

RiverHaven Civic League, Inc.
By-Laws
By the League Membership on

ARTICLE I - NAME

The name of this association is the RiverHaven Civic League, Inc., and is located in Virginia Beach, Virginia. This civic league includes the Shorehaven Community and Forest Hills Community.

ARTICLE II - PURPOSE

The purposes of this association are:

- a. To advance the civic interests of the community and to inform the members of matters pertinent to the community interests.
- b. To engage in any transaction or business incidental to the purposes set forth in this Article and not prohibited to corporations of this character under the laws of the Commonwealth of Virginia, and to this end the corporation may do all and everything necessary, incidental, and proper to the accomplishment of any of the purposes or the attainment of any of the objects or exercise of any of the rights or powers herein set forth, and to have and exercise all the powers conferred by the laws of the Commonwealth of Virginia, it being expressly provided that the enumeration of specific powers herein contained shall not be held to limit or restrict in any manner the general powers of the corporation.
- c. This corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or officer. The balance, if any, of all money received by the corporation from its operation, after the payment in full of all debts and obligations of the corporation of whatever kind and nature, shall be used and distributed exclusively for the purposes set forth above.

ARTICLE III - MEMBERSHIP

All residents or property owners in Shorehaven and Forest Hills Communities shall be eligible for membership, provided however, that each household shall be subject to annual dues and entitled to one vote. In order to be eligible to vote, each member's payment of dues shall be current. Members shall comply and be bound by these Bylaws and any Amendments thereto, and the policies, rules, and regulations at any time adopted by the League in accordance with these Bylaws.

ARTICLE IV - FISCAL YEAR AND DUES

The fiscal year of the League shall begin on January 1st, and end on December 31st. The membership fee shall be \$35.00 per annum or such other amount as set by the Board of Directors. This fee is payable in advance.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1. OFFICERS

The Civic League shall have five officers: President, Vice President of Forest Hills, Vice President of Shorehaven, Secretary, and Treasurer to be elected by the membership at the annual meeting each year in a manner hereinafter prescribed. The President and Vice Presidents shall hold office from January 1 following election for a term of one year and shall be eligible for reelection to their respective office for two, successive one-year terms, and after being out of office for at least one year, they shall again become eligible for election to their respective offices. The Secretary and Treasurer shall hold office from January 1 following election for a term of one year and shall be eligible for reelection for successive terms without limitation. All officers must be, and remain, members in good standing of the Civic League.

Section 2. BOARD OF DIRECTORS

The administration of the League shall be vested in a Board of Directors consisting of the five officers plus one director at large from each of the two neighborhoods,

namely Shorehaven and Forest Hills. All directors must be, and remain, members in good standing of the Civic League. At-large directors shall hold office from January 1 following election for a term of two years and shall be eligible for reelection to their respective office for two, successive one-year terms, and after being out of office for at least one year, they shall again become eligible for election to their respective offices. Such elections shall be held at the annual meeting of the members in the City of Virginia Beach, Commonwealth of Virginia, in November of each year. Any vacancy that may occur mid-term because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the remainder of the term involved. Only one officer or director from any one family may be elected to office at any one time. All officers and directors shall serve without compensation of any kind.

Section 3. Duties of Officers and Directors

- A. President: The President shall preside at meetings of the Board and membership and shall administer all affairs of the Civic League. The President shall vote at membership meetings only to break a tie vote and may vote in elections. The President shall be the spokesperson for Civic League, sign all Civic League correspondence and shall have such other powers and duties as may be assigned by the Board.
- B. Vice-President: The Vice-President shall exercise all powers and perform all duties of the President during the President's absence or inability to act, and perform such other duties as may be assigned by the President.
- C. Secretary: The Secretary shall have charge of and maintain such correspondence, newsletters, operating procedures, books, documents, and records as the Board may determine; ensure thorough turnover of said documents to succeeding Secretaries; attend and keep the minutes of all meetings of the Board and membership. The Secretary shall, in general, perform all duties incident to the office, subject to the control of the Board, and perform such other duties as may be required or assigned by the Board. The Secretary shall submit a copy of the minutes of all meetings to the President within ten (10) days after the meeting; the minutes shall serve as a permanent and accurate record of all business transacted. The Secretary shall obtain a list of Civic League members from the Treasurer and shall issue notices of membership meetings.
- D. Treasurer: The Treasurer shall prepare an annual budget for each Fiscal Year and submit it to the Board for review; approval and adoption at the annual

meeting. The Treasurer shall receive and deposit all funds in a financial institution approved by the Board and shall disburse funds as directed by the Board and in accordance with the approved Budget. The Treasurer shall keep an accounting of all receipts and disbursements, and an accurate balance of funds on hand, and shall provide a report of all financial activity at each membership meeting. All checks shall be signed by the Treasurer and co-signed by one other officer of the corporation.

E. Directors: Directors shall attend Board meetings and perform such duties as the Officers require.

Section 4. MANAGEMENT AND BOARD MEETINGS

The Board of Directors shall have full control of the management of the League, and in connection therewith, shall have authority to employ counsel and to make duly approved expenditures on behalf of the League. Any four shall constitute a quorum and a majority vote of those present shall be required to pass any resolution except in the case of an amendment to these Bylaws as later set forth. Meetings of the Board of Directors shall be at least annually, or as agreed upon by the majority of the Board, upon request of the President, or upon request of any two members of the Board. Reasonable notice of the meetings shall be given.

ARTICLE VI - COMMITTEES AND NOMINATIONS

In order to conduct the business of the Civic League, it shall be the duty of the President to appoint committees from time to time. Among such shall be a Nominating Committee, consisting of three representative members of the League, which shall report to the Board of Directors at least two weeks prior to the annual meeting of the membership and provide a list of nominees for the various positions of officers and directors. It shall be the duty of the Secretary to give notice of said list to the membership at least one week prior to the annual meeting. Additional nominations may be made from the floor, so long as such nominee has agreed to be nominated. Election shall be by the majority of current dues paying members present or by proxy on file with the Secretary.

ARTICLE VII - MEETINGS

Section 1. REGULAR MEETINGS

The President shall convene an annual meeting of the membership in October/November. The time and place may be designated by the Board of Directors for the transaction of such business that may come before the membership. The agenda for the annual meeting shall be to (a) approve the minutes of the previous meeting; (b) receive the Treasurer's annual report; (c) receive the annual Committee reports, Social Committee, Welcome Committee and/or Neighborhood Watch Committee reports; (d) elect officers and directors for the ensuing year; and (e) any such other business as may be properly presented.

The President shall convene, at least, quarterly Board meetings in or around January, April, July, and October to oversee our active communities Civic League.

Section 2. NOTICE OF MEETINGS

Notices to the membership of all regular and special meetings of the membership shall be by mailing, delivering, or electronically distributing a copy of such notice and/or placing portable signs at the two main entrances to the neighborhoods. Notice should be given at such times that should reasonably ensure that they will be received by the members at least ten days prior to said meetings. All such notices shall give the time and place for said meetings as well as known agenda items.

Section 3. SPECIAL MEETINGS

Special meetings of the League may be called by the President, or by four directors, or by ten members, upon written notice to the Secretary, stating the object of the meeting. Notice of special meetings shall be sent electronically, or other written form by the Secretary to each member giving the time, place, and object thereof, at least ten days prior to the appointed date. The matter of business at such special meeting shall be limited to that stated in the notice.

Section 4. QUORUM

A quorum for any meeting of the League shall consist of at least twenty-five percent (25%) of the current membership in good standing represented in person or by proxy on file with the Secretary and any other matter to come before such meeting shall be decided by a majority of those present.

Section 5. PROXIES

Voting on league matters is open to one representative from each residence in Forest Hills and Shorehaven. Each household is entitled to only one vote. If the dues paying member is a tenant, that person has the right to vote unless the property owner has registered with the secretary as the voter for that particular property and is current with dues. Members in good standing may cast votes by:

- a. Voting in person at the League meeting;
- b. Voting by proxy provided such proxy is in writing and filed with the Secretary.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended only by the membership and only at a regular or special meeting of the membership called for that purpose. A two-thirds vote of eligible members, in good standing, present and voting, in person or by proxy, shall be required for the adoption of such amendment.

CERTIFICATION OF THE SECRETARY:

I certify that I am the duly elected and acting Secretary of the RiverHaven Civic League, Inc. I further certify that the foregoing Bylaws, consisting of five (5) pages, are the Bylaws as adopted by the Directors of RiverHaven Civic League, Inc. on November 5, 2017. They have not been amended or modified since that date.

Executed on November 5, 2017 in Virginia Beach, Virginia.

_____, Secretary
signature

Printed Name:
