

**BY LAWS
OF
CHANCO ON THE JAMES, INC.**

ARTICLE I
Purpose

Section 1. The affairs and activities of Chanco on the James, Inc. (the “Corporation”) shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these By Laws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as subsequently amended, (the “Code”) affecting nonprofit organizations qualified under section 501(c)(3) of the Code.

Section 2. The purpose of the Corporation is to establish, maintain, operate and manage a camp, conference center and spiritual center in Southern Virginia to provide a place for education, recreation, spiritual renewal and a youth camp.

ARTICLE II
Member

Section 1. The Corporation has one Member, which is the Episcopal Church in the Diocese of Southern Virginia in the United States (the “Diocese of Southern Virginia”), which shall be represented by the Bishop of the Diocese of Southern Virginia (or in his/ her absence, the Standing Committee) and which shall have those rights and powers prescribed by law, the Articles of Incorporation and these By Laws.

Section 2. The Annual meeting of the Member shall be held each year during the first quarter of the year.

Section 3. A special meeting of the Member may be held at any date and time at the principal office of the Corporation upon the call of the President or upon the call of the Member. The Member may in its discretion hold any such special meeting at any location other than the principal office of the Corporation.

Section 4. A minimum of two days’ Notice of the time and place of each regular or special meeting of the Member shall be given to the Member, by telephone or by ordinary mail. Such Notice shall identify the business to be transacted at or the purpose of the meeting to which it relates.

Section 5. The Member shall be entitled to one vote on all matters.

Section 6. The Member shall have, in addition to any other rights granted by law and by the Articles of Incorporation, the following specific powers:

- (i) To elect and remove Directors in the manner provided by the Articles of Incorporation;
- (ii) To alter, amend, restate or repeal the Articles of Incorporation, these By Laws, or the adoption of new By Laws;
- (iii) To approve all borrowings or debt incurred by the Corporation, whether secured or unsecured, and including all leases, which in any one transaction or related series of transactions exceeds \$100,000;
- (iv) To approve any plan of merger or consolidation, any sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Corporation, the voluntary dissolution of the Corporation, or revocation of voluntary dissolution proceedings;
- (v) To review the books and records of the Corporation, conduct audits of the Corporation and approve the selection of auditors chosen to conduct audits of the Corporation;
- (vi) To approve the creation or acquisition of any subsidiary of the Corporation, or the creation of any other corporation of which the Corporation is to be a member, and to approve any dissolution or other change in any such legal relationship previously approved by the Member.

Section 7. Following the completion of each annual audit of the Corporation, the President shall submit to the Member a copy of the audited financial statements of the Corporation for the preceding fiscal year, together with a report of the general financial condition of the Corporation and of the condition of its property. The officers and directors of the Corporation shall submit to the Member such further reports as the Member may reasonably require.

ARTICLE III Directors

Section 1.

- a. The business and affairs of the Corporation shall be managed, subject to the rights of the Member of the Corporation as provided for herein, by a Board of Directors of not more than fifteen persons elected by the Member with six Directors serving on an at-large basis and where possible, one Director representing each of the nine convocations in the Diocese of Southern Virginia. If the Nominations Committee cannot identify someone willing to serve from a convocation, the Nominations Committee may recommend to the Member a qualified person to serve.
- b. In addition, the Bishop of the Diocese of Southern Virginia (the “Bishop”) shall serve, and any Bishop Coadjutor, Bishop Suffragan or Assistant Bishop elected or appointed to assist the Bishop may be appointed by the Bishop to serve, as *ex officio* Director of the Corporation with the same vote as elected Directors.

- c. The President, the Vice President, the Secretary to the Board, and the Treasurer shall serve as additional at-large Directors, with the same vote as elected Directors.
- d. Only members in good standing of a congregation in the Episcopal Diocese of Southern Virginia may serve as a Director.
- e. A change in the number of Directors may be made by amendment to these Bylaws.
- f. Directors, not including *ex officio* Directors, shall be elected each year by the Member at its Annual meeting. At least ten days prior to this meeting, the Nominations Committee shall forward to the Bishop of the Diocese of Southern Virginia a slate of nominees that includes one or more nominations to fill the convocation-designated seats or at-large seats that are open for election at the Annual meeting.

Section 2. The term of elected Directors shall be three years from the date of their election.

Section 3. Directors may be re-elected upon the expiration of their respective terms except that no elected Director who has served on the Board of Directors for two full consecutive three-year terms shall be eligible for re-election as a Director until at least one year has elapsed.

Section 4. The Board of Directors shall hold regular meetings quarterly at such times and places as the Board may designate. Special meetings may be called at any time by the President, the Member of the Corporation or any two members of the Board of Directors. The annual meeting of the Board of Directors shall be held in February on a day and at a time and place to be determined by the Board of Directors and stated in the notice of the meeting. Such meeting shall be held after the Annual meeting of the Member.

Section 5.

- a. A minimum of two days' notice of the time and place of each regular or special meeting of the Board of Directors shall be given to the Directors in person, by telephone, by e-mail or by ordinary mail. Such notice need not specify the business to be transacted at or the purpose of the meeting to which it relates.
- b. Notwithstanding any other provision of these By Laws, whenever any notice is required to be given to any Director of any meeting for any purpose, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- c. A Director who attends a meeting is deemed to have had timely and proper notice of the meeting unless he attends for the express purpose of objecting because the meeting is not lawfully called or convened.

d. Any action required to be taken at a meeting of the Directors or any action which may be taken at a meeting of the Directors or of a committee of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or all of the members of the committee of Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any corporate articles or documents.

Section 6. Fifty percent of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting. Each Director shall be entitled to one vote on all matters and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors

Section 7. Any Director may resign at any time. Any or all of the Directors may be removed at any time, either with or without cause, by the Member of the Corporation. If a Director shall be absent from three consecutive meetings or 50% of the meetings in any calendar year of the Board of Directors, including regularly scheduled meetings and special meetings duly called and noticed, the Board of Directors may in its discretion declare the office of such Director vacated by reason of neglect, and a successor shall be appointed or elected as hereinafter provided.

Section 8. Any vacancy on the Board of Directors may be filled for an interim period ending with the next Annual meeting of the Member by a majority vote of the remaining Directors, though less than a quorum, and thereafter for the remainder of the unexpired term of any such vacancy by election by the Member of the Corporation.

Section 9. There shall be no salary or other compensation paid to any Director of the Corporation on account of any services rendered by such Director to the Corporation in such Director's capacity as a Director of the Corporation other than reimbursement to such Director of any actual expenses incurred by such Director in attending meetings of the Board of Directors or any committee thereof or otherwise incurred by such Director in performing such Director's duties as a Director of the Corporation. Notwithstanding anything in this Section which may be construed to the contrary, the Corporation may contract with any firm or corporation in which one or more Directors own a legal or beneficial interest for such firm or corporation to sell goods or provide services to the Corporation; provided, however, any Director owning any legal or beneficial interest in a firm or corporation seeking to sell goods or provide services to the Corporation shall not be present or participate in any vote of the Board of Directors or any committee thereof relating to the purchase of such goods or services.

ARTICLE IV Officers

Section 1. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The President will be appointed by the Bishop for

a three-year term. The Vice President and Secretary shall be elected annually by the Board of Directors for respective terms of one year each and, unless sooner removed, shall serve until their successors be elected and qualified. The Treasurer shall be appointed by the diocesan Treasurer, who may appoint himself/ herself, and shall serve until his/ her successor is appointed. Any two or more offices may be held by the same person, except for the offices of President and Secretary. Appointment of an officer or agent shall not create any contractual right. With the exception of the President (who can be removed only by action of the Member), and the Treasurer (who can be removed only by action of the Member or the diocesan Treasurer), any officer may be removed, with or without cause, at any time when the Board of Directors, in its absolute discretion, shall consider that the best interests of the Corporation would be served thereby. Any officer may resign at any time. A vacancy in any office shall be filled for the unexpired term in the same manner prescribed herein for the election to the office.

Section 2. President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Member of the Corporation and the Board of Directors. The President shall exercise general supervision over the business affairs, employees and property of the Corporation, subject, however, to the control of, and proper reporting to the Board of Directors, shall sign and countersign certificates, contracts and other instruments of the Corporation that may require his/ her signature and shall make such reports and perform such other duties as may be incidental to the office of President or may be assigned to the President by the Board of Directors. The duties of the President shall include responsibility for capital projects and fundraising.

Section 3. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President and in so acting, shall have all the power and authority of the President. The Vice President shall perform such duties and have such other powers as the Board of Directors or the Executive Committee may from time to time prescribe.

Section 4. Treasurer. The Treasurer shall be the principal financial and accounting officer of the Corporation. The Treasurer shall have charge of all funds and securities of the Corporation; shall receive moneys paid to the Corporation and deposit such moneys in the Corporation's name in such banks or depositories as shall be selected by the Board of Directors for that purpose; shall cause money to be paid out as the Corporation may require; and, shall have the authority to take out lines-of-credit and to arrange for loans. The Treasurer shall maintain the books of account of the Corporation. The Treasurer shall have the authority to perform all the duties normally incident to the office of the Treasurer, including the development of a budget for the Corporation to present to the Board of Directors for its approval, and shall perform such additional duties as may be assigned to the Treasurer by the Board of Directors or the Executive Committee.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the Executive Committee and the minutes of all meetings of

the Member of the Corporation. The Secretary shall attend to the giving and serving of all notices of meetings as required by law or these Bylaws and preparing and distributing an agenda; the Secretary shall affix the seal of the Corporation to any instruments when so required; and, the Secretary shall in general perform all the duties incidental to the office of the Secretary, subject to the control of the Board of Directors and the Executive Committee and such other duties as may be assigned to the Secretary by the Board of Directors or the Executive Committee.

ARTICLE V Committees

Section 1. Executive Committee. The Board of Directors, by resolution duly adopted in accordance with these By Laws, may create an Executive Committee which includes the President, the Vice President, the Secretary and the Treasurer of the Corporation and the chairs (or their designees) of the Standing Committees. The Executive Committee and the members thereof shall serve at the pleasure of the Board of Directors. The Executive Committee shall have all of the authority of the Board of Directors except as otherwise provided in such resolution or by law. Each year, at its first meeting for that year, the Executive Committee shall determine who its chair shall be for the remainder of the year. All acts of the Executive Committee shall be reported to the Board of Directors at the next regular meeting thereof and the Board of Directors shall ratify or object to such acts. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management and direction of the business and affairs of the Corporation. The Executive Committee may adopt rules of procedure and shall meet as provided by those rules or by resolution of the Board of Directors. A majority of the Executive Committee shall constitute a quorum and so long as a quorum is present at any meeting of the Executive Committee, a majority vote of those members voting at any meeting shall determine all questions. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors at any regular or special meeting thereof.

Section 2. Nominations Committee. If the Board has created an Executive Committee, the Executive Committee shall also serve as the Nominations Committee. If the Board has not created an Executive Committee, then the President, the Vice President, the Secretary and the Treasurer of the Corporation shall serve as the Nominations Committee.

Section 3. Strategy and Planning Committee. If the Board has created an Executive Committee, the Executive Committee shall also serve as the Strategy and Planning Committee. If the Board has not created an Executive Committee, then the President, the Vice President, the Secretary and the Treasurer of the Corporation and the chairs (or their designee) of the Standing Committees shall serve as the Strategy and Planning Committee.

Section 4. Standing Committees. There shall be such standing committees (such as Development, Finance, Marketing, Personnel, Programs and Properties) as the Board of Directors may create, the duties of which shall be as determined from time to time by the Board of Directors. These standing committee's activities shall be set forth in Board-approved charters. The standing committee shall have no power to act except as is specifically conferred by the Board of Directors.

Section 5. Special Committees. There shall be such special committees as the Board of Directors may create, the duties of which shall be as determined from time to time by the Board of Directors. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as is specifically conferred by the Board of Directors. Upon completion of the task for which appointed, the special committee shall stand discharged.

Section 6. The chairman and members of all committees shall be appointed by the President to serve for a one-year term or until their successors are duly appointed, but such members shall be subject to removal at any time by the President. With limited exceptions, each such committee shall be chaired by a member of the Board of Directors of the Corporation. Persons other than Directors may serve as committee members with such voting rights as shall be specified by the Committee's Charter.

ARTICLE VI Indemnification

Section 1. The Corporation shall indemnify and hold harmless to the full extent permitted by law any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, including an action by or in the right of the Corporation, by reason of the fact that such person is or was an officer, employee or agent of the Corporation or a member of its Board of Directors or any other regular or special committee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, against judgments, fines, amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding, except that no indemnification shall be made in respect of any claim, issue or matter as to which such persons have been finally adjudged to be liable for gross negligence or willful misconduct by the court or tribunal in which such action, suit or proceeding was brought.

Section 2. Indemnification under Section 1 of this Article shall continue as to a person who has ceased to act in the capacity referred to therein and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 3. The Corporation may purchase and maintain insurance to indemnify it against all or any portion of the liability assumed by it in accordance

herewith and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was an officer, employee or agent of the Corporation or a member of its Board of Directors or any other regular or special committee of the Corporation, to protect such persons against any and all liability incurred by him or her in that capacity.

ARTICLE VII Finances

Section 1. Depositories. The moneys of the Corporation shall be deposited in such banks or trust companies as the Board of Directors shall designate and all payments, so far as practicable, shall be made by checks. Checks and drafts may be signed in the name of the Corporation by any officer or employee who may be designated by resolution of the Board of Directors. All notes, bonds or other instruments creating or evidencing an obligation for the payment of moneys shall be signed in the name of the Corporation as the Board of Directors shall direct.

Section 2. Securities. Securities of the Corporation may be registered in the name of the Corporation, in the name of a nominee or may be in Bearer form. Securities may be placed in the custody of such banks or trust companies as the Board of Directors may direct and the responsibility for the investment of funds may be delegated to several entities as the Board of Directors may determine.

ARTICLE VIII Miscellaneous

Section 1. The fiscal year of the Corporation shall be the calendar year.

Section 2. These By Laws may be amended, repealed or restated in whole or in part by the Member or by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting where such action has been announced in the notice of such meeting and the subsequent approval of the Member of the Corporation.

ADOPTED by the Board of Directors of the Corporation on January 8, 2002 and APPROVED by the Executive Board of the Diocese of Southern Virginia on January 10, 2002.

RESTATED and approved by the Board of Directors of the Corporation on April 15, 2008 and by the Member on April 16, 2008.

RESTATED and approved by the Member on January 26, 2010.