

**ARTICLES OF RESTATEMENT
OF
VIRGINIA SOCIETY OF ORNITHOLOGY**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Article 10 of the Virginia Nonstock Corporation Act, states as follows:

1. The name of the corporation is the Virginia Society of Ornithology (the "Corporation").
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the amended and restated articles of incorporation are attached hereto.
4. The restatement was adopted by the Corporation on April 27, 2022.
5. The restatement was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present. The restatement was approved unanimously by each member entitled to vote.

Executed in the name of the Corporation by:

Date: May 17, 2022

VIRGINIA SOCIETY OF ORNITHOLOGY

By: Terri Cuthriell
Terri Cuthriell, President

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VIRGINIA SOCIETY OF ORNITHOLOGY

A Virginia Non-Stock corporation

ARTICLE I

NAME

The name of the corporation is VIRGINIA SOCIETY OF ORNITHOLOGY.

ARTICLE II

PURPOSES

Section 1. Purposes. The corporation was organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”). The principal activities of the corporation in furtherance of its scientific and educational purposes shall be as follows:

- (1) To promote the study of birds in Virginia and to bring together and record scientific and other data relating to birds and their habitats.
- (2) To promote the development, protection and conservation of bird life and other natural resources.
- (3) To cooperate with national and state ornithological organizations, conservation agencies, and others devoted to ornithology and natural resources, including conservation and education efforts.
- (4) To encourage the organization and cooperation of affiliated groups in sympathy with the foregoing aims.
- (5) In general, to do everything necessary, incidental and proper for the accomplishment of any of the purposes or the attainment of any of the objectives of the corporation.

Section 2. No Private Inurement. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director (as defined below) or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes and benefits may be conferred that are in conformity with said purposes), and no Director or officer of

the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code or by an organization contribution to which are deductible under Sections 170(c)(2), 2055(a)(2) or (3) and 2522(a)(2) or (3) of the Code.

Section 4. Dissolution. Upon dissolution of the corporation, the Board of Directors (defined below) shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to the order of any court of record with general equity jurisdiction in the city or county of the Commonwealth of Virginia where the assets are located or where the registered office address of the corporation is then located to such organization or organizations which are organized or operated exclusively for such charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code as that court shall determine.

ARTICLE III

MEMBERS

Membership in the corporation shall be composed of such persons who apply for membership and pay the Treasurer the prescribed dues. There shall be two classes of members as set forth below in this Article III.

Section 1. Honorary Members. Any person who has maintained membership in the organization for 50 consecutive years or any person who in the opinion of the Board of Directors has accomplished outstanding achievement in the science of ornithology in Virginia shall, upon nomination by the Board of Directors and election by a majority of members present and voting at any regular meeting, be an honorary member of the corporation for life.

Section 2. Regular Members. All other members shall be regular members. The amended and restated bylaws of the corporation, dated as of the date hereof (the "Bylaws") may provide for the classification of regular members of the corporation on the basis of dues paid.

All members of the corporation shall have full voting rights and shall be entitled to one vote for each Director to be elected in any election of Directors, one vote for each officer to be elected in any election of officers, and one vote in all other matters to be submitted to them.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. Number. The board of directors of the corporation (the “Board of Directors”) shall consist of a minimum of 12 and a maximum of 21 individuals (collectively the “Directors” and each individually, a “Director”), including Officers. The number of Directors may be fixed or changed from time to time, within the minimum and the maximum, by the Board of Directors.

Section 2. Qualifications. Any member in good standing of the corporation that meets any additional requirements detailed in the Bylaws shall be qualified to serve on the board of directors.

Section 3. Election.

- (1) The officers of the corporation shall be the President, Vice President, Secretary, Membership Secretary, and Treasurer. Persons holding these offices shall be Directors during their terms of office. Officers shall be elected at the annual meeting of the members by the affirmative vote of a majority of the members voting.
- (2) Directors, other than Directors elected to fill vacancies on the Board of Directors, shall be elected at the annual meeting of the members by the affirmative vote of a majority of the members voting.

Section 4. Terms of Office.

- (1) Each Officer elected as set forth in Article IV Section 3(1) above shall serve for a period of one year beginning on July 1 following election and ending on the following June 30th.
- (2) Each Director elected as set forth in Article IVSection 3(1) above, shall serve for a period of three years beginning on July 1 following election and ending on the third following June 30th.
- (3) Each Director or Officer selected to fill a vacancy, as set forth in Section 7 below, shall serve until the June 30th following the date of the Board of Directors vote affirming their selection.

Section 5. Resignation. Directors may resign at any time by written notice delivered to the Board of Directors, the President, or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 6. Removal. Directors may be removed, with or without cause, at any meeting of the Directors by the affirmative vote of a simple majority of the Directors.

Section 7. Vacancies. Vacancies in the Board of Directors resulting from the resignation, disqualification, removal, or death of Directors or Officers shall be filled at any meeting of the Directors by the affirmative vote of a majority of the Directors.

ARTICLE V

INDEMNIFICATION AND ELIMINATION OR LIMITATION OF LIABILITY

Section 1. Indemnification of Directors and Officers. The corporation shall indemnify to the fullest extent permitted by law every individual made party to a proceeding because the individual is or was a Directors or officer of the corporation against liability incurred in the proceeding unless he or she engaged in willful misconduct or a knowing violation of the criminal law.

Section 2. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that an individual did not meet the standard of conduct set forth in Section 1 of this Article V or Section 6 of this Article V.

Section 3. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article V shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible because the individual has met the standard of conduct set forth in Section 1 of this Article V.

Such determination shall be made: (i) if there are two or more disinterested Directors, (a) by the Board of Directors by a majority vote of all the disinterested Directors, a majority of whom shall for such purpose constitute a quorum; (b) by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote; or (c) by special legal counsel selected by the Board of Directors or its committee in the manner heretofore provided; or (ii) if there are fewer than two disinterested Directors, special legal counsel selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate. Authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested Directors or if the determination is made by special legal counsel, authorization of indemnification shall be made by those entitled to select special legal counsel as heretofore provided.

Section 4. Advance for Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by any officer or Directors of the corporation who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under Section 1 of this Article V if the officer or Directors furnishes the corporation a signed written undertaking, executed personally or on his or her behalf, to repay any funds advanced if it is ultimately determined that indemnification of such individual in the specific case is not permissible. An undertaking furnished to the corporation in accordance with the provisions of this Section 4 shall be an unlimited general obligation of the individual furnishing the same but need

not be secured and shall be accepted by the corporation without reference to financial ability to make repayment.

Section 5. Indemnification of Employees and Agents. The corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the corporation to the same or lesser extent as provided in this Article V with respect to Directors and officers.

Section 6. Elimination or Limitation of Liability of Directors and Officers. In any proceeding brought by or in the right of the corporation, a Directors or officer shall not be liable in any monetary amount for damages arising out of a single transaction, occurrence or course of conduct, except for liability resulting from such person having engaged in willful misconduct or a knowing violation of the criminal law.

Section 7. Definitions. In this Article V:

“Director” and “Officer” mean an individual who is or was a director or officer of the corporation, as the case may be, or who, while a director or officer of the corporation is or was serving at the corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity. A director or officer shall be considered to be serving an employee benefit plan at the corporation’s request if the individual’s duties to the corporation also impose duties on, or otherwise involve services by, the individual to the plan or to participants in or beneficiaries of the plan. “Director” or “officer” includes, unless the context requires otherwise, the estate or personal representative of a director or officer.

“corporation” means the corporation and any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor’s existence ceased upon the consummation of the transaction.

“Expenses” includes but is not limited to counsel fees.

“Individual” includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal and whether or not by or in the right of the corporation.

Section 8. Provisions Not Exclusive. As authorized by the Virginia Nonstock corporation Act, the provisions of this Article V are in addition to and not in limitation of the specific powers of a corporation to indemnify Directors and officers set forth therein. The

indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article V on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the corporation or others, with respect to claims, issues or matters in relation to which the corporation would not have the power to indemnify such person under the provisions of this Article V. Such rights shall not prevent or restrict the power of the corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the officers or Directors of the corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements). If any provision of this Article V shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the corporation may have under the Virginia Nonstock corporation Act or other laws of the Commonwealth of Virginia.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The post office address of the registered office is O'Hagan Meyer, PLLC, 411 East Franklin Street, Suite 500, Richmond, Virginia, 23219. The city in which the registered office is located is Richmond. The registered agent is Eileen R. Geller, Esq., who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is identical to the initial registered office.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JUNE 1, 2022

The State Corporation Commission has found the accompanying articles of restatement submitted on behalf of

VIRGINIA SOCIETY OF ORNITHOLOGY

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the Commission, effective June 1, 2022.

The corporation is granted the authority conferred on it by law in accordance with the articles of restatement, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Judith Williams Jagdmann". The signature is fluid and cursive, with a large loop at the beginning and end.

Judith Williams Jagdmann
Commissioner