

By-Laws of Croatan Civic League, Inc

Geographic Area

1. The boundaries of the Croatan Civic League, Inc. shall be: Bounded by the Rudee Inlet on the North, Lake Wesley and General Booth Blvd. on the West, Camp Pendleton on the West and South, and the Atlantic Ocean on the East.

Article One - Members

1. Members Generally. The designation of the class or classes of members and qualification and rights of members of each class are set forth in the Articles of Incorporation. The corporation may issue certificates evidencing membership therein. Memberships shall not be transferable. Members shall pay such annual dues as are determined by the Board of Directors.
2. Meetings of Members. There shall be at least one annual meeting specifically for all members in good standing, to be held at a time and place determined by the Board of Directors.

Members may attend Board of Directors' meetings if they so desire and enter into discussions of any subject matter but may not vote on any motions before the Board of Directors.

Notice of general membership meetings and Board of Directors' meetings shall be given to members by newsletter, flyer, public notice in newspaper, or by whatever means deemed suitable by the Board of Directors.

3. Voting by Members Generally. Members shall not be entitled to vote except as the right to vote shall be conferred by the Articles of Incorporation.

A member entitled to vote may vote in person or may vote by proxy executed in writing by the member or by his or her duly authorized representative. No proxy shall be valid after eleven months from its date unless otherwise provided in the proxy.

4. Quorum of Members. Members holding one-fifth of the votes entitled to be cast, represented in person or by proxy shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by the Articles of Incorporation or the Virginia Non-Stock Corporation Act.

Article Two - Directors

1. Board of Directors Generally. The affairs of the Corporation shall be managed by a Board of Directors. The Board will consist of no more than *fifteen* members in good

standing. *Fifteen* will be elected by the general membership to represent them in the affairs of the Corporation.

2. Election of Directors. Members of the Board of Directors shall be elected on a "staggered" basis for a term of two years each to ensure continuity. Each year no less than *seven* nor more than eight of the members of the Board shall stand for election. If *fifteen* Directors are elected, then seven members will be up for election in one year with eight members elected the following year. If the Board is composed of a lesser number, then no less than half of the members will stand for election each year. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected. The Board of Directors will designate Associate Directors as necessary to fill such roles as Newsletter/Web Site Coordinator.
3. Removal of Directors. Any duly elected and appointed Director may be challenged and subject to removal from office at any time by any member in good standing whose judgment considers the better interests of the Corporation will be served by such action. The Director so challenged will be entitled to a primary hearing by the other members of the Board of Directors to determine if cause exists for further action.
4. Vacancies on Board of Directors. Any vacancy on the Board will be filled by the person who received the largest number of votes among the nominees who were not elected to the Board at the previous annual election meeting. If there are no such nominees available, the vacancy will be filled by approval of a majority of the remaining Directors.
5. Quorum of Directors. One-third of the number elected Directors shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn.
6. Committees. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate one or more committees to function either on an annual or ad hoc basis. Chairmen of these committees may be appointed by the President and shall be members of the Board of Directors. Other persons serving on these committees shall be members in good standing, but not necessarily Board members. The President of the Corporation shall be an ex-officio member of all committees.
7. Meetings of the Board of Directors. Meetings of the Board of Directors may be called by the President, the Board of Directors, or by one-third of the elected Directors. Meetings of the Board of Directors, regular or special, may be held at such place as may be provided in the notice of the meeting and when called by the Board of Directors. Notice will be provided 48 hours in advance.

Article Three - Action by Directors Without a Meeting

Any action required to be taken at a meeting of the members or Directors, or any action which may be taken at a meeting of the members or Directors or of a committee of Directors, may be taken without a meeting if a **majority** consent in writing or **email**, setting forth the action so taken and shall be signed or **emailed** by all of the members entitled to vote with respect to the subject matter thereof, or a **majority** of the Directors, or a **majority** of the members of the committee of Directors, as the case may be. Such consent shall have the same force and effect as a majority vote, and may be stated as such in any corporate articles or documents.

Article Four - Officers

1. Officers Generally. The officers of the Corporation shall consist of a past president, president, vice president, secretary and treasurer, each of whom shall be elected annually by the Board of Directors who shall define their duties. All officers shall be members of the Board of Directors and the president shall be chairman of the Board of Directors.

Article Five - Books and Records

1. The corporation shall keep complete and correct books and records of account and shall keep minutes of the meetings of its members. Board of Directors and committees having any of the authority of the Board of Directors shall keep at its registered office or principle office a record of the names and addresses of its members entitled to vote. All books and records of the Corporation may be inspected by a member or his agent for any proper purpose at any reasonable time. The record of the names of members entitled to vote shall be prima facie evidence of the right to vote.
2. Standard Operating Procedures, as identified by the Board of Directors, will be documented and kept current.

Article Six - By-Laws

These By-Laws may be amended, repealed or altered, in whole or in part, by the Board of Directors at any regular meeting, or at any special meeting where such action has been announced in the call and notice of such meeting, or by the Board of Directors acting pursuant to Section 13.1-885 of the Code of Virginia. In addition, majority approval will be sought from the members attending the annual meeting. Notice of these changes will be published in the newsletter prior to the Annual Meeting

The Board of Directors hereby adopts the foregoing amended By-Laws effective as of January 2, 2012.

Jim Edge	Director
Bill Garvey	Director
George Horvath	Director
Jack Hurley	Director
Ken Jobe	Director
Marian Kitchin	Director
Cheryl McLeskey	Director
Bharat Mainali	Director
Billy Moore	Director
Ed Oswalt	Director
Regina Oswalt	Director
Tom Pritchard	Director

Katie Ripberger Director
John Witte Director
Patricia Zuraw Director

Amendment I - Dissolution / Termination

Dissolution of Croatan Civic League, Inc. and termination of its affairs shall occur when deemed appropriate by a majority of the board of directors. Dissolution/termination proceedings shall comply with the following;

1. The Board of Directors shall adopt a resolution recommending that the Croatan Civic League be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of the members having voting rights. Written or printed notice stating that the purpose of such a meeting is to consider the advisability of dissolving Croatan Civic League, Inc shall be given to each member entitled to vote at such meeting at least thirty (30) days prior to the date of such meeting.
2. Approval of dissolution of Croatan Civic League, Inc. shall require the affirmative vote of at least two-thirds of the members present and entitled to vote at the special meeting, a quorum being present.
3. If dissolution is approved, Croatan Civic League, Inc. shall pay all just debts, yield up and surrender all of its books, records and minutes and all of its assets to a designated neutral party. In the event that assets remain after the payment of all debts, the balance shall be distributed to the most current membership in good standing prior to dissolution.