

Sandbridge Beach Business Association Amended and Restated Bylaws

ARTICLE 1- NAME

This organization shall be incorporated under the laws of the Commonwealth of Virginia and the name of the corporation shall be the Sandbridge Beach Business Association, hereafter referred to as the "Association."

ARTICLE 2- MISSION STATEMENT

The purpose of this Association is to promote a positive business environment that contributes to the community and economic vitality of the Sandbridge area.

ARTICLE 3-OBJECTIVES AND PURPOSE OF THIS ASSOCIATION

The objective is to improve the quality of life and enhance opportunities for all Sandbridge residents and visitors by encouraging a lively and healthy social, cultural, and economic environment. The Association also strives to provide a business forum to develop common goals and engage in cooperative strategies to guide the evolution of the Sandbridge area as it meets future challenges.

ARTICLE 4- AREA TO BE SERVED

The Association shall serve the Sandbridge Beach area in Virginia Beach, Virginia.

ARTICLE 5- LOCATION OF ASSOCIATION

The principal address of the Association is that address of the Association's registered agent.

ARTICLE 6- MEMBERSHIP

- 1) The Association is organized as a charitable organization under the Virginia Nonprofit Corporation Act and shall have no shareholders.

- 2) In order to be considered for membership in the Association, the following criteria must be met;

Full Membership with Voting Rights

- a. Current business license issued by the City of Virginia Beach **and**

- b. Proof of a Sandbridge business address or a substantial portion of revenue generated from the Sandbridge area and approved by the membership for at least 2 years **or**
- c. Sandbridge commercial property owner(s).

Associate Membership - Non-Voting Rights

- d. Current business license issued by the City of Virginia Beach **and**
- e. Proof of a Sandbridge business address or a substantial portion of revenue from the Sandbridge area and approved by the membership for at least 1 year **or**
- f. A legally organized non-profit organization resident in and/or providing substantial services in the Sandbridge area.
- g. The sitting President of the Sandbridge Civic League shall be granted an honorary Associate Membership. No dues should be required of this person.

For the purposes of this Article, a Sandbridge business address shall be considered east of Newbridge Road in Virginia Beach.

3) Dues

Annual dues for both Full and Associate Membership shall be \$ 100.00 per calendar year or as determined by a majority vote of the membership.

ARTICLE 7- OFFICERS

Section 1- Election/Term of Office

Officers shall be elected from the membership by the Voting members except as hereinafter stated and shall consist of the President, Vice President, Secretary and Treasurer and (2) two members at large. In order to be considered for an office, the prospective member must have voting rights as detailed in Article 6, Section 1. Election of Officers shall be held at the annual meeting. Voting shall be done by ballot and if feasible may include electronic voting methodologies. A majority of ballots cast is needed to elect an Officer.

Officers and Directors shall be elected for a one (1) year term of office. Officers shall serve until their successors are elected and take office.

Section 2- Duties of Officers

A. President

The President shall be tasked with the responsibility to manage the organization in the active pursuit of the stated organization purposes and goals and to preside at all the meetings of the Association and the Board of Directors. When so authorized by the Board of Directors, the President shall have the power to make and execute contracts in the ordinary course of business of the Association and for and in the name of the Association and to execute other legal instruments. The President shall have such powers and duties as from time to time may be assigned to him/her by the Board of Directors.

B. Vice-President

In the absence of the President, or in the event of the President's inability to act, or if that office is temporarily vacant, the Vice-President shall exercise all the powers and perform all the duties of the President of the Board of Directors.

C. Secretary

The Secretary shall keep accurate minutes of all meetings of the Board of Directors and the Association. The Secretary shall maintain a current list of all members and a roster of attendance of each meeting. The Secretary shall be responsible for serving all notices of Board of Directors meetings, accepting application for membership for the presentation to the Board of Directors and in general shall perform all duties incident to the office of Secretary, and shall have such other powers and duties as may be assigned by the Board of Directors.

D. Treasurer

The Treasurer shall have general supervision over the care and custody of the funds of the Association and shall be Treasurer to the Board of Directors. The Treasurer shall deposit funds to cause funds to be deposited in the name of the Association in the bank institutions and depositories as approved by the Board of Directors. The Treasurer shall cause Association funds to be collected and preserve accounts of all receipts and disbursements. The Treasurer shall present to the Board of Directors and the Association at all regularly scheduled meetings and whenever requested, a complete report of receipts and disbursement and of financial conditions. Annually, the Treasurer shall make a complete

written financial report reviewed by a certified public accountant. The Treasurer shall be bonded to the amount of the assets of the Association. The Treasurer shall perform such other duties as may be assigned to him by the Board of Directors.

E. Vacancies

A vacancy in any office shall be filled for the unexpired portion of the term by a majority vote of the membership at any regular meeting, or a special meeting called for that purpose.

ARTICLE 8- BOARD OF DIRECTORS

Section 1- Purpose

The business and the affairs of the Association shall be directed, controlled, and managed by the Board of Directors which shall be the governing body of the Association, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Association and any amendments thereto, and the laws of the Commonwealth of Virginia. The purpose of the Board of Directors is to conduct the necessary and routine business of the Association in a manner which represents and promotes the best interest of the Association membership as a whole.

Section 2- Membership

Members of the Board of Directors shall be elected in accordance with the Articles of Incorporation and the following provisions:

- A. The Board of Directors shall be comprised of:
 - 1. The President, who shall serve as Chair of the Board of Directors;
 - 2. The Vice- President;
 - 3. The Immediate Past President, who shall serve as a non-voting advisory member, if not elected as a Director;
 - 4. The Secretary;
 - 5. The Treasurer; and
 - 6. Two (2) Voting members elected "at large" from the membership at the annual meeting.

Section 3- Operations

- B. The Board of Directors shall operate under the following guidelines:
 - 1. The President shall be the Chairperson for the committee
 - 2. The Board of Directors shall meet monthly to conduct the business of the Association
 - 3. Special meetings may be called upon the request of the President or any three (3) Directors with a ten (10) day notice to members. Only business identified in the notice of the special meeting may be transacted.
 - 4. A quorum shall consist of four (4) Directors
 - 5. Approve operating expenses and conduct a day-to-day operations of the Association
 - 6. Review the Associations budget and present it to the Association membership for approval at the annual meeting.
 - 7. Be responsible for all matters pertaining to the Association policies as set forth in the Bylaws.

Section 4- Powers

The Board of Directors shall have all powers inherent to Corporate Directors including the following;

- A. Manage and administer the affairs of the Association.
- B. Appoint such Committees as the Board of Directors may deem expedient for the carrying out of the Association objectives and as may be consistent with the Bylaws and to terminate the authority of any such Committee at any time.
- C. Arrange for the raising of funds to support Association programs and to control the disbursement of these funds.
- D. Engage in discussion with all potential agencies, public or private, which in the judgment of the Board of Directors, will further and be consistent with the objectives of this Association.
- E. Maintain and enforce the organizations rules and policies.
- F. Otherwise perform such acts and function which will further the objectives and purposes of the Association which are not inconsistent with the Articles of the Incorporation or the Bylaws.

ARTICLE 9 -COMMITTEES

The Board of Directors may establish Committees to assist the Board of Directors and the Association in accomplishing the organizational purpose. Each established Committee shall elect its own Chairperson. The Chairs of the Committees shall provide regular updates on goals, activities and accomplishment to the Board of Directors and membership.

ARTICLE 10 - MEETINGS

The Association shall meet at least quarterly. The Board of Directors shall have the power to set the date, times and places of regular meetings. Special meetings shall be called by the President or by the Secretary on the written request of ten (10) percent of the Members.

ARTICLE 11- QUORUM

Ten percent (10) of the voting membership shall constitute a quorum for the transaction of business at a meeting of the Association.

ARTICLE 12 - VOTING

Each Full member in good standing shall be entitled to one vote. All action taken by the Association shall require the affirmative vote of fifty-one percent (51%) of the voting members present or represented by proxy.

ARTICLE 13 - REPORTS

The President, Secretary and Treasurer shall present to the Association at its Annual Meeting a "State of the Association Report", verified by them, showing the inventory of assets owned (if any) by the Association, where located, and where and how invested, the amount and nature of new assets acquired during the year immediately preceding the date of the report and the manner of its acquisition; the amount applied, appropriated or expended during such year, and the purposes objects and persons to or for which such application, appropriations and expenditures have been made; and the names and addresses of the Board of Directors of the Association, which report shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the annual Meeting of the Association. The Board of Directors shall also publish at least annually a report or reports adequately summarizing the accomplishments and activities of the Association and shall make such reports

available to all members of the Association, and shall otherwise cause these reports to be given wide distribution in the member communities.

ARTICLE 14 - EXECUTION OF INSTRUMENTS

All checks, bills of exchange, notes or other obligations or orders for payment of money are required to shall be signed in the name of the Association by the Treasurer and one such other Officer(s) as the Board of Directors may designate by resolution. All persons authorized to execute the instrument set forth in the Articles or to otherwise deal with the receipts and payments of corporate funds shall be bonded by the corporate surety bond in an amount not less than the total value of assets of the Association.

ARTICLE 15 -INDEMNIFICATION

Section 1 - Claims of Third Parties

The Association shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative by reason of the fact that such person is or was as officer, director, employee or agent of the Association, or is or was serving at the request of the Association, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action, had had not reasonable cause to believe that his conduct was unlawful. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2 - Claims of the Association

The Association shall indemnify any person who threatened to be made a party to any threatened, pending or completed legal action or suit by or in the right of the Association to procure a judgment in her favor by reason of the fact that such person was or is an Officer, Director, employee or agent of the Association, or is or was serving at the request of the Association, against expenses actually and reasonably incurred by her in connection with the defense or settlement of such action or suit if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Association except that no indemnification shall be made in respect to any claim, issue or matter as to which such persons shall be adjusted to be liable for negligence or misconduct in the performance of her

duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

Section 3 -Indemnification upon Successful Defense

To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

ARTICLE 16- FISCAL YEAR

Section 1 - Period

The fiscal year of the Association shall be from the first day of January to the thirty-first (31st) day of December, inclusive, or such other twelve-month period as the Board of Directors may designate by resolution.

Section 2 - Budget

Prior to the close of each fiscal year, the Board of Directors shall adopt a budget of income and expense to control the finances of the Association during the next ensuing fiscal Year. The adopted budget for any year may be revised at a meeting of the Board of Directors in light of changing conditions.

ARTICLE 17 - SEAL

The seal of the Association shall be circular in format for the name of the Association.

ARTICLE 18 - AMENDMENTS

These Bylaws may be amended or repealed at any meeting of the Association by an affirmative vote of two-thirds (2/3) of those Members present provided notice of all proposed amendments shall have been mailed to the Members at least twenty-eight (28) days prior to a quarterly or specially called meeting.

ARTICLE 19 - RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization except where they are inconsistent with the Bylaws of the Association or with any special adopted rules of order.

ARTICLE 20 - CONDUCT OF MEMBERS

All Officers, Directors and members shall conduct themselves, at all times, in a manner which will command the respect of the Sandbridge community, associate agencies and the general public and abide by the rules, regulation, and policies and standard operating procedures of the Association.

ARTICLE 21- SUSPENDED OR EXPELLED MEMBERS

Section 1 -Investigation of a Complaint

Violation of any of these Bylaws or other rules and regulations as may be in effect shall be investigated and heard by the Board of Directors. After said hearing, if the member is found to be in violation, the Board of Directors may suspend the member's voting privilege or impose such discipline as it deems appropriate until the next scheduled membership meeting.

Section 2 - Member Dismissal

Should it become necessary to consider dismissing a member, there shall be a hearing at a regular or special meeting of the Association. The vote for dismissal shall be by ballot. A two-thirds (2/3) majority vote of the voting members present shall be required for dismissal.

Amended June 2013