

**UNANIMOUS CONSENT IN WRITING
OF
THE BOARD OF DIRECTORS
OF
RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE**

Pursuant to §13.1-865 of the Code of Virginia of 1950, as amended, the undersigned, constituting all of the members of the Board of Directors (“Board”) of RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE, a Virginia non-stock corporation (“Corporation”), hereby unanimously waive notice of meeting and consent to act in writing in lieu of a special meeting of the Board, and hereby consent to, approve, and adopt the following resolutions and preambles:

WHEREAS, the Corporation wishes to ratify and affirm the appointment of the undersigned as the Corporation’s Board members and to ratify and confirm any actions previously taken by the Board on behalf of the Corporation; and

WHEREAS, the Corporation desires to make certain changes to the Corporation’s Bylaws and the Board deems it in the best interest of the Corporation to amend its Bylaws to incorporate and provide for those changes in a First Amendment to Bylaws, the form of which is attached hereto as Exhibit A (“Amendment”).

NOW, THEREFORE, BE IT

RESOLVED: That Board hereby authorizes, adopts, affirms, ratifies and approves in all respects the appointment of the undersigned persons to serve as the Corporation’s Board for the balance of the ensuing year or until their successors are duly elected and qualified as long as such actions were taken in good faith; and it is further

RESOLVED: That all actions previously taken the Board on behalf of the Corporation are hereby ratified and affirmed as though each action had been specifically approved and authorized so long as such actions were performed in good faith; and it is further

RESOLVED: That the Board hereby authorizes, adopts, affirms, ratifies and approves in all respects the Amendment and authorizes and directs John W. Martin, in his capacity as President and CEO to execute the Amendment; and it is further

RESOLVED: This Unanimous Consent in Writing (“Consent”) may be executed in any number of counterparts, and each such

counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one Consent. Any signature delivered by facsimile or other electronic transmission will be deemed to be an original signature to this Consent; and it is further

RESOLVED: That this Consent shall be effective as of the 30th day of November, 2020 (“Effective Date”).

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned, constituting all of the Board members of RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE, have executed this Consent as of the Effective Date written above.

BOARD OF DIRECTORS:



Theodore L. Chandler, Jr., Director

Date signed: December 1, 2020

John W. Martin, Director

Date signed: _____, 2020

James K. Spore, Director

Date signed: _____, 2020

Thomas R. Frantz, Director

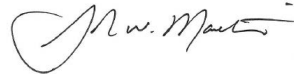
Date signed: _____, 2020

IN WITNESS WHEREOF, the undersigned, constituting all of the Board members of RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE, have executed this Consent as of the Effective Date written above.

BOARD OF DIRECTORS:

Theodore L. Chandler, Jr., Director

Date signed: _____, 2020



John W. Martin, Director

Date signed: 12/01/2020, 2020



James K. Spore, Director

Date signed: 12/01/2020, 2020



Thomas R. Frantz, Director

Date signed: 12/01/2020, 2020

EXHIBIT A

FIRST AMENDMENT TO BYLAWS

See attached.

**FIRST AMENDMENT
TO
BYLAWS
OF
RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE**

THIS FIRST AMENDMENT TO BYLAWS dated January 29, 2020 (“Amendment”) of RVA-Hampton Roads Mega-Region Collaborative, a Virginia non-stock corporation (“Corporation”), is made effective as of November 30, 2020 (“Effective Date”), as follows:

1. Article II, Sections 2.2 and 2.3 shall be replaced with the following:
 - 2.2 Number of Directors. The number of directors shall be not less than two (2) nor more than seventy-five (75).
 - 2.3 Ex-officio Director.
 - (a) The person, if any, holding the position of President and Chief Executive Officer of the Corporation, from time to time shall be a director, *ex officio*. If this position is vacant, but an “acting” holder of that position has been duly designated by the Board, the acting official shall serve as an ex-officio director of the Corporation.
 - (b) The Executive Director or Chief Executive Officer, as the case may be, of the Hampton Roads Community Foundation, and the Community Foundation for Greater Richmond, both organizations exempt from taxation under Section 501(c)(3) of the Code, shall serve as *ex officio* directors of the Corporations.
2. Article IV of the Corporation’s Bylaws shall be revised to change its title to rename it, “**Committees and Mega-Region Institutional Council**” and Section 4.7 through 4.11 shall be added thereto to provide as follows:
 - 4.7 General Powers and Number of Mega-Region Institutional Council Members. The initial members of the Mega-Region Institutional Council (“MIC”) are the following organizations: Plan RVA, Community Foundation for a Greater Richmond, Chamber RVA, Greater Richmond Partnership, GO Virginia Regional Council (Region 4), Leadership Metro Richmond, Management Round Table, Greater Richmond Transit Company, HRPDC, Hampton Roads Community Foundation, Chamber

Hampton Roads, Virginia Peninsula Chamber, Greater Williamsburg Chamber Business Council, Hampton Roads Alliance, GO Virginia Regional Council (Region 5), CIVIC Leadership Institute, Reinvent Hampton Roads, Business Roundtable, Hampton Roads Transit, Hampton Roads Transportation Accountability Commission, Port of Virginia, Hampton Roads Military and Federal Facilities Alliance, and Hampton Roads Workforce Council and such other organizations added or deleted by the Board, from time to time (collectively, “MIC Members” and individually “MIC Member”). The number of MIC Members shall be not less than fifteen (15) nor more than thirty (30). The MIC Members shall be comprised of organizations who are tax exempt as governmental entities or under Sections 501(c)(3) or 501(c)(4) of the Code and support organizations of the Corporation and its mission to improve the economies of the metropolitan statistical areas (“MSAs”) constituting the region known as RVA and the region known as 757 or Hampton Roads. Each MIC Member shall be represented by the individual who is the executive director or chief executive officer of such organization. An organization may be added to or deleted from the MIC Members as determined by the Board, from time to time.

- 4.8 Resignation. Any organization named as a MIC Member may resign from office by delivering a written statement of resignation to the Chair of the Board or the President of the Corporation. Any such resignation shall take effect immediately upon its receipt unless a later effective time and date for the resignation is specified in the notice.
- 4.9 Removal. An organization named as a MIC Member may be removed by the Board with or without cause at any meeting of the Board by the affirmative vote of a majority of Directors then serving on the Board, if notice of intention to act on the removal shall have been included in the notice of the meeting.
- 4.10 Annual and Regular Meetings. The MIC shall meet at least annually at least three days in advance of the Corporation’s annual Board Meeting. Additional meetings of the MIC may be called by or at the request of the Chair of the MIC or the President of the Corporation. Notice of the time and place of each meeting shall be given in writing to each MIC Member. Such notice, if given by private carrier, telegram, or electronic mail, must be received twenty-four hours prior to the meeting, and, if given by mail, must be mailed postpaid and correctly addressed and postmarked at least six days prior to the meeting; provided that if the notice is sent by certified mail, the notice is sufficient if the receipt is signed by or on behalf of the addressee at least twenty-four hours prior to the meeting. Any member of the MIC may waive notice of any meeting, and attendance at or participation in any meeting shall constitute a waiver of notice of the

meeting unless the Chair of the MIC objects at the beginning of the meeting.

4.11 Chairman of the Mega-Region Institutional Council. The Chairman of the MIC shall preside at all meetings of the MIC Members. The Chairman of the MIC shall perform such other duties and shall have such other powers as may be incidental to the office of the Chairman of the MIC or as the Board may from time to time prescribe.

3. In all other respects, except as amended hereunder, the Bylaws of the Corporation shall remain unchanged.
4. This Amendment may be executed in any number of counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one Amendment. Any signature delivered by facsimile or other form of electronic transmission will be deemed to be an original signature to this Amendment.

[SIGNATURES FOLLOW ON NEXT PAGE]

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This First Amendment to the Bylaws was duly adopted by the Board of Directors of RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE by a Unanimous Consent in Writing dated November 30, 2020.

John W. Martin, President and CEO

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