

BYLAWS
LAGO MAR CIVIC LEAGUE, INC.
A Virginia Non-Stock Corporation

Article One
Offices

Section 1.01 Principal Office

Lago Mar Civic League (the “Corporation”) has a principal office in the Commonwealth of Virginia is 2133 Upton Drive, #126, Box 459, Virginia Beach, VA 23454. The Board of Directors may change the principal office in the Commonwealth of Virginia from time to time.

Section 1.02 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at those places where the Corporation is qualified to conduct its activities.

Article Two
Purpose

The Corporation is organized exclusively as a social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code, including but not limited to organizing a civic league to promote the common good and general welfare of the Lago Mar neighborhood of Virginia Beach, Virginia. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

Article Three
Board of Directors

Section 3.01 Election to Board of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of between three (3) and fifteen (15) members, each a “Director,” and collectively the “Directors.” The Board of Directors may, from time to time, delegate authority to manage this Corporation to those officers set forth below. The Board of Directors shall also be responsible for appointing, disciplining, and removing officers. At least one of the Directors elected shall be a resident of the Commonwealth of Virginia and a citizen of the United States.

The Directors shall serve without compensation, unless otherwise employed by the Corporation. The Directors to be chosen for the ensuing year shall be chosen by the present Board of Directors at the November or December meeting. The existing Board of Directors shall vote on Directors for the ensuing year using the ballot system set forth below. Directors shall serve for a term of two (2) calendar years, beginning on January 1 of the calendar year following their election, and ending December 31 of the second year.

The Board of Directors shall have the authority to control and manage the property, affairs, and business of this Corporation. Such Board of Directors shall only act in the name of the Corporation when it shall be convened by the President after due notices to all the directors of such meeting, and a quorum is present.

Should a member of the Board of Directors resign or be removed prior to the expiration of their term, the vacancy in the Board of Directors shall be filled by a vote of sixty-six percent (66%) of the remaining members of the Board of Directors. Such vote shall have the effect of filling the vacant term of the Director who resigned/was removed.

A Director may be removed when just cause exist for such removal at the discretion of the President. Just cause includes but is not limited to failing to uphold the shared mission and goals the Corporation.

Section 3.02 Voting

Each Director shall have one vote at any meeting at which he or she is present. Proxy voting will not be permitted at any membership meeting or election.

Section 3.03 Meetings

Regular Meetings: Regular meetings shall be held monthly at a time and place determined by the President of the Board of Director. Meetings may be held electronically (i.e., Zoom) or in person at the discretion of the President.

Special Meetings: A meeting of the Corporation may be called special by the President when deemed in the best interest of the Corporation. Notice of such meeting shall be mailed or emailed to all Board of Directors at least five (5) days before the scheduled date set for a special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. Additionally, at the request of sixty-six percent (66%) percent of the members of the Board of Directors, the President shall cause a special meeting to be called, but such request must be made in writing at least (5) days before requested scheduled date.

Quorum: The quorum for an official meeting shall be the presence of not less than sixty- six percent (66%) of the Board of Directors holding votes entitled to be cast at such meeting.

Place, Date and Hour: All meetings of the Corporation shall be held at a location and time designated by the President.

Article Four Directors and Officers

Section 4.01 Officers

There shall be five (5) Officers of the Board of Directors appointed by the Board of Directors by ballot vote, consisting of a President, Vice President, Treasurer, Secretary, and Membership Officer. Each officer shall serve at the pleasure of the Board of Directors. The term of each officer position shall be for a period of two (2) years, unless sooner terminated by the action of the Board of Directors. The duties of each Board position are as follows:

The **President of the Board** shall attend Board of Directors meeting and is responsible for leading the Board of Director meetings and any special meeting. The President shall oversee the Vice President, Secretary and Treasurer in the performance of their duties. The President may also be referred to as the Corporations Executive Director.

The **Vice President** shall attend Board of Directors meeting and is responsible for leading the organization if the President of the Board is not present or able. In the event the President becomes incapacitated or is unavailable for an extended period of time in excess of 30 days, it is the duty of the Vice President to call an emergency Board of Directors meeting. The Vice President must facilitate the appointment of a new President of the Board within 45 days of that special meeting.

The **Treasurer** shall attend Board of Director meetings and is responsible for filing annual tax returns and other official governmental reports and assuring that all corporate financial records are maintained. The Treasurer shall make a report at each Board of Directors meeting. The Treasurer shall chair the finance committee of the Corporation, assist in the preparation of the budget, help develop fundraising plans and make financial information available to all Board of Directors and the public. The Treasurer shall be authorized to sign checks or drafts on behalf of the Corporation.

The **Secretary** shall attend Board of Directors meetings and is responsible for keeping records of actions of the Board of Directors, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes from the prior meeting and the current agenda to each member of the Board of Directors before each meeting.

The **Membership Officer** shall attend Board of Director meetings and is responsible for obtaining residents as members of the Corporation, promoting the purposes of the Corporation, and providing information about the Corporation to prospective members.

Section 4.02 Elections

The candidate receiving the greatest number of votes for each office shall be declared elected.

Section 4.03 Vacancies

Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Article Five Committees

The Board may each year appoint standing committees to advance the work of the Corporation in such matters as the Board determines from time to time. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects. Any committee appointment may be terminated by a majority vote of the full Board upon ten (10) days written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

Article Six Liability and Indemnification

No Director or officer of the Corporation will be personally liable for the payment the Corporation's debts and liabilities except as any Director or officer may be liable by reason of his or her own conduct or acts. Relief from liability for the Corporation's debts will not, however, apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(4).

Subject to the previous paragraph, the Corporation shall indemnify every Director or officer, his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a Director or officer of the Corporation.

This indemnification is being given since the Directors will be requested to act by the Corporation for the Corporation's benefit. This indemnification is exclusive of all other rights to which a Director may be entitled.

Article Seven Selection of Activities and Projects

The Corporation shall conduct such activities and projects (including but not limited to fundraising and making donations) as the Board of Directors may from time to time approve. Activities or projects may be presented to the Board of Directors for consideration by any director. The Board of Directors shall decide whether the Corporation will participate in a given project or activity based upon the following factors: (a) relationship of the activity to the purposes of the Corporation, as

set forth in the Articles of Incorporation and these Bylaws; (b) degree of need demonstrated by individual or organization involved; (c) financial impact upon the Corporation; (d) ability of the Corporation to make a difference. A case history shall be maintained by the Secretary regarding all activities and projects undertaken by the Corporation, including detailed documentation of the method and amount raised a part of any fundraising activity, and the amount of money sent or donated by the Corporation. Each activity or project undertaken by the organization should be voted on by the Board of Directors. All activities of the Corporation will be consistent with the Corporation's Articles of Incorporation and its 501(c)(4) tax-exempt status.

Article Eight Miscellaneous Provisions

Section 8.01 Fiscal Year

The fiscal year of the Corporation shall begin on the January 1 and end on December 31 of each calendar year.

Section 8.02 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 8.03 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within the Bylaws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this agreement.

Section 8.04 Notices

Unless otherwise stated, whenever these Bylaws call for notice, the notice must be in writing and personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice, or in a form of electronic transmission consented to by the individual to whom the notice is given. Notice is effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice shall be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice shall be given to the parent or legal representative of the minor or incapacitated individual.

Section 8.05 Waiver of Notices

Whenever any notice is required to be given under federal or state law or under the Articles of Incorporation and the Bylaws, a waiver of the notice in writing signed by the person or person entitled to the notice, whether before or after the time stated in the notice, will be treated as the equivalent to the giving of the required notice.

Section 8.06 Reference to Laws

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the Commonwealth of Virginia are to the laws of the Commonwealth of Virginia as now in force or hereafter amended.

Section 8.07 Conflicts of Interest

No member of the Board of Directors may participate in the discussion of, nor vote on, any matter regarding which they or a member of his immediate family has a direct or personal or financial interest. Specifically, no member of the Board of Directors may vote to elect himself, may vote regarding a project or donation to be undertaken by the Corporation that will affect himself or a member of his immediate family. Finally, the Corporation may not contract with any Directors or Officers, or a member of their immediate family or any entity in which he has an interest (including as an employee), unless approved by a majority vote during an official Board meeting.

Article Nine Amendments

Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors recommending the amendment to the members unless the Board of Directors determines that because of conflict of interests or other special circumstances it should make no recommendation and communicates the basis for its determination to the members. The resolution shall be submitted at a regular or special meeting. The written notice of the meeting shall contain the date, time, and place, and that the purpose of the meeting is to consider the proposed amendment; the notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be given to each member not less than twenty-five (25) days nor more than sixty (60) days before the meeting. The amendment shall be adopted upon receiving more than two-thirds (2/3) of all votes entitled to be cast.

Amendments to the Bylaws may be made by a majority vote of the Directors at any meeting at which a quorum is present, provided ten (10) days written notice is given to the Directors of any proposed change. The foregoing notwithstanding, Bylaws made by the members may not be altered or repealed by the Board of Directors without the consent of the members. Such consent shall be obtained in the same manner as hereinabove provided for an amendment to the Articles of Incorporation. Any Bylaws made by the Board of Directors may be repealed or changed, and new Bylaws made, by a majority vote of the members.

Article Ten Dissolution

Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed as the Board of Directors may determine to one or more entities organized and operated exclusively for the promotion of the common good and general welfare of the Lago Mar neighborhood of Virginia Beach, Virginia.

These Bylaws of the Lago Mar Civic League, Inc. were adopted at the organizational meeting of the Board of Directors of the Lago Mar Civic League, Inc., on this the 15th day of October 2021.



Richard Meadows, President