

Sandbridge Beach Civic League, Inc.

Bylaws

Revision 2

Adopted June 21, 2014

Sandbridge Beach Civic League, Inc.

Bylaws

Revision History

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Revision 1	Adopted June 18, 2011
Revision 2	Adopted June 21, 2014

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MISSION: The mission of the Sandbridge Beach Civic League, Inc. shall be to keep the membership informed about matters concerning the general welfare and civic betterment in all fields such as cultural, educational, recreational and social, and the community physical aspects of Sandbridge Beach. Further, the Sandbridge Beach Civic League, Inc. will provide a forum for its members to express their views on matters that may come before it.

ARTICLE I Name

The name of this corporation is the “Sandbridge Beach Civic League, Inc.”, hereinafter referred to as “SBCL”, first incorporated as a non-stock corporation in Virginia, July 24, 1974.

ARTICLE II Purpose

Section 1 The residents and property owners of Sandbridge Beach form a non-stock corporation for the general welfare of this community, to uphold the Bylaws of this corporation and to help advance the general welfare of the community. These Bylaws shall be readily available to the membership.

Section 2 The SBCL is organized to promote, foster, and improve the general welfare, cultural, educational, recreational, social, and physical aspects of the community of Sandbridge Beach, and its environs, through individual and united efforts.

Section 3 The SBCL shall furnish a forum for all members to express and discuss their views and for determination of a community stand on issues affecting the community of Sandbridge Beach, and to provide programs for the betterment of its membership.

Section 4 The SBCL shall actively promote the execution and observance of the legal documents necessary to continue the full force, effect and intent of recorded property and subdivision restrictive covenants applicable to the various properties and subdivisions, which constitute the community of Sandbridge Beach.

Section 5 The SBCL shall cooperate with neighboring civic organizations to keep this section of Virginia Beach free from undesirable rezoning and to promote its betterment as a residential community.

Section 6 The SBCL shall be non-sectarian and non-partisan. All members are encouraged to register and vote in local, state, and federal elections where applicable.

ARTICLE III Members

Section 1 Membership eligibility is extended to adults who own property in Sandbridge or who are residents of Sandbridge Beach. Residents are defined as those persons residing in Sandbridge Beach for at least six months of the year.

Section 2 The boundaries of the community of Sandbridge Beach are:

- North: Dam Neck Military Base
- East: The Atlantic Ocean
- South: The Back Bay National Wildlife Refuge
- West: Back Bay, North Bay, a point 2,000 feet west of Sandpiper Road on Sandbridge Road and the Back Bay National Wildlife Refuge

Section 3 Annual Membership dues shall be established by the Board of Directors hereafter referred to as the Board, and reviewed each year. The SBCL Membership year is July 1st through June 30th. Eligible residents may become a member at any time during the membership year; membership dues are not prorated. The annual dues shall be per household and include up to two adult members of that household with each member having one vote. Each additional adult who is a permanent resident in a member's house and is desirous of having a membership may secure same by application and payment of the annual dues. Members whose dues are not paid by May 31st shall not be entitled to vote at the June Annual Membership Meeting for that membership year. Memberships shall not be transferable. Those individuals satisfying the requirements of Article III Sections 1 and 3 shall be considered as members in good standing hereafter referred to as Members.

Section 4 Subscriber Membership is available to those individuals who do not meet the requirements of Article III Sections 1 and 3, who are former SBCL members and have a continued interest in the wellbeing of Sandbridge Beach. Subscriber Membership is subject to payment of annual dues as set forth in Article III, Section 3; Subscriber Members will receive monthly newsletters but are not eligible to vote.

Section 5 The official list of SBCL members shall be maintained by the Membership Chairman and reported to the Secretary.

ARTICLE IV Officers and Directors

Section 1 Officers of the SBCL shall be the President, Vice President, Secretary and Treasurer. These Officers are members of the Board as described in Article V Section 1. These Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the SBCL.

Section 2 Duties of Officers and Directors

- A. **President:** The President shall preside at meetings of the Board and membership and shall administer all affairs of the SBCL. The President shall vote at membership meetings only to break a tie vote and may vote in elections. The President shall be the spokesperson for SBCL, sign all SBCL correspondence and shall have such other powers and duties as may be assigned by the Board.
- B. **Vice-President:** The Vice-President shall exercise all powers and perform all duties of the President during the President's absence or inability to act; and perform such other duties as may be assigned by the President.
- C. **Secretary:** The Secretary shall have charge of and maintain such correspondence, newsletters, operating procedures, books, documents, and records as the Board may determine; ensure thorough turnover of said documents to succeeding Secretaries; attend and keep the minutes of all meetings of the Board and membership. The Secretary shall, in general, perform all duties incident to the office, subject to the control of the Board, and perform such other duties as may be required or assigned by the Board. The Secretary shall submit a copy of the minutes of all meetings to the President within ten (10) days after the meeting; the minutes shall serve as a permanent and accurate record of all business transacted. The Secretary shall obtain a list of SBCL members from the Membership Chairman and provide a list of officers and directors to the Registered Agent. The Secretary shall issue notices of membership meetings.
- D. **Treasurer:** The Treasurer shall prepare an annual budget for each Fiscal Year and submit it to the Board for review; approval and adoption shall be as set forth in Article VIII Section 1. The Treasurer shall receive and deposit all funds in a financial institution

approved by the Board and shall disburse funds as directed by the Board and in accordance with the approved Budget. The Treasurer shall keep an accounting of all receipts and disbursements, and an accurate balance of funds on hand, and shall provide a report of all financial activity at each membership meeting. All checks shall be signed by the Treasurer and co-signed by one other Officer of the corporation. The Treasurer shall be bonded to an amount determined by the Board and submit to an annual review by a Financial Review Committee as defined in Article VII Section 2.

- E. Directors: Directors shall attend Board meetings and perform such duties as the Officers require.

Section 3 Nomination of Officers and Directors

- A. The Nomination Committee for officers and directors shall be comprised of no less than five (5) members nominated by the membership, from the floor at the April Membership Meeting; limit of one nominee per person. There shall be no limit on the number of those serving on the nominating committee.
- B. The Nominating Committee shall prepare a slate of qualified Officers and Directors for presentation to the membership at the May Membership Meeting, one nominee for each position.
- C. The Nominating Committee shall actively seek members interested and willing to serve the SBCL and shall nominate one candidate to fill each Officer and Director position whose term expires at the end of the current year. The Committee will also nominate a candidate to complete any unfulfilled Director position 2 year term.
- D. The slate, as proposed by the Nominating Committee, shall be read at the May Membership Meeting; additional nominations may be made from the floor at the May Membership Meeting. No nomination may be made either by the Nominating Committee or from the floor without prior consent of the nominee and all nominees shall be members. The slate shall be sent to all members prior to the Annual Membership Meeting.

Section 4 Elections

- A. Election of Officers and Directors shall be held at the Annual Membership Meeting of the SBCL in June of each year. Officers shall serve for a term of one (1) year and Directors for a term of two (2) years or until their successors are elected. The Officers and

Directors shall take office and be installed immediately after election results are announced at the Annual Membership Meeting. Their term of office shall begin at the close of the Annual Membership Meeting at which they are installed.

- B. The President, Vice President, Secretary and Treasurer, and two (2) Directors shall be elected at the Annual Membership Meeting. Only two of the four Directors are elected each year in order to provide staggered terms of office to ensure continuity and prevent wholesale Board turnover.
- C. In the election of Officers and Directors, if there should be only one nominee for each position, the Secretary shall cast one vote to elect at the Annual Membership Meeting.
- D. In the event there are two (2) or more nominees for a position, a secret ballot shall be used for voting. Each nominee may provide a resume of not more than fifty (50) words to be a part of the ballot. A ballot listing all the nominees and the available resumes shall be sent to members of the SBCL at least ten (10) days prior to the Annual Membership Meeting. The nominee receiving the most votes at the Annual Membership Meeting shall be elected. If there is a tie vote, the Board shall vote to elect by a majority of their votes.
- E. Ballots shall be mailed only to members whose dues are paid or postmarked by May 31 of the current membership year. Members whose dues are not paid by May 31 shall not be entitled to vote. Completed ballots shall be mailed to the Secretary or presented at the membership meeting and may not be recalled after being submitted and this shall be stated on the ballot. Only ballots in sealed envelopes with signatures shall be accepted for counting. The President shall appoint three (3) tellers to collect and count the votes for each nominee; report to the membership at the membership meeting; and properly dispose of all ballots.

Section 5 Replacing Officers and Directors

If an Officer or Director position becomes vacant, except President, the Board shall appoint a member to that position to serve until the next Annual Membership Meeting. In the event a Director position becomes vacant in the first year of its 2 year term, the Director appointed by the Board will serve only for the remainder of that first year and a new Director will be elected by the membership at the Annual Membership Meeting to fulfill the remainder of that 2 year term. An Officer or Director position shall be declared vacant by the Board when the incumbent resigns, is unable to perform his or her duties, is no longer a member or is absent from three consecutive meetings of the SBCL or the Board without just cause.

Section 6 Recall of Officers and Directors

To initiate a recall of Officers or Directors, a petition signed by twenty (20) percent of the members of the SBCL, setting forth the reason(s) for recall, shall be presented at a membership meeting. The petition shall be postponed without discussion or action until the next meeting, special or regular, when it shall be the first item of business. Notification and reason(s) for the recall, and secret ballots shall be mailed to members at least ten (10) days prior to the meeting when the motion to recall will be voted upon. This vote will be conducted by secret ballot and shall be handled in the same manner as Article IV Section 4.E and may occur at any time during the membership year. Recall of Officers or Directors shall be by a two-thirds majority of the members voting.

ARTICLE V Board of Directors

Section 1 The Board shall be the governing body of the SBCL. The Board shall be comprised of the President, Vice-President, Secretary and Treasurer, who shall be known as the “Officers”, plus four (4) persons elected from the membership-at-large to be Directors and the immediate past-president (ex-officio). All nine (9) members of the Board shall be entitled to vote at Board meetings. The President shall be the Chairman of the Board and shall cast the deciding vote in the event of a tie vote by the Board. The Board shall have the authority to transact the business of the SBCL between membership meetings, to disburse funds for approved expenditures and to conduct business by and for the SBCL. Officers shall serve for a term of one (1) year and Directors for a term of two (2) years or until their successors are elected and installed. The two year terms for the 4 Director positions will be staggered; 2 of the Director positions overlapping the other 2 Director positions by one year, only two of the 4 Director positions will be up for reelection each year thus providing Board continuity from year to year. The Officers and Directors shall maintain their membership in the SBCL as defined in Article III and shall serve without pay or compensation.

Section 2 The members of the Board shall direct the affairs and business of the SBCL in such a manner that the objectives of the SBCL shall be accomplished in an exemplary manner in accordance with the Articles of Incorporation and Charter from the Virginia State Corporation Commission and also in accordance with applicable laws and regulations as a non-profit corporation.

Section 3 The Board shall review the annual budget as proposed by the Treasurer and recommend same to the membership for approval as set forth in Article VIII Section 1. Annual membership dues shall be established each year by the Board.

Section 4 The Board shall be authorized to adopt Operating Procedures to govern the day-to-day operations of the SBCL. Operating Procedures shall be retained by the Secretary as part of the SBCL permanent record and be turned over to succeeding Secretaries and newly elected Board members as described in Article IV Section 2.C.

ARTICLE VI Meetings

Section 1 The Annual Membership Meeting of the SBCL shall be held at 10:30 a.m. on the third Saturday of June at an appropriate location in Sandbridge Beach.

Section 2 Membership meetings shall be held monthly at such time and place as shall be determined by the Board. The August Membership Meeting shall be held at 10:30 a.m. on the third Saturday of August. The membership meeting schedule for the remainder of the fiscal year shall first be published in the August newsletter and monthly thereafter. Membership meetings shall not be held in July and December.

Section 3 Special Meetings of the membership may be called by the President, a majority of the Board or by a petition of ten (10) percent of the membership to the President. The purpose of the Special Meeting shall be stated in the call and no other business except that for which the meeting was called shall be conducted. Notice of such Special Meetings shall be sent to the membership at least fourteen (14) calendar days prior to such a meeting.

Section 4 Quorum

At any membership meeting, the presence of twenty-five (25) members as defined in Article III Section 3 shall constitute a quorum. At Board meetings, the presence of five (5) Board members shall constitute a quorum.

Section 5 Membership meeting agendas

A. The order of business at monthly membership meetings shall be;

- Call to order
- Invocation and Pledge of Allegiance
- Program (if any)
- Approval of the minutes of the previous meeting
- Reports of the Treasurer, Committees and Officers
- Unfinished Business
- New Business
- Announcements
- Adjourn

B. At the Annual Membership Meeting, the election of Officers and Directors shall be the first order of business after the reading of the minutes of the previous meeting.

Section 6 The Board shall meet at such time and place as the Board may decide.

ARTICLE VII Committees

Section 1 The Board shall establish standing committees as may be required and shall direct their activities.

Section 2 A Financial Review Committee shall be comprised of no less than two (2) members and include a financial professional. The Committee shall complete a thorough review of all SBCL financial records in sufficient time to provide a written report at the August Membership Meeting. For recording purposes and to facilitate future reviews, the written report shall include the closing balance for the Fiscal Year reviewed. A copy of this report shall be included in the newsletter and retained indefinitely by the Secretary.

Section 3 A Bylaws Committee shall be responsible for reviewing the entire Bylaws at least every third year for possible revision and to assure they are appropriate for the SBCL. Revised Bylaws shall be voted on at the Annual Membership Meeting. Announcement of the Bylaws revision will be made at the April Membership Meeting and tabled. The revised Bylaws will be included in the May newsletter and the Bylaws Committee will take comments from the floor during the May Membership Meeting. Notice of the vote and ballots will be printed in the June newsletter and the

revised Bylaws will be voted on at the Annual Membership Meeting in June. Balloting and voting shall be handled in the same manner as Article IV Section 4.E. Revised Bylaws shall be adopted by a two-thirds majority of members voting and shall take effect at the close of the Annual Membership Meeting. The Bylaws Committee shall be comprised of no less than five (5) members.

Section 4 Other ad hoc committees may be appointed by the President or by a vote of the Board.

ARTICLE VIII Finances

Section 1 The annual budget as proposed by the Treasurer and recommended by the Board must be published in the August newsletter and must be approved by a majority of members voting at the August Membership Meeting.

Section 2 Revenue for the SBCL shall be derived from the dues and assessments paid by the members in accordance with the Bylaws and from such other gifts, contributions, and donations as may be received. The SBCL shall not enter into profit-making activities for the purpose of obtaining revenue to support the activities of the SBCL.

Section 3 All expenditures exceeding two hundred fifty dollars (\$250) must be approved by a majority of members voting at a membership meeting, unless specifically provided for in the approved budget. During any period between meetings the President, with the approval of a majority of the Board, may spend no more than two hundred fifty dollars (\$250) for expenditures not previously authorized if he or she deems such expenditures to be in the best interests of the SBCL. Such expenditures shall be reported at the next meeting.

Section 4 Notwithstanding any other provision of these Bylaws, no Officer, Director or member of the SBCL shall take any action on behalf of the SBCL not permitted to be taken by an organization exempt under Section 501(c) (4) of the Internal Revenue Code and its regulations.

Section 5 Donations made by the SBCL may not exceed one hundred dollars (\$100) unless the donation is for the good of the community at large. All donations must be approved by a majority of the members present at a regularly scheduled membership meeting of the SBCL.

Section 6 The fiscal year of the SBCL is July 1st through June 30th.

ARTICLE IX Parliamentary Authority

The current edition of Robert's Rules of Order shall govern the SBCL in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or State or Federal Law, and any Operating Procedures or Guidelines which the SBCL may adopt.

ARTICLE X Dissolution

In the event of and upon dissolution of the SBCL, all of its net assets shall be distributed to such charitable and educational organizations, as described in Section 501(c)(4) of the Internal Revenue Code and similar sections of future laws, as the Board in their sole discretion shall determine, subject to the stipulation that the funds belonging to the SBCL shall remain within the limits of the community of Sandbridge Beach and be designated for the protection and betterment of the community.

ARTICLE XI Amendments

Section 1 Proposed amendments to these Bylaws must be presented in writing to the Board stating the specific Article/Section to be amended, the concern with that Article/Section as written and the proposed amended Article/Section in its entirety. Proposed amendments must be signed by at least twenty (20) members.

Section 2 The Board shall review proposed amendments. Following the Board's review the Article/Section in question, the concern with that Article/Section as written and the proposed amended Article/Section shall be read at the next membership meeting and tabled. Notice of the pending amendment, including the Article/Section as written, the concern with that Article/Section and the proposed amended Article/Section in its entirety, shall be published in the next newsletter. At the next membership meeting it shall be the first order of business after reading of the minutes. Discussion of the proposed amendment shall occur at this meeting. Notice of a vote on this amendment and ballots shall be printed in the next newsletter. The amendment will be voted on at the meeting after this newsletter by means of ballots. Balloting and voting shall be handled in the same manner as Article IV Section 4.E and may occur at any time during the membership year. Amendments shall be approved by a two-thirds majority of the members voting. The amendment shall take effect one month after acceptance.