

**ARTICLES OF INCORPORATION  
OF  
CROATAN CIVIC LEAGUE, INC.**

The undersigned acts to form a non-stock, non-profit corporation under the provisions of Sections 13.1-801 of the Code of Virginia, 1950 as amended et seq, the Virginia non-stock corporation act.

**ARTICLE ONE**

The name of the Corporation is CROATAN CIVIC LEAGUE, INC.

**ARTICLE TWO**

The purpose of the corporation shall be to exercise, promote and protect the privileges and interests of the residents of the subdivision and section of the city of Virginia Beach generally known as Croatan and to foster a healthy interest in the civic affairs of the community, to develop good citizenship; to inquire into civic abuses and to seek reformation thereof and to otherwise conduct any and all lawful affairs for which corporations may be organized under the Virginia non-stock corporation act Section 13. 1 - 801 Code of Virginia, 1950 as amended et seq. The corporation is organized exclusively for charitable, educational and scientific purposes as defined in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

### **ARTICLE THREE**

The corporation shall be composed of two classes of members. Class One members, also referred to as regular voting members and Class Two members, also referred to as associate non-voting members. Class One members shall be composed and limited to those persons who are over the age of 18 and who own real property in the Croatan area and whose application for membership has been approved by such procedures as are determined by the Board of Directors, pursuant to the terms of these Articles and the By Laws of the corporation. Each Class One member shall have one vote in the management of the affairs of the corporation, including the election of Directors. *Board of director candidates shall be Class One dues paying members in good standing.* Class Two members shall be limited and composed of those persons who are over the age of 18 and who are residents of the Croatan area and whose application for membership has been approved by such procedures that are determined by the Board of Directors pursuant to these Articles and the By Laws of the corporation. Class Two members shall have no voting rights.

### **ARTICLE FOUR**

The number of Directors constituting the initial Board of Directors is thirteen (I 3) and the names and addresses of the persons who are to serve as the initial Director are:

**Name**

**Address**

Janice Amey	861 S. Atlantic Ave. Virginia Beach, VA 23451
Farouk Kassir	724 Vanderbilt Ave. Virginia Beach, VA 23451
Wanda Vass	413 Croatan Rd. Virginia Beach, VA 23451
Gloria Hecht	520 S. Atlantic Ave. Virginia Beach, VA 23451
Harvey Coleman	485 S.Independence Blvd. Suite 113 Virginia Beach, VA 23452
John Franklin	413 Vanderbilt Ave. Virginia Beach, VA 23451
Patrick Hand	608 S. Atlantic Ave. Virginia Beach, VA 23451
George Harwin	529 S. Atlantic Ave. Virginia Beach, VA 23451
Joyce Hill	853 S. Atlantic Ave. Virginia Beach, VA 23451
Perry Ustick	628 Ft. Raleigh Dr. Virginia Beach, VA 23451
Dave Whitley	625 Ft. Raleigh Dr. Virginia Beach, VA 23451

All members of the Board of Directors shall be Class One members of the corporation.

Election shall be in accordance with the By Laws of the corporation.

**ARTICLE FIVE**

The address of the initial registered office of the corporation shall be  
Pembroke One, Fifth Floor, Virginia Beach, VA 23462. The name of the initial  
registered agent shall be R. Edward Bourdon, Jr. who has the same address as  
the initial registered office and who is a member of the Virginia State Bar.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of January,  
1992.

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Barry Randolph Koch  
Incorporator

Revised November 14, 1999 per  
Board of Directors and report  
to the general membership.

**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, who 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 a given year. If the Board is

composed of a lesser number, then no less than seven members will stand for election each year. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected. *Each Director may hold two consecutive terms. Upon the completion of the second term, the Director shall not be eligible for re-election, until a period of time equal to one term has past.*

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, upon such notice as a resolution of the Board of Directors may prescribe.

**ARTICLE THREE-**  
**ACTION BY MEMBERS OF 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 consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the Directors, or all of the members of the committee of Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any corporate articles or documents.



## **ARTICLE FOUR - OFFICERS**

Officers Generally. The officers of the Corporation shall consist of a president, vice president, secretary and treasurer, and such officers and assistant officers as may be deemed necessary, each of whom shall be elected annually by the Board of Directors who shall define their duties. All officers and assistant officers shall be members of the Board of Directors and the president shall be chairman of the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

## **ARTICLE FIVE - BOOKS AND RECORDS**

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; and shall keep at its registered office or principle office a record of the names and address of 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.

**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.

The Board of Directors hereby adopts the foregoing amended By-Laws effective as of January 31, 1992.

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## **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.*