regular member to serve on the Nominating Committee. The initial Nominating Committee shall be comprised of three people chosen by the Organizer. After the initial Nominating Committee and until TPSM has an Immediate Past Chairperson, the Chairperson shall appoint one additional regular member to serve on the nominating committee and the members of the nominating committee shall elect a chairperson from within the committee members. Except for the initial Nominating Committee, each of the additional regular member(s) appointed to the Nominating Committee by the Chairperson shall have served on another committee for at least one year prior to serving on the Nominating Committee.

Section 3. Committee Budgets. Each year, each committee shall be responsible for preparing and submitting a committee budget to the Board for approval in advance of January 1st of each year, accounting for fiscal expenditures, and preparing an estimate of future costs and expenses for the coming year.

Section 4. Standing Committees:

A. Development Committee. There shall be a Development Committee of TPSM shall be a standing and on-going committee which has as its purpose the fundraising and financial development of TPSM.

B. Marketing Committee. The Marketing Committee shall be a standing and on-going committee and have as its purpose the gathering, organization and dissemination of information regarding TPSM.

C. Membership Committee. The Membership Committee shall be a standing and on-going committee which shall have as its purpose encouraging, managing, and increasing the membership of TPSM and partnership development. It shall receive and review applications for membership, approve qualified applicants for membership, maintain the membership records and a current list of dues-paying members, forward approved applications to the Secretary and dues to the Treasurer. The Membership Committee shall also be responsible for recruiting TPSM Partners, maintaining a list of TPSM Partners and being the TPSM Partner liaison.

Section 6. Additional Committees:

A. The Audience Committee. There shall be an Audience Committee which has as its purpose expanding awareness of the significant historical events which occurred on the site, administration of the internship program, and implementation of the Speaker's Bureau. The Audience Committee may plan additional educational seminars for the membership or for the general public as approved by the Board of Directors.. The Audience Committee shall also plan

the educational program for the annual meeting and may plan additional educational seminars for the membership or for the general public as approved by the Board of Directors.

B. Interpretation and Design Committee. There shall be an Interpretation and Design Committee which has as its purpose shall be the educational and physical implementation and design of the memorial.

C. Special Committees. The Chairperson may appoint special committees and define their duties. Special committees shall automatically cease to exist at the end of the term of office of the appointing Chairperson, unless continued by the new Chairperson.

PARAGRAPH VI

Corporate Seal/Execution of Documents

Section 1. Corporate Seal. The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the Chairperson or any Chairperson-Elect and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the Chairperson or any Chairperson-Elect.

Section 2. Written Instrument. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

PARAGRAPH VII

Indemnification

Section 1. Authorization. TPSM shall indemnify an individual who so qualifies per the provisions of Virginia Code section 13.1-876 or successor section, and may indemnify officers, directors and other persons designated by the Board of Directors, in its sole discretion, as otherwise authorized by law.

PARAGRAPH VIII

Adoption and Amendments

Section 1. Adoption. These By-Laws shall take effect upon two-thirds of the members present and voting at the initial annual meeting of the membership.

Section 2. Amendments. These By-Laws maybe amended by a two-thirds vote of the members present and voting at any annual meeting or at any special meeting called for the purpose, the notice of which has included an announcement of the substance of the proposed amendment.

PARAGRAPH IX

Advisory Board.

Section 1. Creation. An Advisory Board may be created at the discretion of the Board of Directors.

Section 2. Purpose. The Advisory Board serves in an ex-officio consulting role to the Board of Directors. Advisory Board members are appointed at the invitation of the Board and serve at the pleasure of the Board. Advisory Board members, either individually or collectively, have no authority to act on behalf of the Corporation.