

WOLFSNARE PLANTATION CIVIC LEAGUE

BYLAWS

(Revised October 14, 2004)

ARTICLE I: ORGANIZATION

This organization shall be known as the Wolfsnare Plantation Civic League.

ARTICLE II: PURPOSE

The purpose of this organization shall be to bring together at frequent intervals, those who are interested in the civic betterment of the community.

ARTICLE III: MEMBERS

Membership – Shall be open to any resident of Wolfsnare Plantation who has paid their annual dues.

Voting - Each resident in Wolfsnare Plantation shall have one vote at any membership meeting at which they are present. This is contingent on whether their dues are paid current. This shall be verified by the Treasurer. Proxy voting will not be permitted at any membership meeting or election.

Meetings - There shall be a minimum of two (2) membership meetings held each calendar year. The President reserves the right to call for additional membership meetings as the need arises. The meetings shall be held at such place as determined by the President. Adequate and reasonable advance notice of meetings shall be given to all members. Meetings of the Board will be called as needed by the direction of the President or a majority of the Board.

Special Meetings - Special membership meetings may be called by the President, or by a majority vote of the Board of Directors.

Quorum. The quorum for transaction of business at a general membership meeting will consist of ten (10) or more members in good standing. Good standing is defined as having paid their annual dues. Approval by two-thirds (2/3) of those present will constitute approval of business at hand.

Place of Meetings - Notice - All meetings shall be held at such place as determined by the President or their designee.

The Secretary shall distribute notice of the annual meeting and any special meetings of members by email to available email addresses for members of record with the Secretary at the time such notice is sent. Notice shall also be given by written correspondence of said meeting to be mailed or delivered to each residence located in Wolfsnare Plantation.

ARTICLE IV: OFFICERS

Election of Officers; Terms – The officers of the Corporation/Civic League shall consist of a President, Vice President, Secretary, Treasurer, Neighborhood Watch Coordinator and the immediate Past President. Residents serving in these positions shall be elected by majority vote of those members in good standing that are in attendance at the fall meeting of every odd year. All officers shall hold office for terms of two (2) years or until their successors are appointed or elected.

Duties of the President – The President shall preside at all meetings at which he/she is present and shall exercise supervision over the affairs and activities of the Corporation/Civic League, serving as member ex-officio on all standing and special committees. He/she shall have general management and direction of the Corporation/Civic League subject only to the ultimate authority of the Board of Directors. He/she shall also make appointments to the Board of Directors when vacancies occur for reason other than their normal expiration of term. He/she shall also establish committees as the need arises.

Duties of the Vice President – The Vice President shall exercise the authority of the President in his/her absence and perform such other duties as may be assigned to him/her by the President or the Board of Directors.

Duties of the Treasurer - The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation/Civic League, and shall deposit all monies and securities of the Corporation/Civic League in such banks and depositories as shall be designated by the Board of Directors. He/she shall be responsible for (i) maintaining adequate financial accounts and records; (ii) reporting on the financial status of the Corporation; (iii) preparing or arranging the preparation and filing of any tax returns required by law; (iv) shall have charge of and be responsible for maintaining a record of all donors and the amount of their contributions; (v) shall be responsible for the written acknowledgment of all contributions; and, (vi) performing all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

Duties of the Secretary – The Secretary or their designee, if the Secretary is unable to attend, shall act as secretary of all meetings of the Board of Directors and general membership meetings of the Corporation/Civic League. They shall keep and preserve the minutes of all such meetings in permanent books.

They shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation, if any is adopted; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation; shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

Duties of the Neighborhood Watch Coordinator - The Neighborhood Watch (NW) Coordinator shall be responsible for all activities relating the NW program in Wolfsnare Plantation. They shall work in concert with the Civic League and the Virginia Beach Police Department for the betterment of the community and shall perform other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

ARTICLE V: DIRECTORS

General Powers – The affairs and business of the Corporation/Civic League shall be managed by the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation or the Bylaws, all the powers of the Corporation/Civic League shall be vested in such Board.

Board of Directors – The Board of Directors shall be comprised of the elected officers, the Immediate Past President and the Neighborhood Watch Program Coordinator. Vacancies on the Board that occur due to resignation or any other cause, shall be filled by direct appointment of the President. Persons so appointed shall serve out only the remainder of that term in which they were appointed.

Meetings – Meetings of the Board or Directors will be held as deemed necessary by the President. Meetings can be held in person, through phone or electronic means, so long as a reasonable attempt is made to be inclusive of all Board members.

Quorum - A majority of Directors on the Board at the time of any meeting or action by the Board of 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 any meeting.

ARTICLE VI: ELECTIONS

Nominations and election of officers to serve as the Board of Directors will be held at the fall meeting of every odd year, to take office in January of the following year. A nominating committee of at least three members, to be appointed by the President or their designee, shall submit a list of nominees to the President.

The names of each nominee for office shall be distributed to all members at least 30 days prior to the meeting in which elections will be held. At this meeting, nominations will also be taken from the floor before being closed and the proposed slate, voted on.

ARTICLE VII: COMMITTEES

The President, by verbal or written agreement, may establish such other standing or special committees of the Board, consisting of at least one (1) Board member, as it may deem advisable; and the members, terms and authority of such committees shall be as set forth in the verbal or written resolutions establishing the same.

ARTICLE VIII: DISBURSEMENT OF FUNDS

The President shall have at their discretion the authority to spend, or give authorization to spend, up to two-hundred fifty (\$250) dollars from the treasury account provided that such funds are used for neighborhood events, activities, meetings, and administrative costs or for any other reason that may be for the betterment of the Wolfsnare Plantation community. Any amount of funds in excess of two-hundred fifty (\$250) dollars but not more than five-hundred (\$500) dollars shall be approved by a majority vote of the Board of Directors. Any expenditure in excess of five-hundred (\$500) dollars shall require a special meeting called by the President and/or the Board of Directors. Approval to spend funds in excess of five-hundred (\$500) dollars shall require a majority vote of those members in good standing that attend the special meeting.

ARTICLE IX: AMENDING ARTICLES OF INCORPORATION AND BYLAWS

The Corporation's Articles of Incorporation and Bylaws may be amended or altered at any meeting of the Board of Directors by a resolution adopted by a majority of the Board members.

ARTICLE X: POLITICAL AFFILIATION

The Corporation shall be operated along democratic lines having no political affiliation and shall be non-sectarian in the matter of religion.

ARTICLE XI: LIABILITY, INDEMNIFICATION AND INSURANCE

Limitation on Liability of Officers and Directors - To the full extent that the Virginia Non-stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

ARTICLE XII: CORPORATE RECORDS

Minutes of Meetings and Records of Actions Taken Without Meetings - The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors and all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

Accounting Records - The Corporation shall maintain appropriate accounting records.

Form of Records - The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Specific Records Which Corporations Must Keep - The Corporation shall keep a copy of the following records: the Corporation's Articles or Restated Articles of Incorporation and all amendments to them currently in effect; the Corporation's Bylaws or Restated Bylaws and all amendments to them currently in effect; a list of the names and addresses of the Corporation's current directors and officers; the Corporation's most recent annual report delivered to the State Corporation Commission; and Form 1023, Application for Recognition of Exemption, filed by the Corporation with the Internal Revenue Service, if any.

ARTICLE XIII: ORDER OF BUSINESS

Membership meetings shall follow Roberts Rules of Order.

ARTICLE XIV: MISCELLANEOUS PROVISIONS

Seal - If it is decided by the Board of Directors to adopt a seal for the Corporation, the seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

Fiscal Year - The fiscal year of the Corporation shall end on such date and shall consist of such accounting periods as may be fixed by the Board of Directors.

Checks, Notes and Drafts - Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize.

Amendment of Articles of Incorporation and Bylaws - The Corporation's Articles of Incorporation and Bylaws may be amended or altered at any meeting of the Board of Directors by a resolution adopted by a majority of the Board members.

The Board of Directors of this Corporation duly adopted these Bylaws on the 14th day of October, 2004.