

BYLAWS
of
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ARTICLE I

DIRECTORS

Section 1. General Authority. All corporate powers of the corporation shall be exercised by or under the authority of, and the property, business and affairs of the corporation managed under the direction of, the directors.

Section 2. Qualifications. Any individual interested in providing leadership, resources, and a supportive environment for all who wish to acknowledge and heal wounds from racism that is rooted in the United States' history of slavery shall be eligible for election as a director. Each director shall (i) support the organization's mission and goals, (ii) participate in orientation and ongoing education, (iii) represent the corporation within the community in civic and social groups, and (iv) contribute financially to the corporation. All directors are expected to attend all meetings of the board of directors and board orientations. A director is requested to inform the Chairman of the Board or Secretary prior to any board meeting that such director will be unable to attend.

Section 3. Annual Meetings. Annual meetings of the directors shall be held on the fourth Wednesday in June of each year (and if such day is a legal holiday, on the next business day), or at such other time as the board of directors designate, for the purposes of electing directors (if the same are then to be elected), electing officers and transacting such other business as may properly come before the meeting.

Section 4. Regular Meetings. Regular meetings of the directors may be held at such times as the board of directors may designate from time to time.

Section 5. Special Meetings. Special meetings of the directors may be held at any time at the call of the Chairman of the Board or more than one third of the directors then in office.

Section 6. Place of Meetings. Meetings of the directors shall be held at such place, within or without the Commonwealth of Virginia, as the board of directors may designate from time to time.

Section 7. Notice of Meetings. Notice of the date, time and place of each meeting of the directors and, in the case of an annual meeting or a special meeting, the purpose or purposes of the meeting, shall be given to each director not less than five days prior to the date of the meeting. Notice to a director shall be in writing and shall be deemed given: (i) if personally delivered, when received; (ii) if mailed, when mailed by first class mail, postpaid and correctly addressed to the

director's address as it appears in the records of the corporation; and (iii) if transmitted electronically, when it enters an information processing system that the director has designated or uses for the purposes of receiving electronic transmissions of the type sent and from which the director is able to receive the electronic transmission, and the electronic transmission is in a form capable of being processed by that system.

A director's attendance at or participation in a meeting waives any required notice to such director of the meeting unless such director at the beginning of the meeting or promptly upon such director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 8. Waiver of Notice. Notice of any meeting of the directors may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records.

Section 9. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the directors may be taken without a meeting if the action is taken by all of the directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 10. Conduct of Meetings. The Chairman of the Board, or in such individual's absence, the Vice Chairman of the Board, if any, and if none the Chief Executive Officer(s) in the order designated by the board of directors from time to time, shall act as chairman of and preside over meetings of the directors. If no such officer is present, the directors present at the meeting shall elect a chairman. The Secretary, or in such individual's absence an Assistant Secretary, if any, shall act as secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

Section 11. Procedure at Meetings. The procedure at meetings of the directors shall be determined by the chairman, and the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

Section 12. Participation by Remote Communication. The board of directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of remote communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such

means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 13. Quorum. A quorum at any meeting of the directors shall be the presence in person or by proxy of a majority of the number of directors in office immediately before the meeting begins. Except as otherwise provided by law, the articles of incorporation or these bylaws, the affirmative vote of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the board of directors.

Section 14. Committees. The board of directors may create such committees of the board of directors as the board of directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the board of directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Each such committee shall be composed of such directors as may be appointed by the board of directors.

The provisions of Sections 6 through 13 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the board of directors, shall apply to committees and their members as well.

Section 15. Conflicts of Interest. No transaction with the corporation in which a director has a direct or indirect personal interest shall be void or voidable solely because of the director's interest in the transaction if (i) the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors, and the transaction is authorized, approved or ratified by the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no direct or indirect personal interest in the transaction, and (ii) the transaction is fair to the corporation.

Section 16. Compensation and Expenses. Directors may be compensated for personal services rendered to, and reimbursed for expenses incurred for and on behalf of, the corporation which are reasonable and necessary to effect the purposes of the corporation in such amounts and in such manner as may be authorized or approved by the board of directors.

Section 17. Advisory Boards. The board of directors may create or may recognize such advisory boards, committees or groups as it may deem necessary or appropriate. The purpose of any such board, committee or group shall be to advise any or all of the board of directors, any committee of the board of directors and the officers of the corporation upon or with respect to such matters as the

board of directors may deem desirable. Any advice, recommendation or position given, made or taken by any such advisory board, committee or group on or with respect to any matter shall be given such consideration as the person or persons receiving the same may deem appropriate but shall not be binding upon such person or persons. Each such board committee or group shall be composed of such individuals, including, without limitation, directors, as may be appointed by the board of directors.

Section 18. Terms of Members of Committees and Advisory Boards. The terms of members of committees of directors and of advisory boards, committees and groups shall expire at the first annual meeting of the directors following their appointment.

ARTICLE II

OFFICERS

Section 1. Generally. The officers of the corporation shall be a Chairman of the Board, one or more Chief Executive Officers, a Secretary, a Treasurer and a Vice Chairman of the Board. Officers, other than those elected to fill vacancies, shall be elected by the board of directors at the annual meeting of the directors. Any vacancy in any such office shall be filled at the first meeting of the directors after the vacancy occurs. Any officer may hold more than one office. Each officer shall have the authority and perform the duties which pertain to the office held by such individual or are set forth in these bylaws and, to the extent consistent with these bylaws, such authority and duties as may be prescribed by the board of directors or the Chairman of the Board.

Section 2. Chief Executive Officer. The Chief Executive Officer(s) shall be the chief executive officer(s) of the Corporation and shall have general supervision over, responsibility for, and control of the other officers, agents and employees of the Corporation and shall perform such duties, and shall have such authority, as may be lawfully required of, or conferred upon, him by the board of directors. During the absence, disqualification or inability to act of the Chairman of the Board, and if a Vice Chairman of the Board has not been elected, the Chief Executive Officer(s), in the order designated by the board of directors from time to time, shall have the authority and perform the duties of the Chairman of the Board.

Section 3. Chairman of the Board. The Chairman of the Board shall preside as chairman at all meetings of the directors and shall perform such duties, and shall have such authority, as may be lawfully required of, or conferred upon, him by the board of directors. The Chairman of the Board shall be a director of the corporation and an ex officio member of each committee of the board of directors.

Section 4. Secretary. The Secretary shall prepare and have custody of minutes of meetings of the directors in a book or books kept for that purpose and have the responsibility for authenticating records of the corporation. The Secretary shall maintain records of the directors of the corporation. The Secretary need not be a director of the corporation.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have the custody of all moneys and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. Unless otherwise prescribed by the board of directors or the Chairman of the Board, the Treasurer shall maintain the books of account and financial records of the corporation. The Treasurer need not be a director of the corporation.

Section 6. Vice Chairman of the Board. A Vice Chairman of the Board shall, in the absence of the Chairman of the Board, preside as chairman at all meetings of the directors and shall perform such duties, and shall have such authority, as may be lawfully required of, or conferred upon, him or her by the board of directors.

Section 7. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than Chairman of the Board, such other officers or employees as may be designated by the board of directors or by the Chairman of the Board shall have the authority and perform the duties of such officer.

Section 8. Term. Officers shall hold office until the first annual meeting of the directors following their election or appointment or until their respective successors are elected or appointed.

Section 9. Resignation. An officer may resign at any time by delivering written notice to the board of directors, the Chairman of the Board or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 10. Removal. Any officer may be removed, with or without cause, at any time by the board of directors, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 11. Executive Director. The board of directors may, but shall not be required to, authorize the corporation to employ an individual to serve as the Executive Director of the corporation. The Executive Director shall be an employee of the corporation and shall perform such duties and shall have such

authority, as may be required of or conferred upon such individual by the board of directors or the Chairman of the Board.

Section 12. Employees and Agents. The board of directors may, but shall not be required to, authorize the corporation to employ or engage such employees and agents as the board of directors deems necessary or desirable to further the purposes of the corporation.

Section 13. Compensation, Benefits and Expenses. Officers, employees and agents of the corporation may be compensated and provided with benefits for personal services rendered to, and reimbursed for expenses for expenses incurred for and on behalf of, the corporation which are reasonable and necessary to effect the purposes of the corporation in such amounts and in such manner as may be authorized or approved by the board of directors.

Section 14. Execution of Instruments. Checks, drafts, notes and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the board of directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts or notes for collection or deposit to the credit of the corporation. The signature of any such officer or other individual may be a facsimile when authorized by the board of directors.

Section 15. Proxies. Unless otherwise prescribed by the board of directors, the Chairman of the Board may from time to time, individually or by such proxy or proxies, attorney or attorneys, agent or agents of the corporation as such individual shall designate in the name and on behalf of the corporation, cast any votes or take any action which the corporation is entitled to vote or take as a shareholder, member, partner or otherwise in any other corporation, limited liability company, partnership or other entity and instruct the individual or individuals so appointed as to the manner of casting such votes or taking such actions and execute or cause to be executed on behalf of the corporation such written proxies, consents, waivers or other instruments as such individual may deem necessary or desirable.

ARTICLE III

SEAL

The seal of the corporation shall be a flat-face circular die, of which there may be any number of counterparts or facsimiles, in such form as the board of director shall from time to time adopt.

ARTICLE IV

AMENDMENTS

These bylaws may be amended, altered or repealed by the affirmative vote of a majority of the directors.