

# **Articles of Incorporation and Bylaws Of the Park Place Civic League**

## **Article I. Name**

The name of the corporation shall be: PARK PLACE CIVIC LEAGUE, INC.

## **Article II. Boundaries**

The geographical boundaries of the Park Place Civic League, Inc. (the League) shall be as follows:  
From the 23<sup>th</sup> Street railroad tracks on the south to the southern side of 38<sup>th</sup> Street on the north, and from the eastern side of Colley Avenue on the west to the western side of Granby Street on the east.

## **Article III. Objectives**

**Section 1.** To function as a non-profit organization, operating for the mutual benefit of the residents, property owners, and business owners of this community and to represent same to local law enforcement agencies and the governing bodies of the city of Norfolk, the Commonwealth of Virginia, and the United States of America.

**Section 2.** To promote and encourage membership in this League and to coordinate and direct activities within the community to develop unity and diversity amongst residents, property owners, business owners, young and old, new and established, from all walks of life.

**Section 3.** To do any and all things legal and within the laws of the City of Norfolk, the Commonwealth of Virginia, and the United States of America, to further the best interest of this community in regards to neighborhood improvement, beautification, historical preservation, neighborhood friendly business development, and safety and security for all.

**Section 4.** To acquire, hold, lease, and convey real and personal property, unlimited and without restriction, in the Commonwealth of Virginia, so far as is permitted by the laws thereof.

**Section 5.** To have the general powers of a corporation included in Title 13.1 of the Virginia State Code not herein stipulated.

## **Article IV. Membership and Voting**

### **Section 1. Eligibility**

(A) Any adult, 18 years of age or older, residing, owning property, or owning a business in the Park Place Neighborhood as defined in Article II above is eligible for membership within this League.

(B) Any non-resident, non-property owner who wishes to join the League may make application to the Board of Directors of the League. Upon approval by a majority of the Board and payment of annual dues, such non-resident shall be a member.

(C) Any youth ages 12 - 17, residing within the boundaries of the League may be a member. They shall pay no dues and shall have no vote, however, their participation in all activities and functions of the League shall be encouraged.

## Section 2. Membership Defined

(A) **Regular** - any persons having legal residence within the boundaries of Park Place as defined in Article II, who has submitted an application for membership and paid the required annual dues, shall be considered a Regular member. All Regular members have one vote. Only members present may vote. Proxy voting is not permitted.

(B) **Associate** - any persons having legal residence outside the boundaries of the Park Place Neighborhood as set forth in Article II above, but own property or a business in Park Place, who wishes to participate in the active betterment of Park Place, upon completing requirements as stated in Article IV, section 1, item B shall be an Associate Member. Associate Members will have a vote on matters brought before the league; however, Associate Members may not vote on the officers of the league.

(C) **Honorary** - any persons who fulfill Regular or Associate Member status but, for reasons that shall be made record of, cannot attend meetings regularly shall be an Honorary Member. While their contributions will be noted/considered as business is conducted, they will not have a vote or hold office.

## Section 3. Membership Dues

(A) **Annual Dues** - the annual dues of the League shall be \$10.00 per member, from the beginning of the Annual Year (September 1<sup>st</sup>) to the end of the Annual year (August 30<sup>th</sup>). Any person for whom paying the dues would create a hardship may make an appeal to the Board to have their dues adjusted according to their need.

## Section 4. Members in Good Standing (Bonafide members)

(A) any member who maintains his residence, business, or property ownership within the boundaries of the League and whose membership dues are current.

(B) any member who has not missed three consecutive League meetings or has shown just cause for such absences

1. No member may miss three or more consecutive League meetings except for reasons of pre-scheduled vacation, military deployment, etc. of which the secretary shall be notified prior to absence in writing, or due to illness.

2. Member's who fail to maintain Good Standing shall surrender their right to vote until they have brought their membership dues current or have attended at least three consecutive meetings.

## Article V. Officers and Board of Directors

**Section 1. Officers** - the Officers of this corporation, who are members in good standing, shall be President, Vice President, Treasurer, Secretary, Parliamentarian and Chaplain, and shall be elected as hereinafter set forth to serve for a term of two years, not to exceed two consecutive terms. The youth members of the League shall elect one from their age group to represent them on the Board of Directors. This person shall serve in an advisory capacity only. Only Regular member may serve as an officer.

(A) **President** - the President shall preside over all meetings of the League and of the Board of Directors; shall act as the official representative and spokesperson of the League unless that responsibility is delegated by the president, the membership, or these Bylaws to another person; during any absence of the President, the Vice president shall perform the aforementioned functions.

(B) **Vice President** - the Vice President shall assume the duties of the President in his/her absence; assist the President in the discharge of his/her duties; may arrange for guest speakers and other programs to be featured at membership meetings; and perform such other duties as designated by the President and the Board of Directors.

**(C) Treasurer** - the Treasurer shall receive all funds of the League and deposit same in such federally insured bank as the Board may choose; shall pay all obligations of the League in a timely manner; shall keep an accurate record of all receipts and disbursements and present an oral and written financial statement at the monthly Board and League meetings; present an annual budget (after conferring with committee chairpersons and the Board) for the approval of the Board and for review by the membership at the annual meeting; insure all financial reports are filed as required by law or regulation; and shall deliver an annual report at the annual meeting of the League. All records shall be made available for auditing as requested.

**(D) Secretary** - the Secretary shall act as recorder for the League; keep accurate minutes of all Board and membership meetings; provide for the custody of the records and all League documents; make available at all meetings of the League and Board of Directors a current copy of the League's Articles of Incorporation and Bylaws; handle all official correspondence; maintain a current record of all members (names, addresses, phone numbers, and email addresses if available); perform other such duties as this office may require. The secretary shall be responsible, along with the communications committee, for issuing a Call to all members one week prior to all meetings.

**(E) Parliamentarian** - the Parliamentarian shall be well versed in the current published "Robert's Rules of Order" and the policies and procedures of this League and shall interpret them and see that they are adhered to.

**(F) Chaplain** - the Chaplain may open meetings with prayer and close meetings in like manner or direct another member or friend of the League to do so.

**Section 2. Board of Directors** - the Elected Officers shall constitute the Board.

**(A)** The Board shall provide leadership to the League membership toward the achievement of its objectives set forth in Article III.

**(B)** The Board shall be responsible for coordinating the activities of the League and its committees.

**(C)** The Board shall prepare the agenda for all regular League meetings and specially called meetings.

**Section 3.** No Officer or member of the League shall represent the League in any manner without prior approval of the Board.

**Section 4.** Any Officer who is absent from three consecutive League or Board meetings without good cause may be removed from office in accordance with section 5 of this article.

**Section 5.** Any Officer who fails to perform the duties of such office may be removed, following 10 days' written notice from the Board and by a two-thirds vote of the members present at the next regular membership meeting.

**Section 6.** Interim vacancies of office will be filled by special election at the next League meeting following notice of the members.

## **Article VI. Committees**

**Section 1.** All committees of the League shall adhere to the provisions of the Articles of Incorporation and Bylaws and to the following committee rules and guidelines:

- the Chairpersons of the standing committees shall be approved by and serve in cooperation with the elected Officers; such approvals to be made by the Board.

- the President is an ex-officio member of all standing committees but shall not chair any committee.
- each committee shall consist of not less than two League members, not counting the President.
- the President may appoint ad hoc Committee Chairpersons as the need arises.
- members of each committee shall be appointed by the Chairperson of that committee. All committees shall be open to volunteering members. No volunteer shall be excluded or removed by a Chairperson without good cause.
- shall adhere to budgetary guidelines and shall maintain an accounting of all expenditures of their committee.
- shall maintain inventory of League assets for each committee.
- shall record complete minutes of each committee meeting. At the minimum, the original should be forwarded to the League Secretary for filing with the permanent records, and a copy given to the President and Chairperson of the committee.
- prepare and present a committee report to the membership at the regular meeting.
- communicate any news to the Communications Committee for publication in the League's newsletter or via local media.
- provide original (or copy, if outgoing) of all correspondence, etc to the Secretary for filing with the League's permanent records.
- provide support to other committees, Officers, and Board Members as needed.

## **Section 2. Standing Committees:**

**(A) Activities Committee** - this committee shall coordinate the social, recreational, and cultural activities of the League; coordinate the League's fund raising efforts; solicit support from businesses and companies in the form of membership (if applicable), cash donations, non-monetary support for the League's operations (i.e. office supplies, landscaping supplies, items for fundraisers, etc.); assist members requiring transportation or childcare in order to attend activities.

**(B) Communications/Publicity Committee** - this committee shall assemble and distribute a monthly newsletter to all current and potential members of the League; shall confer with the Board for newsworthy items to be placed in the same; shall be the distribution center for all League literature; responsible for the printing of League literature; responsible for the promotion of the League and all events via media, advertisements, announcements, etc.; coordinate efforts to secure/maintain bulk postage permit; publicize regular and special meetings via signs, newsletter, etc.

**(C) Hospitality Committee** - this committee shall coordinate all efforts entailed in the setting up for, providing refreshments for, and the cleaning up after of all regular and special meetings; act as liaison between the League and meeting facilities owners/managers; assist the Secretary with the greeting and registering of all Assoc. meeting attendees; assist members requiring transportation or childcare in order to attend meetings;

**(D) Membership Committee** - this committee shall coordinate annual membership drives; welcome and encourage membership from new, eligible, residents/businesses; set and strive to achieve attainable annual membership goals; introduce new residents and members at regular monthly meetings; perform any research required to identify non-resident property owners and new residents within the League's boundaries and solicit membership.

**(E) Public Safety Committee** - this committee shall establish and coordinate a Neighborhood Watch Program; act as liaison between the League and Law Enforcement and Norfolk Emergency Services Agencies

**(F) Zoning and Improvements Committee** - this committee shall act as liaison between the

League, other leagues and appropriate local government agencies in all matters associated with zoning and community improvement efforts; coordinate and promote activities within the community designed to improve the appearance, beautification, environment and quality of life for all residents of Park Place; research and explore any opportunities available through grants and such (i.e. Community Development Corporation) which might be used to improve the Park Place Neighborhood; be educated on the city of Norfolk Codes and shall work with the city on upkeep of streets, sidewalks, street lights, and code violations.

## **Article VII. Finances**

**Section 1.** All League expenditures in excess of \$50 shall be contained in a membership approved budget.

**Section 2.** All checks shall be signed by any two of the following Officers: President, Vice President, or Treasurer.

**Section 3.** Claims for expenses incurred on behalf of the League must be submitted to the Treasurer within 45 days of the day the expense was incurred, or such expense shall not, under normal circumstances, be reimbursed. See Section 1

**Section 4.** The Treasurer's books shall be audited annually by an ad hoc committee of three members, the results of which shall be announced no later than the August meeting of the League.

## **Article VIII. Meetings and Quorums**

### **Section 1. Meeting of Members**

**(A) Annual Meeting** - The Annual Meeting of the members shall be held in June of each year or at such time and place as shall be designated in a call of the meeting by the President or his/her designated to the membership.

**(B) Regular Meetings** - The Regular meetings shall be held once each month at a time and place that shall be designated in a call by the President to the membership of the meeting.

**(C) Special Meetings** - Special meetings may be called at any time by the President or by a majority of the Board of Directors, and shall be called by the Secretary upon written request of twenty-five or more members in good standing. Any special meeting of the members shall be held at the time and place designated in the call of the meeting, and the business transacted shall be confined to the matters pertinent thereto.

**(D) Call of Meetings** - All meetings shall be initiated by the issuance of a written call to all members of the League. The call for the regular meetings shall be given no less than 7 days prior to said meeting; the call for special meetings shall be given no less than 3 days prior to said meeting. All calls shall contain the tentative agenda for the meeting and notice of any pertinent issues that shall be addressed.

**Section 2. Quorum** - A Quorum shall be deemed to be present when no less than 15% of the members in good standing, as shown by the records of the Secretary, are present. No business shall be conducted, other than to adjourn, whenever determined that a quorum is not present.

## **Article IX. Meetings of Board of Directors**

**Section 1. Regular Meetings** - Regular meetings of the Board will be held each month at a time and place designated in a notice to the Board members of the meeting.

**(A) Quorums** - A Quorum shall be deemed to be present when a majority of the Board Members are present. No business shall be conducted, other than to adjourn, whenever it is determined that a

quorum is not present.

**(B) Attendance** - Any Board Member missing three consecutive meetings may be replaced as per Article V, Section 4.

#### **Article X. Elections**

**Section 1. Nominating Committee** - A Nominating Committee consisting of five members in good standing, who do not currently serve the League in elected positions, shall be appointed by the Board of Directors at the April meeting. This committee shall have at least two members who have been a resident for seven years or longer and two members who have been a resident for less than 7 years.

**(A) Slate** - It shall be the duty of this committee to nominate a slate of Officers of two or more names for each elective office at the May meeting. Nominations for elective office may also be made from the floor. All nominations made at the May meeting shall be published in the next Newsletter.

**Section 2. Election Time** - The election of Officers shall take place at the annual meeting each year, in June.

**Section 3. Consent** - Only those persons giving their consent to serve may be nominated.

**Section 4. Term** - Newly Elected Officers and Board members shall assume their duties at the close of the annual meeting in which they were elected. Outgoing Officers and Committee Chairpersons shall assist them in the transition of leadership.

#### **Article XI. Conferences**

**Section 1.** The Board of Directors shall select Officers, Committee Chairmen, or other members in good standing to attend conferences, etc. at which representation of this League is desirable. League representatives shall have no authority to make commitments binding the League except as authorized in instructions from the same.

#### **Article XII. Rules**

**Section 1.** Proceedings shall be in accordance with the latest published "Robert's Rules of Order" unless there presents a conflict with these Bylaws in which case these Bylaws shall rule.

#### **Article XIII. Amendments**

**Section 1.** These Bylaws may be amended at any regular, annual, or special meeting, provided at least 30 days' notice is given of the amendment to the members, in writing, prior to the meeting. Any amendment must be approved by a two-thirds vote of the members with a quorum present. Any Amended Bylaws shall be subsequently approved by and recorded with the State Corporation Commission.

#### **Article XIV. Effective Date**

**Section 1.** These Bylaws became effective upon their approval by a majority of the persons in attendance at the March 2008 meeting. Amendments presented August 15, 2016