

# **Willoughby Civic League Constitution and Bylaws**

## **Constitution**

### **Article I - Name**

The name of this organization shall be the Willoughby Civic League (the "League").

### **Article II - Purpose**

The purpose of the League shall be to promote the principles of good citizenship among the residents, property owners, and proprietors of business establishments of the Willoughby Spit section of the City of Norfolk, to unite for cooperation and interchange of ideas for the best interests of this section towards beautification, recreation, and safety of its residents and the protection of their property investments, and to cooperate with other organizations for the best interests of this section in particular and the City in general.

### **Article III - Operating Year**

The fiscal year of this organization shall be June 1 through May 31.

### **Article IV - Boundaries**

The geographical boundaries of this organization will be that of Willoughby Spit, including and west of Third View Street.

### **Article V - Membership**

Membership shall be open to all those that meet one of the following criteria:

- All owners of record of real property located on Willoughby Spit, including and west of Third View street. Proof of ownership is as recorded in the appropriate Norfolk City Office;
- Any individual who physically resides on Willoughby Spit, including and west of Third View Street. Proof of residency will include any of the following with pre-printed information contained on the document: driver's license; current personal checking account; or a copy of a utility/service bill not more than 60 days old;
- An owner of a licensed business with real property ownership or a business lease in real property which is properly zoned on Willoughby Spit, including and west of Third View Street.

Membership shall reside with an individual person or owner of a licensed business and not with the property or business.

### **Article VI - Officers**

The elected officers of the League shall be the President, Vice President, Secretary, and Treasurer.

## Article VII - Board of Directors

The direction of the League shall be vested in the Board of Directors (the "Board"), which shall consist of the President, Vice President, Secretary, Treasurer, Chairpersons of six standing committees ( Neighborhood Improvement, Conservation, Community Activities, Ways and Means, Communications and Membership) and the immediate Past President.

The Board shall meet on the Thursday prior to the regular meeting and at the call of the President. A special meeting of the Board may be called by the President or any of three Board members with advanced notice of 48 hours being given to each member of the Board.

A quorum is necessary for the Board to take action on official League business. Eight members of the Board shall constitute a quorum, and any decision of the Board be determined by a majority vote of those members present.

The Board shall not take a position on issues presented to any related governmental body without the approval of the League membership, except in those instances where time is of the essence and:

- 75% of all Board members concur in the action; and
- No commitment of League treasury funds is involved; and
- A survey (electronic or otherwise) of members in good standing with email addresses on file was taken before the meeting to assist the Board in evaluation of support or rejection of the issue.

In those instances where the Board has taken a position on issues presented to any related governmental body without prior League approval, because time was of the essence, the action will be disclosed via official League communication within fourteen days, and be subject to ratification by the League's membership at the next regularly scheduled monthly meeting.

Despite the above, the Board of Directors shall not be precluded from asking for a continuance for any request for closing platted streets, granting any easement, passing any encroachment ordinance, or approving any zoning variance until such time as the membership can, at a normally scheduled or specially called meeting, making its position known.

## Article VIII - Dues

Refer to Section 7 of the Bylaws.

## Article IX- Amendments

This constitution may be amended at any regular meeting of the league. A quorum of league members in good standing must be present to vote on any proposed constitution amendments. Amendments will pass by a 2/3 or greater vote of the membership who are in good standing and in attendance at the regular meeting during which the vote is held. Proposed amendments must be presented and read to the League members attending a regular meeting at least 27 days before the meeting in which the vote is taken. Proposed amendments must also be reproduced in official League communications before the meeting in which the vote is taken. Ten (10) percent of the League membership in good standing, but not less than twenty-five (25) members in good standing shall constitute a quorum.

## **Bylaws**

### **Section 1 - Meetings**

Regular League meetings shall be conducted on the second Thursday of September, October, November, December, January, February, March, April, May, and June unless changed by a majority vote of the members present at a previous meeting when a quorum was present.

Special meetings may be called when twenty-five (25) members of the League petition any member of the Board of Directors, or by a two-thirds (2/3) vote of the Board of Directors. In either case, at least seven (7) days advanced notice is required, and the sole business that can be discussed is the issue for which the special meeting was called.

The Board of Directors shall meet on the first Thursday of each League month and at the call of the President, if required.

Absentee ballots and proxies received in writing will be recognized for the following individuals: those who for reasons of health or age are homebound or unable to attend meetings and by reasons of employment or deployment. The designated proxy agent may be any member in good standing who has attended three of the six preceding meetings. No member may serve as a proxy agent for more than two members. The Board of Directors shall be responsible for the validity of absentee ballots and proxies.

Notice must be given in the official League communication prior to a meeting of the intention of the Board of Directors or any member to call for a vote on any issue that would result in the League taking a position with any publicly elected body or board, commission, or an agency that is appointed by a publicly elected body, except for as noted in Article VII of the Constitution.

Ten (10) percent of the League membership in good standing, but not less than twenty-five (25) members in good standing shall constitute a quorum.

Every member in good standing shall be entitled to one vote on any issue before the Civic League, provided they were a member in good standing at the time of the previous general meeting.

### **Section 2 - Procedure**

Roberts Rules of Order shall apply in all cases except where such rules are not consistent with the existing Constitution and By-Laws of the Willoughby Civic League.

It shall be the duty of the Presiding Officer to preserve order and to announce the decision of the members on all questions voted upon by the League.

When a quorum is present, voting shall be done by voice or show of hands, or by standing. Any time during a meeting that a ballot is desired, a motion to that effect can be made, and if passed, a ballot will be taken.

No question is open to debate until a member has made a motion, said motion has been seconded, and so stated by the Presiding Officer. The Presiding Officer shall ask for discussion or debate on any question.

In speaking, members shall avoid all personal remarks, shall conduct themselves in a manner reflecting credit on the organization. Should the presiding officer deem a member not to be compliant, Roberts Rules will govern. Meetings shall be conducted in the following order:

Call to order by the Presiding Officer

Reading of the Minutes

Committee Reports

Secretary's Report

Treasurer's Report

Unfinished Business

New Business

Election and installation of the New Officers

Motion for Adjournment

### Section 3 - Qualification of Officers

All persons elected to an office shall be required to be a member in good standing. No two officers or committee chairs shall reside in the same household during their term of service. Any elected Officer or elected Chairperson of the League who conducts themselves in a manner reflecting discredit upon the organization, or who is unnecessarily absent from three consecutive meetings, or in the opinion of the majority of the Board of Directors is not discharging their duties properly, shall cause the Board of Directors to recommend to the membership that this person be relieved of their position. They will still retain membership in the League.

### Section 4 - Officers

Election of Officers shall be held at the meeting in May of each year. A Special Nominating Committee shall present the membership with a slate of qualified members for elected positions (refer to Section 5-Committees).

#### **President**

The President shall be the Chief Executive Officer of the League. The President shall preside at all meetings of the League and its Board of Directors, and shall prepare the agenda for each meeting. The President should represent the League at all outside events and public hearings. When unable to do so the President shall appoint and brief someone from the Board to act in the President's stead.

#### **Vice-President**

The Vice-President shall assume the duties of the President in his/her absence or as requested, assist in preparing meeting agendas, be an ex-officio member of all Standing Committees, and assist in coordinating their activities as directed by the President. In the event of the permanent incapacitation of the President, he/she shall assume the position of the President for the

remainder of the term. The Vice-President position is intended to be a training position for League President and the officer holder would normally be expected to seek nomination to President when the existing President steps down.

#### **Secretary**

This Officer shall record the minutes and maintain a record of issues from the General and the Board meetings. He/she shall maintain a record of all votes taken on matters or issues presented before the general membership and provide the President with a copy of all records.

The secretary will serve as member of the Communications Committee and shall guide the committee on official League communication protocols.

#### **Treasurer**

The Treasurer will maintain accurate and orderly records of all receipts and expenditures of the League. Payment will be made only for those items approved by the President or as directed by the general membership. The Treasurer is authorized to spend/disburse up to \$300.00 per month for the normal and customary expenses of the League with the exception of procurement of merchandise for the ways and means committee sales with the approval of a majority of the board.

The Treasurer will render an oral report at every meeting. The annual report will be formal and written. He/she will maintain a checking account in the name of the League. In conjunction with the Membership Committee Chairperson, they will maintain an up-to-date list of members in good standing.

At the end of a treasurer's term an independent audit shall occur to reconcile the outstanding debts before the new treasurer assumes their duties. The budget of the prior year shall be forwarded to the new treasurer.

#### **Section 5 – Committees**

The standing Committees of the League shall include the following: Neighborhood Improvement, Conservation, Community Activities, Ways and Means, Communications, and Membership.

All standing Committee Chairpersons will be elected by the membership. Special committees may be appointed by the President but will dissolve when their mission is accomplished. Special Chairpersons will not serve on the Board of Directors.

At the regular March meeting two months preceding the annual meeting held in May of each year, a Special Nominating Committee will be formed. It will consist of five members: four elected by the League's membership and a fifth elected by the Board of Directors from current Board members. The Special Nominating Committee will elect its own Chairperson, which cannot be the designated Board member. The primary responsibilities of the Special Nominating Committee will be to present a written slate of Officers and Committee Chairpersons (as specified) for the upcoming year, and to conduct the election process during the annual May meeting. Nominations for the position of any Officer or Chairperson (as specified) may also be made from the floor. The Special Nominating Committee will distribute ballots, designating each person nominated for an Officer or elected Chairperson position, and containing additional spaces providing for floor nominations. In the event that the position of any Officer or elected Committee Chairperson other than the President is vacated during the year, the President will reconstitute the most recent

**Nominating Committee, which will make a recommendation for filling that vacancy at the next regularly scheduled League meeting.**

**The role of the special Audit Committee is to file a report with the membership and assure proper fulfillment of all State and Federal filing requirements. The President will appoint an Audit Committee composed of a chairperson and one member who are non-board members and not required to be League members.**

**All committees shall have a minimum of 3 people including the chairperson and a maximum of 7 including the chair. Should more than six people wish to serve in addition to the chair, it will rest with the committee chair to determine who will serve. The number of people serving on special committees (except as defined for the nominating committee) shall be determined by the President who has the authority to appoint them.**

### **Section 6 – Description and Duties of Committees**

#### **A. Neighborhood Improvement**

**The Neighborhood Improvement Committee is responsible for monitoring the condition of infrastructures (streets, curbs, gutters and sidewalks), facilities, businesses, rental property, and residences to determine when deteriorating conditions appear, and make notification to the appropriate owners and/or government agencies to assure that corrective action is taken.**

**This committee is also responsible for monitoring compliance with zoning laws and requested changes. The Committee reviews published zoning requests, and, as directed by the President, consults with the Department of Planning and Code Enforcement for clarification, and makes recommendations for the League. Committee members will present the League's position on these matters, as approved by the general membership fully informed concerning legal and zoning issues, proposed changes, and their potential impact on the community.**

**The Neighborhood Improvement Committee will coordinate its efforts with the Conservation Committee.**

#### **B. Conservation Committee**

**The Conservation Committee is responsible for working with the Norfolk Redevelopment Housing Authority to actively promote and execute the "Conservation Plan, Willoughby Neighborhood, Norfolk Virginia" as approved by the League's general membership and City Council. This Committee will provide periodic feedback to the general membership regarding the status of Conservation efforts, and provide advice, guidance and assistance to residents seeking Conservation assistance.**

**The Conservation Committee will coordinate its efforts with the Neighborhood Improvement Committee.**

#### **C. Community Activities**

**The Community Activities Committee is responsible for League participation in community activities such as parades, ceremonies, and special events. Such activities include routine activities such as Adopt A Street/Spot Programs, neighborhood clean up events, voter registration drives, school and area carnivals, liaison with City Recreation, Parks and Open Spaces Commission and other special or routine events and efforts identified as "Community**

**Activities". This Committee shall report activities conducted or planned and recommend League involvement in such activities.**

#### **D. Ways and Means**

**The Ways and Means Committee is responsible for all fund raising activities except for the collection of dues. Yard sales, bake sales, and other activities shall be conducted to enrich the League's treasury.**

**This Committee is also responsible for the coordination of clothing drives, food drives, and other programs to help the needy of the Willoughby Spit community and others as approved by the membership. This Committee shall call for volunteers for fund raising events at the regular monthly meetings.**

#### **E. Communications**

**The Communications committee will determine the official League website design, ensure content accuracy and make monthly updates. This committee will determine the webmaster for the official league website and have administrative rights. This committee will publish all official League communication as determined by the Board. The committee will uphold official League communication protocol.**

**The recording secretary will serve as a member of the Communications Committee and guide the committee on the following official League communication protocols:**

- 1. Mission/Purpose of official League communication: The purpose is as a means of communication to distribute meeting minutes, announce future votes, announce League activities, and provide a forum in which community members can share resources and opportunities.**
- 2. Distribution: The League's preference for official League communication distribution is electronic; however members may elect to receive a paper copy via mail. .**
- 3. Privacy issues: Demographic information of all members will not be shared with any public or private entity outside the requirements of the League for any purpose unless required by law.**
- 4. Impartiality: Official League communication will include a disclaimer stating clearly that the League does not endorse any candidates, goods or services.**
- 5. Advertising issues: Our policy is to accept advertising to encourage community based businesses, services, and opportunities. All advertising must be included within the regular pages of the official League communication. No materials will be accepted unless approved by the board. Other publications of interest may be linked to the League website if deemed relevant by the editor.**

#### **F. Membership**

**The Membership Committee is responsible for developing and implementing plans to increase the League membership. The committee shall insure that attendance is taken at each meeting, new members introduced, dues collected and turned over to the Treasurer, and up-to-date attendance records maintained. The committee will prepare and distribute dues notices in May to every member.**

**Additionally, the committee shall send specific notation to any member who does not renew membership by June to advise that they can no longer be considered members in good standing unless dues are paid by the June General Membership Meeting.**

Membership records will be maintained by computer. Copies of membership records will be provided to the President and other Officers upon request.

#### **Section 7 – Dues**

Dues are \$10 per year per member. Dues are payable in June of each year. Members whose dues have not been paid by the September General Membership Meeting shall no longer be considered as members in good standing. Members in good standing will receive the official League communication. Only members in good standing will receive official League communication and be eligible to vote at meetings.

#### **Section 8 – Amendments**

The manner of amending these Bylaws shall be the same as that required by the Constitution for changing or amending the Constitution of the League.

As Amended by the General Membership, May 10, 2000

Amended by the General Membership, 2006

Amended by the General Membership, April 11, 2013