

Lake Smith Terrace, Haygood Point, Governor Square Civic League
BYLAWS

Revised February 15, 2022

Article I
Name

Section 1 – Name The name of this organization shall be “Lake Smith Terrace/Hayood Point/Governor Square Civic League, Incorporated” hereinafter referred to as the “LST/HP/GS Civic League,” or as the “civic league.”

Article II
Purpose

Section 1 – Purpose The purpose of the LST/HP/GS Civic League shall be to promote the quality of life of the residents; to provide a forum for the discussion of matters of community interest; to convey information on issues affecting the community; to provide social opportunities as a means of enhancing community pride and identity, and to maintain the community as a desirable place to live.

Section 2 – Establishment The LST/HP/GS Civic League was first established on May 31, 1967. The civic league is registered with and has been incorporated by the Commonwealth of Virginia’s State Corporation Commission as a non-stock corporation. The civic league is also registered with the federal government as a 501(c)4 non-profit organization.

Article III
Membership, Voting, Dues, and Membership Data Base

Section 1 – Members Any person 18 years or older residing in or owning property in Lake Smith Terrace, Lake Smith Terrace West, Lake Smith Estates, Haygood Point, or Governor Square is eligible to be a member. A person meeting eligibility requirements shall be considered a member of the civic league upon payment of annual dues.

Section 2 – Voting All members of a dues-paying household, 18 years or older, are eligible to vote. Only members actually present have the right to vote. Proxy voting is not permitted.

Section 3 – Annual Dues Annual membership dues shall be assessed on a dues-per-household basis. For the purpose of membership dues, the membership year is from January 1 to December 31. The level of annual dues per household shall be set by the Board of Directors.

Section 4 – Membership Data Base The Membership Committee shall maintain an up-to-date master list of members in good standing. Pursuant to procedures established by the Board of Directors, the civic league’s membership data base shall be strictly used only to serve the general membership and shall never, by any means, be released to other organizations, businesses, or persons.

Article IV Administration and Boundaries

Section 1 – Administrative Calendar The civic league shall be administered and shall operate on a Fiscal Year calendar based upon the civic league’s operational year, July 1 through June 30. Budgets, programs, elections, financial reporting and other functions shall be administered in this manner. Membership is on a January 1 through December 31 calendar year.

Section 2 – Boundaries The geographic boundaries of this civic league for the purpose of membership shall be that part of Virginia Beach, Virginia described in Article III, Section 1.

Article V Officers and Board of Directors

Section 1 – Officers The officers of the civic league shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. The President shall be the Chairman of the Board of Directors.

Section 2 – Board of Directors The Board of Directors, hereinafter known as the “Board of Directors,” or the “Board,” shall consist of the five (5) Officers, six (6) additional Directors and the Immediate Past President (IPP) who shall be an ex-officio member of the Board with voting privileges. The Officers and Directors shall be elected and hold office in the manner prescribed in Article VI. Officers and Directors must be in good standing at the time of their election and must remain in good standing throughout their terms of office.

Section 3 – Board Meetings The Board of Directors shall meet monthly on a fixed date established by the Board. Any changes to this date shall require advance notice of not less than one week. Special Meetings of the Board may be called by any four Board members or by the President upon advance notice that identifies the business agenda for said meetings. Matters considered at a Special Meeting shall be limited to those set forth in the advance notice. A majority vote of Board members present and voting shall be required to pass any motion or resolution. Any six (6) members of the Board shall constitute a quorum at any meeting of the Board.

Section 4 – Duties of Officers

- a. **President** – The President shall preside over all meetings, set the tone for the civic league’s operations, appoint the Chair of all Committees, be a member ex-officio of all Committees with the exception of the Nominating Committee, act as a spokesperson for the civic league, enforce the Bylaws, and prepare the agenda for all Board and general meetings. The President shall also serve as the Registered Agent for, and shall serve as the action officer and custodian of, the civic league’s legal papers associated with state and federal incorporation, registration, and IRS matters.
- b. **First Vice President** – The First Vice President shall assist the President in the execution of presidential responsibilities, preside in the absence of the President and assume the duties and responsibilities of that office during his or her absence. The First Vice President shall Chair one of the civic league’s Standing Committees.
- c. **Second Vice President** – The Second Vice President shall preside in the absence of the President and First Vice President and execute the civic league’s activities during their absence. The Second Vice President shall Chair one of the civic league’s Standing Committees.
- d. **Secretary** – The Secretary shall record the minutes of all Board and general meetings, provide copies of minutes to Board members prior to meetings at which they are to be approved, and maintain the minutes of the civic league in good order, transferring them to the secretary's successor upon election. The Secretary may prepare selected correspondence for the civic league when so tasked by the President or the Board of Directors.
- e. **Treasurer** – The Treasurer shall receive all monies and is responsible for recording and depositing same in a bank to be designated and approved by the Board of Directors. The Treasurer shall pay all bills properly authorized by the Board of Directors. All checks and vouchers must be signed as set forth in Article IX, Section 1. The Treasurer shall submit a treasurer’s report at each Board meeting for review and comment. Monthly treasurer’s reports will be available to the general membership during regular meetings of the civic league. The annual end-of-year treasurer’s report shall be published in the civic league’s next scheduled newsletter or otherwise distributed to members at the next meeting of the general membership. The Treasurer’s books shall be audited as outlined in Article IX, Section 3. The Treasurer shall participate in the development of an annual budget for the civic league as outlined in Article IX, Section 2.

Section 5 – Duties of the Board of Directors The administration of the LST/HP/GS Civic League, and the authority to approve expenditures of the civic league, as outlined in Article IX, Section 1, shall be vested in its elected Board of Directors. The five Officers, six Directors, and IPP shall have full voting rights at all Board meetings and shall share

in and contribute toward achieving the Purposes of the civic league as set out in Article II. Each Director shall Chair one of the civic league's Standing Committees and may serve on more than one of these Standing Committees.

Section 6 – Interim Vacancies A vacancy that occurs during the term in the office of the President shall be filled for the remainder of the term by the First Vice President. Vacancies that occur in the other elected offices or among Directors may be filled for the remainder of the unexpired term by a vote of the Board.

Section 7 – Removal from Office Officers or Directors who fail to perform the duties of their office, or who are absent from three consecutive Board meetings without good cause, may be removed from the Board of Directors. Such removals first require a majority vote of the Board of Directors. In the case of Officers, removal from office then requires at least fifteen day's written notice from the Board, followed by a two-thirds vote of the members present and voting at the next meeting of the general membership. In the case of Directors, the vote by the Board of Directors, just mentioned, shall be sufficient. Whether through resignation or removal, vacated Officer or Director positions shall be filled as outlined in Section 6 above.

Article VI Elections

Section 1 – Elections General elections for the civic league's Officer and Director positions shall be held every two years. The general membership of the civic league shall elect the civic league's Officers and Directors at the Annual Meeting in May of election years.

Section 2 – Procedures The Board of Directors shall appoint a Nominating Committee of not less than three and not more than five members of the civic league at its regular Board meeting in January of election years. The Nominating Committee shall present its proposed slate of candidates to the Board of Directors for their approval at its regular Board meeting in March. The Board-accepted slate of candidates is then presented to the general membership during the Regular Meeting of the general membership in April, one month prior to scheduled elections. The slate of candidates is then presented to the general membership concurrent with a call for other nominations from the floor during the Annual Meeting of the general membership in May. A majority vote of the general membership shall decide the election provided a quorum is present as outlined in Article VIII, Section 3.

Section 3 – Nominating Committee Members of the Nominating Committee must be members in good standing of the civic league. The Nominating Committee shall elect its own Chairperson. The Nominating Committee shall prepare a proposed slate of Officers and Directors that includes a candidate for each of these positions. The Committee shall take steps to secure each candidate's consent to serve and shall present the proposed slate

to the Board in March for its approval to go forward. The Nominating Committee is automatically discharged once the general membership elections are completed.

Section 4 – Terms of Office Officers and Directors shall be elected for two-year terms. Officers shall be eligible for re-election for a maximum of two consecutive terms in the same position. Directors shall be eligible for re-election for a maximum of two consecutive terms. Notwithstanding the foregoing, Officers shall serve their respective two-year terms or until their successors are elected. Any member of the civic league is eligible for re-election to a previous or new position on the Board of Directors after one year’s absence from such service.

Section 5 – Installation All new Officers and new Directors shall assume their duties on July 1 following elections.

Article VII Committees

Section 1 – Standing Committees The LST/HP/GS Civic League shall have eight (8) Standing Committees—the Membership Committee; Programs Committee; Neighborhood Watch Committee; Hospitality and Welfare Committee; Community Maintenance Committee; Newsletter Committee; Communications Committee and the Fundraising Committee. Each Standing Committee shall be chaired by an elected Board member. The President shall appoint chairpersons for the Standing Committees promptly after the installation of new Officers and Directors. The President shall serve as an ex-officio member of all Standing Committees but shall not chair any committee. The Chairperson of each Standing Committee shall appoint members to carry out the purpose for which the committee was formed. Each Chairperson shall submit budget proposals to the Treasurer for the next year’s budget development process.

Section 2 – Duties of Standing Committees

1. Membership Committee—Promote and recruit membership; maintain membership list.
2. Programs Committee—Develop and conduct the programs for general membership meetings.
3. Neighborhood Watch Committee—Manage the civic league’s Neighborhood Watch Program in coordination with city officials and procedures.
4. Hospitality and Welfare Committee—Lead the civic league’s hospitality program for new residents, manage hospitality activities at general membership meetings, and support the special welfare needs of residents.
5. Community Maintenance Committee—Maintain neighborhood entrance signs, interface with city officials as appropriate for the maintenance of the neighborhood park and other city-maintained areas in the neighborhood, and coordinate as appropriate with the neighborhood’s Garden Club.
6. Newsletter Committee—Design and produce the civic league’s newsletter.

7. Communications Committee—Manage newsletter distribution and the civic league’s website.
8. Fundraising Committee—Manage the newsletter’s advertising business affairs and assist with other Standing Committee efforts to seek grants or donations for particular projects.

Section 3 – Ad Hoc Committees The Board of Directors may create Ad Hoc Committees at any time as may be required to carry out a new or specific task and the Board shall appoint the Chairperson for such Ad Hoc Committees. An Ad Hoc Committee shall expire automatically once its assigned function(s) are completed. Procedures for the special case of the Nominating Committee are outlined in Article VI, Section 3.

Article VIII Membership Meetings

Section 1 – Meetings

- a. Regular Meetings – The civic league shall hold Regular Meetings for the general membership on a monthly basis, September through May, on a fixed date of the month as prescribed by the Board of Directors. Any date change that may be required shall be announced no less than two weeks prior to the conduct of that meeting.
- b. Special Meetings – At the request of four members of the Board of Directors, or the request of ten members of the general membership, the President shall call a Special Meeting of the general membership. A special meeting may also be called at any time by the President. The purpose of any Special Meeting shall be specified and announced to the general membership not less than ten days in advance, and matters considered at this meeting shall be limited to those set forth in the notice.
- c. Annual Meeting – The Regular Meeting of the general membership in May of each year shall be designated as the Annual Meeting of the civic league.

Section 2 – Voting Motions or Resolutions voted upon at general membership meetings shall require a majority of those present and voting to pass.

Section 3 – Quorum A quorum for the transaction of any business at a Regular or Special Meeting of the civic league shall be fifteen (15) members in good standing, including at least two (2) Board Members, one of whom shall be either the President or a Vice President.

**Article IX
Financial Management**

Section 1 – General Procedures All expenditures in excess of \$100.00 shall be contained in a Board approved budget or approved in advance by the Board of Directors at a meeting. All expenditures in excess of \$500.00 shall be approved by the general membership and the Board of Directors. All checks shall be signed by any two of the following officers: the Treasurer, the President, or the First Vice President. The civic league must be maintained as a not-for-profit organization as defined by State and Federal laws.

Section 2 – Annual Budget In coordination with the civic league’s Officers, the Treasurer will prepare an annual budget for approval by the Board of Directors at a Board meeting prior to the first general membership meeting of the new operational year in September.

Section 3 – Annual Audit The Treasurer's books shall be audited annually or at such time as a newly elected Treasurer takes office by an Ad Hoc committee of three Board members or by a designated auditor appointed by the Board of Directors, the results of which shall be provided to the Board and to the general membership at their respective next meetings following the audit.

**Article X
Parliamentary Order**

Section 1 – The Rules contained in the current edition of *Robert’s Rules of Order, Newly Revised* shall govern the affairs of the LST/HP/GS Civic League where applicable.

**Article XI
Amendment of Bylaws**

Section 1 – These bylaws may be amended at any regular or Special Meeting of the general membership by a two-thirds vote of members present provided a quorum is available as outlined in Article VIII, Section 3, and written notice of the proposed amendment(s) was submitted at the previous regular meeting.

**Article XII
Dissolution**

Section 1 – Procedures The decision to dissolve the LST/HP/GS Civic League may only be made by a majority vote recommendation of the Board of Directors and a subsequent final decision to dissolve made by the general membership at a Regular or

Special Meeting based on a three-fourths vote of members present and voting providing a quorum is present as outlined in Article VIII, Section 3.

Section – 2 Required Actions In the event of dissolution of the LST/HP/GS Civic League, the Treasurer shall pay all outstanding debts and obligations and close the civic league’s bank account. The President shall report dissolution to the Virginia State Corporation Commission and the federal IRS, and a Board member, so assigned, shall liaise with the City of Virginia Beach to secure a custodian for the neighborhoods’ entrance signs and other equipment. All assets remaining after the payment of debt and the expenses of dissolution shall be given to a charitable organization(s) as directed by the Board of Directors.

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Bylaws as they have evolved:

- Established May 31, 1967
- Revised November 18, 1981
- Amended April 18, 1996
- Amended April 15, 2003
- Amended October 19, 2006
- Revised January 16, 2008 (List of Amendments attached as Annex I)
- Amended February 15, 2022

ANNEX I

LST/HP/GS Civic League Bylaws

List of Changes as approved by the Board on January 16, 2008

1. **Merged the previous two documents**—the Constitution and the Bylaws—into a single Bylaws document. **Reason:** Simplicity and to conform to the latest best practices recommended in Robert’s Rules of Order.
2. **Revised the Purpose statement (Article II-1).** **Reason:** To describe the tasks we actually do—provide a forum, convey information, provide social opportunities, and maintain community as a desirable place to live, for example.
3. **Added a Section on Establishment (II-2).** **Reason:** To document the civic league’s federal and state legal status.
4. **Added text governing use of the league’s membership data base (Article III-4).** **Reason:** To assuredly safeguard personal information of members and to establish procedures for efficient communications with the community.
5. **Added an Article on Administration (Article IV).** **Reason:** To clarify the civic league’s operational and financial year calendars.
6. **Modified the structure of the Board of Directors (Article V-1 and 2)**—added a Second Vice President, increasing the number of Officers from 4 to 5, increasing the total number of Board members from 10 to 11, and clarifying the role of the civic league’s Immediate Past President. **Reason:** To add capacity to the Board of Directors to get things done and to permit future leadership to develop in the expanded Board and the two Vice President positions.
7. **Clarified Board member duties (Article V-6),** requiring each Board member to Chair a Standing Committee. **Reason:** To move closer to the “working board” concept and to ensure the issues of any Standing Committee are represented at Board meetings.
8. **Added an Article on removal from office (Article V-7).** **Reason:** To establish minimum standards of Board member participation and to provide efficient procedures to install persons able to fulfill assigned duties.
9. **Clarified Nominating Committee and election procedures (Article VI-2 and 3).** **Reason:** To adopt a standard calendar for the nominating committee and election process and to require a slate of one candidate per office be developed by the nominating committee.
10. **Added an Article on Installation (Article VI-5).** **Reason:** To specify when newly elected Officers and Board members assume their responsibilities.
11. **Increased the number of Standing Committees (Article VII-1 and 2)** from 5 to 8 and added basic mission statements for each standing committee. **Reasons:** To

adjust to the growing interests of the neighborhood, to improve the community's capacity to get things done, and to more formally address matters that need attention than the Board has been able to do in the past. The Membership, Programs and Newsletter Committees have been retained. The Welcoming and Hospitality Committees were merged and expanded into the Hospitality, Health and Welfare Committee. The new standing committees are Neighborhood Watch, Community Maintenance, Communications and Fundraising.

12. **Added an Article on financial management (Article IX). Reason:** To more fully address the range of financial matters—handling finances, budgets, and audits—that need clear procedures and guidance.
13. **Added an Article on dissolution (Article XII). Reason:** to adopt standard practice.

**Amendments Recommended by the Board and APPROVED by the membership on
February 15, 2022**

1. Changed **Membership Year** from the July – June Fiscal Year to a January – December calendar year effective January 1, 2022. **Reason:** to reduce confusion regarding payment of dues and to conform to member's suggestions.

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