

KING'S GRANT COMMUNITY LEAGUE, INC.

BY-LAWS
(proposed for 2024)

ARTICLE I – NAME

The name of this association is KING'S GRANT COMMUNITY LEAGUE (KGCL). The League is a non-profit, non-stock corporation incorporated under the laws of the Commonwealth of Virginia. It is a tax-exempt organization under the Internal Revenue code.

ARTICLE II – OBJECT

The object of the League shall be (a) to encourage and promote civil betterment of King's Grant through individual and united effort; (b) to maintain the residential character of the area, to resist applications for authority to use any property or properties in the King's Grant area for any purpose inconsistent with present zoning and to resist applications for any adverse changes in such zoning; and (c) to propose and work for public service projects in the King's Grant area which shall better serve the residents and property owners and will improve the public health, safety, morals, and general welfare of the community. The League shall be non-sectarian and politically non-partisan in its activities. However, this shall not prohibit the League from taking a position on matters of general interest to residents of King's Grant.

In addition to the foregoing purposes with regard to the King's Grant area, it shall be the policy of the League to concern itself in activities which generally affect the welfare of the citizens of the City of Virginia Beach.

The League shall have no power to bind its members individually to any action or conclusion.

Officers and Directors of the League are volunteers and shall receive no salary or other compensation from the League for their service.

ARTICLE III – MEMBERSHIP

Section 1 Membership. There shall be two classes of membership: Regular members and associate members.

- (a) Regular Members. The adult residents of households within King's Grant and its immediate environs shall be eligible for membership as regular members. The Board of Directors defines the community boundaries for membership purposes. Regular members from eligible, dues-paying households shall be allowed to participate in KGCL-sponsored activities, shall be eligible to speak at meetings of the membership, shall be entitled to vote at meetings of the

membership, and shall receive the periodic League newsletter and other League correspondence. Each dues paying household shall be represented by two votes.

- (b) Associate Members. The adult residents of households outside the League's membership boundaries who desire to support the League and households within the League's boundaries who do not want to otherwise participate in the League's management may join as Associate Members. Associate Members may participate in KGCL-sponsored activities and shall receive the League newsletter. Associate Members are not entitled to vote on League business matters or hold positions as Officers or Directors.

Section 2 Dues. Dues for the operating year for regular members and associate members shall be set by the Board of Directors. Annual dues for each household are payable in advance by the February meeting of each year.

ARTICLE IV - OPERATING PERIOD

The League's operating year for all purposes including membership, fiscal, and terms of office, shall be that period beginning January 1st of each year and ending December 31st of the same year.

ARTICLE V – OFFICERS

The officers of the League shall be: President, First Vice President, Second Vice President, Secretary and Treasurer. The officers shall be elected by the members of the League and shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the League.

ARTICLE VI - DUTIES AND POWERS OF OFFICERS

Section 1 President. The PRESIDENT shall preside at all meetings of the League, the Board of Directors, and all other functions of the League and shall perform the duties of president as herein set out.

- (a) Shall be the chief executive officer and shall supervise all the affairs and activities of the League.
- (b) Shall appoint all committee chairmen with the approval of the Board of Directors.
- (c) Shall be an ex-officio member of the League committees with full rights and privileges and is to be advised whenever a committee is to meet.
- (d) Shall be a voting representative of the League at all Council of Civic Organizations (CCO) meetings, and shall appoint one additional voting representative who is an active KGCL member.
- (e) The CCO representatives shall attend CCO meetings when practicable, inform the League and the Board of Directors of CCO activities, and represent the League in all matters to come before the CCO.

(f) Shall submit a written plan of action with a schedule of events for the forthcoming year to the membership at the February meeting over which he/she presides following election. The plan of action shall include a proposed budget prepared by the President and Treasurer.

(g) Shall represent the League within the community including City Council meetings and all other appropriate public occasions.

(h) Shall appoint an auditing committee which shall audit all accounts and records of the Treasurer. The audit shall be conducted at the conclusion of the League's operating year and is to be completed by the February meeting of members.

Section 2 First Vice President. The FIRST VICE PRESIDENT shall perform the duties of the President in his absence and shall perform the other duties as herein set out:

(a) Shall assist the President and Treasurer in the preparation of the annual budget and shall assist the President in the preparation of the year's plan of action.

Section 3 Second Vice President. The SECOND VICE PRESIDENT shall perform the duties of the President in the absence of the President and First Vice President and shall perform the other duties as herein set out:

(a) Shall coordinate the Directors and shall sit as an ex-officio member on all committees.

(b) Shall assist the President and Treasurer in the preparation of the annual budget and shall assist the President in the preparation of the year's plan of action.

Section 4 Secretary. The SECRETARY shall keep a record of Proceedings of all meetings of the League and the Board of Directors and shall perform the other duties as herein set out:

(a) Shall prepare a written agenda for each membership meeting of the League, which shall be distributed to all members prior to each meeting.

(b) Shall prepare written minutes of each meeting of the league and of the Board of Directors which shall be distributed to all members at the next meeting.

(c) Shall send out such notices to the membership as directed by the President. Shall handle all general correspondence and shall perform such other duties as may be assigned from time to time by the President.

(d) With the approval of the Board of Directors, shall have the power to appoint such Assistant Secretaries as may be necessary to efficiently carry out the foregoing duties of the office and may delegate duties to such Assistants as appropriate.

(e) Shall maintain copies of all material with historical significance to the League and to include the newsletter.

(f) Shall at the end of his/her term deliver to the successor all records and other League documentation.

Section 5 Treasurer. The TREASURER shall receive and have custody of all monies of the League, which shall be deposited in the name of the League in depositories authorized by the Board of Directors, and shall perform the other duties as herein set out:

- (a) Shall keep accurate records showing all receipts and expenditures. The Treasurer may accept and make payments by electronic funds transfer.
- (b) Shall assist the President in the preparation of the proposed budget and shall cause copies of it to be distributed to the membership at the February membership meeting.
- (c) Shall prepare and submit an oral report of the financial condition of the League at all membership meetings, with written copies of the report submitted to the President and Secretary.
- (d) Shall pay out only for those items and those amounts approved for expenditure in the annual budget, however, with the concurrence of the President, is authorized to pay out League funds not exceeding \$50.00 per expenditure if payment is required for an item which is not approved in the annual budget. Any additional expenditure will require Board approval.
- (e) All withdrawals of the funds of the League shall have written authorization by the Treasurer or President.
- (f) Shall immediately upon the end of the operating year prepare a statement showing all financial transactions of the League during the preceding fiscal year, copies of which shall be submitted to all members of the newly elected Board of Directors, and shall forthwith deliver to the successor, all accounts, records, statements, invoices, and any other record of property of the League in his/her custody. Shall assist in an audit of all records and accounts at conclusion of his/her term by an auditing committee appointed by the President in accordance with Section 1(h).
- (g) All reimbursements will require a receipt for the expenditure.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1 Term of Office. Election of Officers and Directors shall be held biannually in October. The Officers and Directors shall be elected to serve a two year term.

The term of office shall begin on the 1st day of January. The period between the election and commencement of office will provide the new officers with an opportunity to become familiar with their duties.

Section 2 Nominations. The President shall appoint a Nominating Committee to prepare a recommended slate of Officers and Directors, as applicable, for the elections to be held at the October meeting. The Nominating Committee shall report the names of its candidates at the September Board of Directors Meeting. Additional nominations from the floor shall be permitted at the October meeting. The list of nominations will be published in the announcement for the October meeting.

Section 3 Order of Elections. Officers and Directors shall be elected in the following order:

1. President
2. First Vice President
3. Second Vice President

4. Secretary
5. Treasurer
6. Directors

A vote shall not be taken for the next office until the winner of the preceding election shall have been ascertained. Should there be no nominations from the floor, the slate of candidates offered by the Nominating Committee may be voted as a whole.

Section 4 Election of Officers. For the election of officers, the candidate receiving the majority of votes cast for each office shall be declared elected, but if no candidate receives a majority, then successive ballots shall be cast with the candidate receiving the least number of votes on each ballot being dropped from the ballot on each successive ballot until one candidate receives a majority.

Section 5 Election of Directors. For the election of Directors other than Officers, each active member present shall be entitled to cast one vote for each directorship to be filled. The candidates receiving the greatest number of votes shall be declared elected. In case that a tie shall prevent determination of all elected on the first ballot, successive ballots shall be cast for the candidates who are tied until the required number of Directors are elected.

Section 6 Vacant Office. Any vacant office shall be filled by appointment by the Board of Directors. Any Officer or Director who is absent for three consecutive Board meetings shall be deemed to have vacated his office subject to review by the Board.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 Composition. The Officers of the League, immediate past President, and not more than six Directors shall constitute the Board of Directors.

Section 2 Responsibilities of the Board. The Board of Directors shall have general supervision of the affairs of the League between its business meetings, shall make recommendations to the League, shall fill all vacancies arising between elections, shall be responsible for the care and insuring of League property (including reasonable liability insurance) and shall perform such duties as are specified in these By-Laws.

All actions of the Board shall be subject to the approval of the League and none of its acts shall conflict with prior action taken by the League. This shall not prohibit the Board of Directors from taking any emergency action it deems appropriate and necessary, provided said emergency action shall be reported to the League at the next membership meeting.

Section 3 Board Meetings. Regular meetings of the Board shall be held at least bi-monthly. Special meetings of the board may be called by the President or shall be called upon the written request of any five members of the Board. Each Board member shall be notified of the time and place of each Board meeting by the Secretary at least five days in advance.

Section 4 Quorum. One half of the members of the Board of Directors at any Board meeting shall constitute a quorum.

Section 5 Responsibilities of Individual Directors. Directors shall be assigned by the President to be responsible for one or more of the standing committees, hereinafter identified, and shall report to the Board of Directors concerning the activities of the committee.

ARTICLE IX – MEETINGS

Section 1 Regular Meetings. The regular meetings of the League shall be held on the third Thursday, if possible, of February, May and October,

Section 2 Organizational Meeting

- (a) A regular meeting of the membership shall be held during the month of October each year for the purpose of receiving annual reports of the President and the Treasurer and transacting such other business as may be properly brought before the meeting.
- (b) The notice of the October meeting shall be provided to all King's Grant residents at least two weeks prior to the meeting date. The notice shall also include the names of candidates for election of Officers and/or Board members nominated by the Nominating Committee.
- (c) Active members who wish to have business presented at the meetings shall notify the Secretary, in writing, no later than two weeks before a regularly scheduled meeting.
- (d) In all meetings a plurality of those present and voting, provided a quorum is present, shall govern. In the event of a tie, the presiding officer shall vote.
- (e) Order of Business:
 - 1) Call to Order, 2) Pledge of Allegiance, 3) Introduction of invited guests, 4) Approval of minutes, 5) Program, 6) President's report, 7) Treasurer's report, 8) Reports of Committees, 9) Unfinished business, 10) Election of Officers, 11) New Business, 12) Adjournment.

Section 3 Special Meetings.

- (a) Special meetings of the membership may be called by the Board. Also, upon written request to the Secretary of not less than ten percent (10%) of the voting members, stating the purpose therefore, a special meeting shall be called by the President. Two-weeks written notice of the meeting and its purpose shall be sent to the members.
- (b) The Secretary, in the written notice of a special meeting, will state the topic. No other business shall be transacted.

Section 4 Voting

(a) One or two adults in the household of a regular member shall be entitled to vote at meetings of the membership, subject to the provisions of Article III (Membership), Section 1.

(b) Each regular member household may cast two votes provided both members or their proxy are present.

Section 5 Quorum.

Attendance by the number of voting-eligible persons equal to ten percent (10%) of the regular member households, either in person or by proxy (Article IX, Section 6), shall constitute a quorum for the transaction of business at a meeting except for a meeting for the purpose of amending the By-Laws, at which attendance by the number of voting-eligible persons equal to at least twenty percent (20%) of the regular member households must be present in person or by proxy (Article IX, Section 6).

If less than a quorum is in attendance for any meeting, no League business may be conducted; however, other non-business items on the agenda such as the evening's program may continue. If a meeting must adjourn to a subsequent date determined by the Board of Directors, a notice in accordance with this Article, Section 2 shall be sent to the membership. Such notice shall contain (1) statement of purpose, (2) a statement that the previous meeting adjourned for lack of a quorum, and (3) the date, time and place of the next meeting.

Section 6 Proxy. A proxy may be utilized to obtain the requisite number of votes necessary to conduct the business at a meeting of the League. Regular members may constitute and appoint, in writing another active regular member representative for and in the name, place and stead of the voting member, to vote as the proxy of the absent member. The representative would be entitled to act upon all questions and matters which may properly come before such specified meeting as if the absent voting member were personally present. A proxy form will be included with the announcement of a regular meeting. A member may also assign their representative (proxy) by addressing an email to the Board of Directors that clearly states who will serve as their representative.

ARTICLE X COMMITTEES

Section 1 Listing of Committees.

1. Newsletter
2. Publicity/Public Relations
3. Zoning
4. Social
5. Membership
6. Grounds/Maintenance
7. By-Laws
8. Ways and Means
9. Seton Youth Services Liaison

Section 2. Responsibilities of Committees

- (a) The Newsletter Committee is responsible for the preparation and publication of the newsletters. The committee will also procure advertisements for the League's newsletter.
- (b) The Publicity/Public Relations committee shall be responsible for ensuring that all activities of the League, including, but not limited to, election of officers and subjects or programs of general membership meetings, are reported to the local news media. This committee shall also obtain and prepare the site for the regular membership meetings (including sufficient chairs, podium and microphone), shall obtain an interesting and timely speaker when directed by the President, and display signs in the King's Grant area announcing the meetings of that day.
- (c) The Zoning Committee shall be responsible for informing the League of all proposed zoning actions, proposed use permit and general planning affecting the residents of the King's Grant area. The committee shall ensure that the League is adequately represented at all city government functions which affect the interests of the members. The committee shall present the League's official position only as authorized and instructed by the membership.
- (d) The Social Committee shall be responsible for all social activities of the League and for refreshments at League meetings. All social functions of the League shall be financially self-supporting or as approved by the Board of Directors
- (e) The Membership Committee shall be responsible for the annual membership drive. It shall maintain an accurate current roster of all members and distribute same to all officers and committee chairmen. It shall also implement a plan to ensure that the newsletter is delivered in a timely manner to each dues paying household.
- (f) The Grounds/Maintenance Committee shall be responsible for the maintenance of League property; for the upkeep and maintenance of all public areas throughout the community; for coordinating projects with local garden clubs; and for all other items affecting the appearance of the King's Grant area.
- (g) The By-Laws Committee shall be responsible for interpreting the By-Laws to members; recommending revisions to the By-Laws and processing By-Law revisions recommended by members.
- (h) The Ways and Means Committee shall recommend changes to annual membership dues and procure other forms of financial support for the League.
- (i) Seton Youth Services Liaison shall keep the League apprised of any proposed actions by Seton Youth Services that would affect the King's Grant area and shall be the League's agent to address any membership concerns regarding the Seton Youth Services activities. This position shall exist so long as Seton operates youth shelters in the community.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the League in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the League may adopt.

Decisions relating to the conduct of business of the League shall be determined by a majority vote of the members present, except as shall otherwise be provided for in these By-Laws or in ROBERT'S RULES OF ORDER NEWLY REVISED.

ARTICLE XII - AMENDMENT OF BY-LAWS

(a) These By-Laws may be amended at any meeting of the League if the quorum required in Article IX, Section 5 is established provided that notice of said amendment has been properly sent (Article IX, Section 2).

(b) Any question as to the meaning or proper interpretation of any of the provisions of these or amended By-Laws shall be resolved by the Board and the By-Laws Committee.

ARTICLE XIII – NOTICES

Whenever, in these By-Laws, notice to active members is required, the mailing (by postal service or email) of such notice to the address shown on the records of the League for the members shall constitute such notice.

ARTICLE XIV - EFFECTIVE DATE

These By-Laws shall become effective upon approval by the Membership.

ARTICLE XV – DISSOLUTION

In the event of the dissolution of the League, the assets thereof, after payment of or provision for all just debts and expenses, shall be distributed to such non-profit civic or charitable organization or organizations of the city of Virginia Beach as the Board of Directors may designate.