

**BYLAWS
OF
LANGLEY CIVIC LEADERS ASSOCIATION**

ARTICLE I

NAME

The name of the corporation shall be “Langley Civic Leaders Association”.

ARTICLE II

PURPOSE

The purposes for which the corporation is formed are those set out in its Articles of Incorporation, as may be amended from time to time, including:

The education of the community with respect to the mission and needs of Langley Air Force Base, Hampton, Virginia, the Department of the Air Force, the First Fighter Wing and the Air Combat Command (ACC);

The promotion of the morale, welfare and education of the personnel attached to Langley Air Force Base and their families;

The enhancement and preservation of a mutually beneficial relationship between the community and Langley Air Force Base, the 1st Fighter Wing and the Air Combat Command; and

Such other related activities as shall be consistent with the above purposes and the Articles of Incorporation and the Bylaws of the corporation.

ARTICLE III

POWERS

The corporation shall have all the powers, rights and privileges of a Virginia non-stock corporation in accordance with its Articles of Incorporation, the Commonwealth of Virginia, and as tax exempt organization, pursuant to 501C4 of the Internal Revenue Code of the United States of America, and subject to the restrictions therein.

ARTICLE IV

1. Application. Any person, partnership, association or corporation which agrees to abide by the provisions of the Articles of Incorporation and the Bylaws and to further the purposes of the corporation may apply for membership.
2. Acceptance. An applicant shall be accepted for membership upon the affirmative vote of a majority of the Board of Directors at a regular or special meeting. Membership shall be available without regard to race, color, disability, creed, sex, age, or national origin.
3. Qualification. A member shall be considered to be a member in good standing and entitled to the privileges of membership upon the payment of the required membership fee and any assessments established by these Bylaws or by the Board of Directors from time to time. Membership in good standing shall at all times be predicated upon the member's compliance with the provisions of the Bylaws, Articles of Incorporation, and resolutions of the corporation.
4. Dues and Assessments. Membership dues shall be set by the Board of Directors at the annual meeting for each ensuing fiscal year. Dues shall be payable in advance on an annual basis. Dues shall be due on January 1st of each year. The Board of Directors may, at any regular or special meeting, call for a special assessment of the membership in such amount as they shall deem necessary to carry out the purposes of the corporation.
5. Classes and Voting. There shall be two classes of membership in the corporation, individual and corporate/sponsoring. Each member shall be entitled to one vote which shall be non-cumulative with respect to the election of the Board of Directors and other matters.
6. Rights. Every member in good standing shall be entitled to hold office, to vote, to receive all general publications of the corporation, to avail herself/himself of the facilities of the corporation, to attend all regular and special meetings of the membership and to have the privilege of the floor at such meetings, to participate in all referenda conducted by the corporation and to display the emblem of the organization.
7. Termination. Any member will be terminated from membership for non-payment of dues or assessments upon the expiration of ninety (90) days from the date such dues, assessments or any installment thereof shall have become due and payable. The Board of Directors shall have the discretionary power to grant a waiver of the provision in the case of hardship or other compelling circumstances.
8. Expulsion. Any member may be expelled from membership with or without cause by the affirmative vote of two-thirds of the Board of Directors.
9. Refund of Dues. Any member whose membership terminates by reason of death, resignation, or expulsion shall not be entitled to a refund of dues or assessments previously paid.
10. Meetings. The annual meeting of the membership of the corporation shall be held on the second Friday of December at such time and place as the Board of Directors shall

designate. Other meetings of the membership may be held quarterly as called by the Board of Directors or upon call by ten percent of the Members in good standing upon ten (10) days advance notice to the membership, but no less than three times per year (January 1 to December 31).

11. Fiscal Year. The fiscal year shall be January 1 to December 31 of each year.

12. Resignation. Any member may resign by giving written notice to the Board of Directors specifying the effective date of resignation.

13. Notice. Notice of the Annual Meeting shall be given at least fourteen (14) days before the scheduled meeting. All meeting notices shall be by U.S. mail, first class postage, at the last known address of the member.

ARTICLE V

OFFICERS

1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers or assistant officers as the Board shall elect or appoint. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Nomination, Election and Term. The President shall appoint a nominating committee composed of at least three members of the Board of Directors prior to the annual meeting to present nominees for officers of the corporation to the Members. The officers shall be elected by a majority vote of the Members at the annual meeting and shall serve for a two year term.

3. Resignation. Any officer may resign at any time by written notice to the President or Secretary specifying the effective date of the resignation.

4. Removal. Any elected or appointed officer may be removed with or without cause by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting.

5. Vacancies. Vacancies in office, which may arise due to death, resignation, removal or other cause, shall be filled by appointment by majority vote of the Board of Directors. Any successor so appointed shall serve until the next annual meeting at which an election of Officers is held.

6. Duties of Officers.

a. President. The President shall preside at all meetings of the corporation and the Board of Directors shall have the power to sign documents or instruments on behalf of the corporation and shall have the power to endorse and negotiate checks or other negotiable instruments on behalf of the corporation. The President shall have such other powers as may be authorized by these Bylaws or the Board of Directors, but shall not have those powers which are exclusively delegated to some other officer or agent.

b. Vice President. The Vice President shall perform the duties of the President in absence, disability or refusal of the President to act and shall possess all the powers and duties of the President. The Vice President shall possess such other powers and duties as shall be prescribed by the Board of Directors. If the Vice President shall be unable to act, the President shall appoint another officer of the Board of Directors to act in the absence of the President.

c. Secretary. The Secretary shall issue all notices of calls for meetings of the corporation and its Board of Directors, shall keep full minutes of all such meetings and shall maintain the minute book of the corporation. The Secretary shall sign with the President on documents and instruments when so required and shall have such other powers as shall be prescribed by these Bylaws.

d. Treasurer. The Treasurer shall have custody of and be responsible for all monies of the corporation, shall keep full and accurate financial records and accounts, showing the transactions of the corporation, its accounts, liabilities and financial condition; and shall see that expenditures are duly authorized and are evidenced by proper receipts and vouchers. The Treasurer shall deposit in the name of the corporation, at such depository or depositories as are approved by the Board, all monies that may come into his or her hands for the corporation's account and shall endorse for collection or deposit all checks or other negotiable instruments for the corporation's account. A full report of the financial status of the corporation at the annual meeting of the Board shall be made by the Treasurer, and the Treasurer shall make such other reports and statements as are required by the Board or state or federal governments. The Board or the President may assign any financial duties to others acting under the supervision and control of the Treasurer and may delegate such other powers and duties to the Treasurer as they shall determine.

Disbursements of funds on behalf of the corporation shall require the signatures of two officers.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than two members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of the fact at the end of the report.

ARTICLE VI

BOARD OF DIRECTORS

1. Composition and Number. The business and affairs of the corporation shall be managed by a Board of Directors composed of seven members, which shall also include the President, Vice President, Secretary and Treasurer. The immediate Past President shall also serve, ex-officio, on the Board of Directors.
2. Eligibility. Any member in good standing shall be eligible to serve as member of the Board of Directors.
3. Term. Each Director shall hold office for one year.
4. Nominating and Election Procedure. A nominating committee composed of at least three members of the Board of Directors shall be appointed by the President in advance of the annual membership meeting and shall present a slate of candidates to the membership at the annual meeting. Each member shall be entitled to one vote for each seat on the Board of Directors open for election.
5. Vacancies. Vacancies, for whatever cause, in the Board of Directors shall be filled by appointment by majority vote by the remaining Directors of Director.
6. Resignation. Any Director may resign by giving written notice to the President or the Secretary specifying the effective date of the resignation.
7. Removal. Any Director may be removed with or without cause by the affirmative vote of two-thirds of the Board.

ARTICLE VII

MEETINGS OF THE BOARD

1. Place. Meetings of the Board shall be held at such place within or without this state as the Board shall determine.
2. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any regular or special meeting.
3. Adjournment. The majority of the Directors present, whether or not constituting a quorum, may adjourn a meeting to another time and place.
4. Annual Meeting. The annual meeting of the Board of Directors shall be held on the second Friday of December at such hour and place as may be designated by the Board. The Board shall elect the Officers of the corporation, and establish the membership of such

committees as shall be necessary to transact such other business as shall properly come before the Board.

5. Regular Meetings. The Board shall fix the time and place of regular meetings which meetings shall be held at least quarterly.

6. Special Meetings. Special meetings may be held at any time and place upon call by the President or a majority of the Board. Notice of Special meetings shall be given as provided in these Bylaws and only such business as is described in the Notice shall be transacted at such Special Meeting unless such action is subsequently approved by unanimous consent by the Board.

7. Notice of Regular, Special and Adjourned Meetings. Regular meetings of the Board held at the regular time and place established by Board resolution may be held without further notice. Notice of the time, place and purpose of any Special meeting of the Board shall be given to each Director by written notice mailed at least five days prior to any such meeting, or upon notice given personally to each Director at least forty-eight hours prior to such meeting. Notice of adjourned meetings shall not be required unless such meeting is adjourned for more than seventy-two hours. In such case, notice of the time and place of the adjourned meeting shall be given to each Director who was not present at the time of adjournment at least twenty-four hours in advance of such meeting.

8. Waiver of Notice. The notice requirement of any meeting of the Board of Directors may be dispensed with by a waiver of notice and consent to the meeting signed by each Director not present. The attendance of any Director at a meeting shall constitute waiver of notice of the meeting.

9. Voting. Each Director shall be entitled to one vote. Voting by written proxy shall be permitted.

10. Action Without Meeting. Any action of the Board may be taken without a meeting if all Directors consent in writing to such action. Such written consent shall have the same force and effect as a unanimous vote of the Board. Email notification by a Board Member will satisfy this requirement.

ARTICLE VIII

AMENDMENTS TO BYLAWS

These Bylaws may be amended by the affirmative vote of two-thirds of the Members , provided that actual notice of proposed amendments to the Bylaws and the time and place of the meeting at which such amendments are to be considered shall be given to each Member at least five days in advance of such meeting.

ARTICLE IX

COMMITTEES

The Board shall establish the audit committee, nominating committee and such other standing committees as it shall deem appropriate. The President or the Board shall have the power to create special committees from time to time to carry out the purposes and work of the corporation.

These Amended Bylaws of Langley Civic Leaders Association were duly adopted by the Members and The Board of Directors of Langley Civic Leaders Association on the ____ day of _____, 2008.

, President

ATTEST:

, Secretary