

**BYLAWS
OF
LANGLEY CIVIC LEADERS ASSOCIATION**

ARTICLE I

NAME

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

ARTICLE II

MISSION

1. 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:
2. **Educate the community** with respect to the mission and needs of Langley AFB, Hampton, Virginia and its various wings, Air Combat Command and the Department of the Air Force;
3. **Promote the morale, welfare and education** of the personnel attached to Langley AFB and their families;
4. **Promote and enhance a mutually beneficial relationship** between the community and Langley AFB;
5. **Promote the enhancement and improvement** of the facilities and assets of Langley AFB, and its occupants; and
6. 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

MEMBERSHIP, DUES, & MEETINGS

1. Membership Procedures. Membership in the corporation is available to any person who agrees to abide by the Bylaws, and Standard Operating Procedure (SOP) as may be modified from time-to-time to reflect the best practices for conducting the business of the corporation.
2. Members, Sponsors, and Voting. There shall be two ways to support the corporation, through individual membership and through sustaining sponsorships. Each individual 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. Corporate sustaining sponsors shall not be entitled to a vote.
3. Acceptance. A person shall be accepted for membership upon the affirmative vote of a majority of the members of the Board of Directors. Membership shall be available without regard to race, color, disability, creed, sex, age, or national origin.
4. 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, Standard Operating Procedures, and resolutions of the corporation.
5. Dues and Assessments. Membership dues shall be set by the Board of Directors and communicated to the membership at the annual meeting each year. Dues shall be payable in advance on an annual basis and invoices will be sent in December and shall be due and payable prior to February 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.
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 Board of Directors, 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 sixty (60) 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, but said discretionary power shall only be available to members that otherwise are in good standing.

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

9. Expulsion. Any member may be expelled from membership at any time in the event the Board of Directors finds a member is not in conformity as set forth herein, and shall notify said member in writing that their membership is terminated.

10. 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.

11. Annual Membership Meeting. The annual meeting of the membership of the corporation shall be held on the first Wednesday in December, or at such other time and place as the Board of Directors shall designate if necessary, for the purpose of electing Officers and Directors, and to transact any business that may properly come before the membership.

12. Membership Meetings. Meetings of the membership shall be held bi-monthly, on the first Wednesday of February, April, June, August, and October, or 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.

13. Notice. Should the Annual Meeting date be changed, notice of said change shall be given at least fourteen (14) days before the scheduled meeting. All meeting notices shall be by email to the last known address of the member. Members who do not have access to email can request to be informed by U.S. mail.

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

ARTICLE V

OFFICERS

1. Composition. The officers of the corporation shall be a President, an Executive Vice President, a Secretary and a Treasurer and such other officers or assistant officers as the Board shall elect or appoint. Any member in good standing shall be eligible to serve as an officer and any two or more offices may be held by the same person, except the office of President.

2. Nomination, Election and Term. A nominating committee composed of at least three members, one of which will be a current member 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, each of whom are agreeable to serve, to the membership at the annual meeting. Each member shall be entitled to one vote for each officer position open for election. The number of and qualifications for officers of the Corporation shall be fixed in the Bylaws. The election of officers shall be for two years, and officers are eligible for reelection.

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. In the event the Board of Directors finds any elected or appointed officer is not in conformity as set forth herein, they may be removed by the Board of Directors and shall be notified in writing of said removal. Additionally, any elected or appointed Officer may be removed by an affirmative vote of two-thirds of the membership at any regular or special meeting.

5. Vacancies. Vacancies in office shall be filled by appointment by majority vote of the Board of Directors.

6. Duties of Officers.

a. President. The President shall preside at all meetings of the corporation and the Board of Directors and 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 appointed or hired specifically by the Board to accomplish a task on behalf of the organization.

b. Executive Vice President. The Executive Vice President shall perform the duties of the President in absence, disability or inability of the President to act and shall possess all the powers and duties of the President. The Executive Vice President shall possess such other powers and duties as shall be prescribed by the Board of Directors. If the Executive Vice President is 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 execute with the President those 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 any non-budgeted expenditures on behalf of the corporation in excess of \$2,500 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 qualified members who have experience with financial reports (Audit Committee), who will attest that they have reviewed the annual report and that it appears to be in correct order. In the event the Audit Committee is uncertain or has material questions concerning their review, the Board may have a certified public accountant perform a second review on behalf of the organization.

ARTICLE VI

BOARD OF DIRECTORS

1. Composition. The business and affairs of the corporation shall be managed by a Board of Directors composed of nine members in good standing, which shall include the President, Executive Vice President, Secretary, Treasurer, and four At-Large Board seats. The immediate Past President shall also serve on the Board of Directors and be entitled to one vote. Any member in good standing shall be eligible to serve as member of the Board of Directors.

2. Nomination, Election, and Term. A nominating committee composed of three members, one of which will be a current member 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, whom are agreeable to serve, to the membership at the annual meeting. Each member shall be entitled to one vote for each at large Board position open for election. The number of and qualifications for At Large Board positions of the Corporation shall be fixed in the Bylaws. The election of At Large Board seats shall be divided into two groups. The terms of the members in the first group shall expire one year from election, and the term of the second group shall expire in two years from election. At Large members of the Board of Directors are eligible for reelection.

3. Vacancies. Vacancies, for whatever cause, in the Board of Directors shall be filled by appointment by majority vote by the remaining Board of Directors.

4. Resignation. Any Director may resign by giving written notice to the President or the Secretary specifying the effective date of the resignation.

5. Removal. In the event the Board of Directors finds any elected or appointed At Large Director is not in conformity as set forth herein, they may be removed by the Board of Directors and shall be notified in writing of said removal.

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 the meeting and schedule another meeting to accomplish the business at hand.
4. Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Wednesday of November at such hour and place as may be designated by the President. The annual meeting of the Board will address year-end business such as new members, goals, budgets and other issues in preparation of the annual membership meeting in December.
5. Regular Meetings. The Board of Directors regular meetings shall be held on the first Wednesday of January, March, May, July, and September at such hour and place as may be designated by the President.
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 email 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 email 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

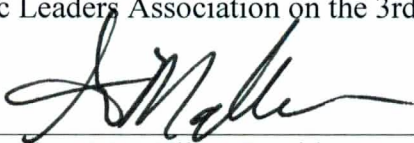
These Bylaws may be amended by the affirmative vote of two-thirds of the Members present at the meeting, provided that actual notice of proposed amendments to the Bylaws and the time and place of the meeting at which such amendments are to be considered shall be given to each Member at least five (5) 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.

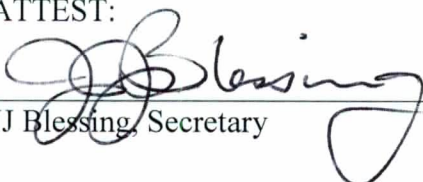
These Amended Bylaws of Langley Civic Leaders Association were duly adopted by the Members and The Board of Directors of Langley Civic Leaders Association on the 3rd day of April, 2013.



Stephen M. Mallon, President

4-3-13

ATTEST:



JJ Blessing, Secretary 3 APR 13