

OPCL refers to the Ocean Park Civic League as defined in this document. It may also be referenced as OPCL or the League in this document and other correspondence.

Board of Directors refers to the Ocean Park Civic League Board of Directors, as defined in this document, who are elected by and serve for the Ocean Park Civic League. It may also be referenced as the Board, the OPCL Board, or BOD in this document and other correspondence.

General Membership refers to all residents of and property owners in Ocean Park who are eligible to become dues-paying members of the Ocean Park Civic League.

Majority Vote is defined as a simple majority unless otherwise specified in this document.

Article I - Name

This organization shall be known as the Ocean Park Civic League, Inc. (OPCL). The civic league received state corporate charter in 1946 and was designated a non-profit organization by the IRS in June 2000. The Ocean Park Civic League received a Registered Trademark designation from the US Patent and Trademark Office in May 2019, for the name and logo used to represent Ocean Park.



Article II - Purpose

The purpose of the OPCL as a nonprofit organization, is to operate exclusively for the mutual beneficial interests of the Ocean Park community. The organization shall bring together at frequent intervals residents, business owners, property owners and Ocean Park Rescue Squad representatives who are interested in civic affairs, and through their joint efforts will promote good fellowship, betterment and improvement of the community with respect to beautification, recreation, sanitation, safety, and natural resource stewardship for the protection of property values of Ocean Park so it may continue and flourish as a community. The organization shall strive to inform residents of issues of neighborhood importance, to provide a forum for discussion of concerns, and to promote participation in public affairs, including encouraging members to register and vote in all local, state and federal elections.

Article III - Membership

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Membership in the Ocean Park Civic League (OPCL) is open to residents, tenants, business owners and property owners of the Ocean Park community, generally defined as within the boundaries of Lynnhaven Inlet, Crab Creek, the Chesapeake Bay, Pleasure House Creek, and

west to Sunvista Drive. In addition, Ocean Park Civic League (OPCL) will extend membership to individuals residing in contiguous neighborhoods with shared community interests. These members enjoy the same participation rights as General Members. This inclusion reflects our commitment to bayfront community and Ocean Park's role as a traffic conduit to neighboring areas. (amended Jan 2024)

Article IV - DUES

Yearly dues shall be established by the OPCL Board of Directors (BOD) with notification to the general membership and will be due to the Treasurer in January. Any changes in dues must be approved by a two-thirds majority vote of the BOD.

Members whose dues are current shall be considered as members in good standing and entitled to voting privileges. Any questions that may arise about voting privileges will be addressed by the OPCL Board of Directors.

All residents of Ocean Park are encouraged to attend meetings, whether or not they are paid members

Article V - Meetings

There are generally two types of meetings as described below. Special meetings may be called by the President if circumstances warrant and should adhere to the guidelines of all regularly scheduled meetings with respect to notification, attendance and quorum.

Article V.1 Board Meetings

OPCL Board Meetings shall be held monthly at 7:00 p.m. no later than the Thursday preceding a scheduled General Membership meeting. Special meetings may be called by the President as circumstances dictate. The President will notify all Board members of any change in a regularly scheduled meeting date, time, or location, and will present an agenda prior to the meeting. All meetings shall be held in a public place and/or virtually via electronic means and shall be open to the public. A quorum for conducting business at a Board Meeting is defined as two-thirds of the sitting officers.

Article V.2 General Membership Meetings

Shall be held monthly, at 7: 00 p.m. on the Thursday following the first Monday of the month and may be modified to accommodate national holidays. The membership will be notified of meetings via an annual meeting calendar, social media and website reminders, signage, and any other means deemed necessary to ensure notification.

All meetings shall be held in a public place and/or virtually via electronic means and shall be open to the public. The Board of Directors may, upon appropriate notice, change the date, time or place of the meeting, or convene a special meeting if circumstances warrant. A quorum for

conducting business at a General Membership Meeting is defined as a minimum of twenty (20) members in attendance.

As a courtesy, (hybrid) meetings may be streamed via electronic means. However, it is important to note that the provision of a virtual meeting option is not an obligation of the League. While efforts will be made to facilitate virtual participation and voting when meeting logistics and technology permit, the ability to do so is not guaranteed. Members must attend in-person to ensure their vote is counted, as in-person attendance is the only method by which the OPCL can guarantee the inclusion of a member's vote. (amended Jan 2024)

Article VI - Quorum

A quorum for the transaction of business at a Board meeting shall consist of two-thirds of the sitting members of the Board.

A quorum for the transaction of business at a General Membership meeting shall consist of twenty (20) members. Providing a quorum is met, all votes/motions require a simple majority unless otherwise designated in these by-laws.

Should a quorum not be present, no transactional business will be conducted. In the absence of a quorum, additional information sought by the membership, or substantive critical changes proposed by the membership, will be tabled, and carried forward as new business at the next general meeting.

Article VII - Amendments

The By-Laws of the League may be amended by resolution and a two-thirds majority vote of members present at any General Membership meeting where a quorum has been met, and provided that publication of the proposed amendments has been available to the members thirty (30) days in advance of the meeting where the vote is taken.

Resolutions will be in writing and can be distributed in hard copy upon request, or by electronic transmission prior to voting. If requested from the floor, amendments will be reviewed orally prior to the vote.

Article VIII - Elections

The President shall appoint a three-member Nominating Committee in September of each election year. The Committee is to report at the November Board Meeting and at the November General meeting its recommendations for nominations for all Officers. Nominations from the floor will be opened, after which time the elections shall be held by voice, signal, or paper vote, provided a quorum is present. A simple majority vote is required for approval.

Article VIII.1 -Terms

The term of office is to begin the January following elections and ending in December of the subsequent year. All Board and Committee Chair terms are two years.

Any Board member can serve a maximum of 3 terms, (six years) consecutively except for provisions made below:

- A Board member who has reached term limits is eligible to be considered for a Board position after 12 months of not serving on the Board. Any member elected to fulfill a vacated seat on an interim basis remains eligible to serve the maximum of 3 elected terms, excluding the interim term served.
- Consecutive service refers to time served on the Board by attending all sanctioned meetings without a gap of service beyond 90 days.
- Gaps in service of 91 days will constitute abandonment of the seat.
- Gaps in service where advanced notice is given to the Board (i.e., extended illness, out of area travel); will be given consideration if the Board determines by majority vote that there is value to the League to hold the seat beyond 91 days.
- In the event a Board seat is vacated without an immediate replacement, one additional term could be granted for the incumbent if approved by a majority vote at a General Membership Meeting.
- If a Board member is unable to or declines to complete the elected term, the seat will remain vacant until a replacement is found and approved by a simple majority vote of the General Membership in the case of a Board member, or by Presidential appointment in the case of a Committee Chair.
- In the event that the President does not complete the term for which he/she has been elected, then the Vice President will become President for the remainder of the term.

Article IX –Board of Directors

The Officers of this organization shall be: President, Vice President, Secretary, Treasurer, immediate Past President, Northside Representative, Southside Representative and two At Large Representatives, and will constitute the (OPCL) Board of Directors. The Secretary/Treasurer positions may be shared, if approved by majority vote of the league general membership.

Article IX.1 -President

The President shall preside over the Board and General Membership meetings of OPCL and shall perform such duties as custom and parliamentary usage may require. The President shall nominate all committee chairpersons subject to Board approval. Committee chairpersons report directly to the President. The President shall supervise all Board Representatives and liaisons. The President may approve budgeted expenses up to \$500 without approval of the Board or the general membership.

The President:

- Demonstrates that s/he understands, promotes, supports, and interprets the overall goals of the League as well as the Committees.
- Asks members to serve in needed capacities.
- Outlines committee responsibilities clearly.
- Schedules and conducts meetings.
- Notifies all members, guests, and key interested parties well in advance of the meetings.
- Sees that meeting proceedings are recorded.
- Delegates and divides responsibilities among members.
- Sees that work is accomplished and provides recognition for accomplishment.
- Maintains a meeting climate that is respectful to all guests and meeting attendees.
- Attends or appoints a representative to attend citywide network meetings.

Article IX.2 - Vice President

The Vice President shall assume the duties of the President in his/her absence; and, upon the request of the President, shall preside over meetings, monitor committee activities, represent the League in City affairs, and perform the duties of the President as needed.

The Vice President shall serve as President should that term not be completed by the elected President.

Article IX.3 - Secretary

The Secretary shall take minutes of all Board and General Membership meetings of the OPCL and submit a copy of such minutes to the President and members of the Board within seven (7) days of the meeting. After receiving and making any revisions to the Minutes, the final Board Minutes shall be approved by the Board and maintained in a permanent file. Approval of Board minutes may be done by electronic means, and voting shall be recorded in the minutes. The draft General Membership meeting minutes will be reviewed and given tentative approval by the Board via similar means.

The approved DRAFT General Membership Meeting Minutes will be held on file and posted via the OPCL website and/or other electronic means that are available to the general membership. At the next general meeting, the General Membership meeting minutes shall be presented for approval and/or comment to the membership. These will then become part of the OPCL permanent file.

The secretary, as a member of the group, can and should participate in discussion and vote on issues.

If the secretary is unable to attend a meeting, s/he should attempt to find a suitable replacement to record the meeting unless the meeting is being recorded electronically. Meeting Minutes should include the following:

- Where and when each meeting was held
- Who attended (for Board Meetings only)

- Who presided
- Who recorded
- Summary of what is reported and by whom. (If a report is written it should also be attached to minutes.)
- Summary of the key points made during discussions. (Not to include editorial comments or unrelated remarks.) When Motions are made:
- The Secretary will record the exact wording of the motion. This includes motions amending other motions, and motions that do not move forward for lack of a second. The Secretary must read back the motion to the group to check for accuracy before a vote is taken.
- The Secretary will use a format that will make motions easily identifiable. (i.e., use italics, bold, or upper-case letters, or indent any motion that is voted upon. It is optional to include the names of the persons who made and who seconded the motion.
- The Secretary shall record the number of persons voting for and against the motion.

The Secretary will maintain a file of the past 12 months' minutes, at a minimum, to be available at all meetings, if requested.

Article IX.4 - Treasurer

The League runs on a balanced budget where all income and expenses are planned and accounted for. Monthly budget progress will be reported on and demonstrated at each Board and General Membership meeting.

The Treasurer creates the annual budget based on empirical data from previous years, as well as considering new expenses or revenue sources as directed by the Board. The Treasurer should identify the revenue to cover any new expense as well or make known that a shortfall will exist before the Board adopts any new debt or recurring expense. The budget will be presented to the Board no later than the January meeting and must be approved by a majority vote provided a quorum is present. The budget will be presented no later than the January General Membership meeting and must be approved by a majority vote provided a quorum is present.

The fiscal year of the Ocean Park Civic League shall begin on January 1 and shall end on December 31.

The Treasurer shall receive and deposit all monies from members and any other funds received by the League.

All funds in the treasury shall be maintained in a separate and insured account with a recognized financial institution. Any additional recurring initiatives, such as the annual Fireworks Fund, shall be maintained in a separate account.

The Treasurer shall submit a financial statement at each general meeting showing monies received, disbursed, and balance on hand in all accounts held. The General Membership may ask questions or request additional information and will then vote on acceptance of the presented Treasurer's report. The approved Treasurer's report shall be posted via the OPCL website and/or other electronic means that are available to the general membership. The Treasurer shall maintain a current roster of members in good standing and will work in conjunction with the Membership Committee Chair and/or Communications Chair to maintain a roster of membership.

An audit shall be conducted annually no later than the last day of February by a committee of three members (excluding the treasurer) selected by the Board. The Treasurer may be present at this audit to assist in accessing records. The results of the audit will be presented at the next Board and General Membership meetings immediately following the audit.

Article IX.5 -Representatives

Four neighborhood representatives will be appointed by the Board. These representatives will be voting members of the Board and shall include:

- One representative from the north side of Shore Drive to be titled 'Northside Representative';
- One representative from the south side of Shore Drive to be titled 'Southside Representative';
- Two representatives who may reside anywhere in Ocean Park to be titled 'At-Large Representative'.

Article IX.6 -Board Actions

The Board shall meet regularly and at such times and places as may be deemed necessary, but at a minimum should hold an organizational meeting the week prior to each scheduled General Membership Meeting.

As new, unassigned Board tasks arise, the President can assign duties to any member-at-large of OPCL. These tasks might include overseeing task forces, representing the League at external civic meetings, or representing the League in collaborations with other organizations. A member-at-large may also sit on designated committees to ensure the Board's directives and Committee's objectives align.

All officers of OPCL shall serve without compensation from the organization.

No part of income or net earnings from the organization will inure to the benefit of any executive or member/citizen of Ocean Park.

Board voting will be decided by a simple majority vote unless otherwise specified in these bylaws and will be so noted within the meeting minutes.

By a two-thirds majority vote of the Board, the Board may terminate any Board member, should it become necessary due to absences (abandonment as defined in Article VIII), nonparticipation, misalignment with the League's mission and objectives, or any other reason so egregious that harmony and good order is disrupted, or as to be deemed a valid reason for

termination. The termination must be voted on at a scheduled Board meeting (either regular or special) and must include a quorum as defined in these by-laws.

Article X - Transactions

Expenses over \$500 but less than \$1000 may be approved by the Board, not to exceed the categorized amount identified in the current budget. The vote to disburse budget amounts over \$500 must be by unanimous vote of the quorum present. The vote to approve non-budgeted expenses of less than \$500 must be a simple majority vote of the Board that is done when a quorum is present.

Expenses not budgeted must be submitted to the Board of Directors with a business plan to identify purpose, cost, funding, execution, and disposal of profit. Approval must be by unanimous vote of the quorum present.

Any disbursement, whether budgeted or unbudgeted, of over \$1000 must be approved by a majority vote of the General Membership at the next scheduled meeting, provided a quorum is present.

Fixed assets and investment accounts (i.e. the 'Robbins account') liquidation, in part or in full, must be approved by a unanimous vote of those present at a General Membership meeting provided that notice of the proposed liquidation and its intended related use and specific impact to League cash flow have been given to the members in writing, in person or by electronic transmission, or orally at the preceding regular meeting, and provided that a quorum is present.

Article XI - Committees

Standing Committees and special committees may be appointed by the President and Board as necessary. This includes appointing committees in addition to the ones listed below as circumstances warrant.

Article XI.1 Standing committees and their areas of responsibility.

1. **Membership**—Shall be responsible for keeping the membership roll; collecting membership names in attendance at General Meetings; collecting dues by cash, check, credit card or online transaction such as PayPal; and promoting new membership.
2. **Social**--Shall be responsible for planning and coordinating social activities such as, meet and greet events before General Membership meetings, raffles, larger membership gatherings such as Block Parties, Spring Flings, Bake sales, Chili-Cookoffs, etc., for the benefit of Ocean Park residents. Collaborate with the Membership committee, to use these social activities as a new membership drive. Promote these activities through (but not limited to) web and social media outlets. Operate within the constraints of the Social Committee's budget allocation. Prepare the Social Committee budget request by the end of the Fiscal year, with the assistance of the Treasurer. Attend and actively participate in all Social Committee events and promote interest in all social events. Make recommendations to the Board as needed.

3. **Government Affairs**—Shall be responsible for monitoring and reporting on the activities of Local, State, and Federal government entities that have jurisdiction over and relevance to Ocean Park. The Committee will generate a written and attributed monthly report outline and submit to the President for inclusion in the minutes of each meeting. This report will be factual and absent of personal or political opinion.

4. **Website & Digital Communications**—Shall be responsible for planning and coordinating web and social media postings promoting the League’s activities and soliciting response and input from registered participants as necessary. Develop and maintain a web presence.

Negotiate web services contracts annually, or as needed, on behalf of the League, for the Board’s approval and execution. Develop and maintain a secure data base of members/registrants. Develop and maintain mass email notification capability to the registered membership. Collaborate and use a consistent graphics presentation across all print, social and web platforms (i.e. Facebook, Nextdoor, Twitter, OPCL.org, etc.) for a consistent and recognizable image. Collaborate with all committees for content. Operate within the constraints of the budget allocation. Attend and actively participate in Social Committee events and promote interest in all social events.

5. **Fireworks**--Shall be responsible for planning and coordinating the annual Independence Day fireworks display for the participating Bayfront Communities. Specifically, this is an event that requires cooperation from multiple Bayfront communities from the Chesapeake Bay Bridge to the Lesner Bridge; multiple municipal and Federal agencies for permitting and safety; as well as the prime vendor. This event carries its own budgetary and fundraising process, separate from the OPCL, that runs a year ahead of the actual event to ensure adequate funding is available. All funds are procured through private donations. The Committee shall fully promote this activity and its related fund raising through (but not limited to) web and social media outlets.

In addition to these responsibilities, the Fireworks Committee will work closely with the OPCL Treasurer to maintain accurate and transparent financial records for all activities related to the fireworks event. The committee shall ensure that all financial transactions are properly documented and reported to the Treasurer in a timely manner. (amended Jan 2024)

6. **Finance**—Shall monitor and manage the resources in the League’s investment accounts (i.e., the Robbins Account, et al) The Committee Chair shall work with the Treasurer to ensure that the accounts are accurately reported on as part of the regular Treasurer’s Report. The Committee Chair will be available to answer any questions related to the investment accounts, and the committee will provide financial guidance related to investment, liquidation of any portion of the assets, and any other movement of funds into or out of these accounts.

7. **Scholarship**—Shall provide oversight of the award and distribution of annual scholarship funds. This includes following the guidelines established by the scholarship application, notifying area high schools, publicizing the availability of the scholarship, and

compiling all applications. The Chair shall assemble and meet with a minimum of two additional committee members annually to review the applications and make the award determination. The Chair will notify the recipient(s), notify all non-recipients via a standard letter, and notify the General Membership of the winner at the next scheduled meeting. The Chair will obtain funds from the Treasurer for the scholarship awards and send to the respective post-secondary schools with a standard letter of explanation for all recipients each year, prior to the beginning of the school year. The Chair will also contact prior years' eligible awardees to remind them to forward their transcripts to qualify for the next year's awards.

8. **Merchandise Committee**-The Merchandise Committee shall manage the procurement, inventory, and sale of OPCL branded merchandise. Working in conjunction and approval of the Treasurer, this committee will ensure the purchase and replenishments are in accordance and agreement of the approved annual budget, unless specifically amended and authorized by a majority vote of the general membership. The committee is tasked with selecting merchandise, recording and managing inventory levels, and coordinating sales activities including outside vendors. (amended Jan 2024)

Article XI.2 Special Committees and their areas of responsibility

1. **Audit Committee**—This is an ad-hoc or special and limited committee of the League and shall be responsible to audit the Financial Reports and Statements of The League including all fireworks related activities, accounts and finances. The audit should occur no later than the last day of February each year and report their findings to the Board and General Membership respectively at their next regularly scheduled meetings. (amended Jan 2024)

The Audit Committee is to be appointed by the President. In the event the Treasurer vacates the position prior to term fulfillment, the Treasurer's records will be audited by a committee of three members appointed by the president prior to the new Treasurer taking office.

2. **Nominating**—This is an ad-hoc or special and limited committee of the League and shall be responsible in September and October for identifying viable candidates for Board positions, as required in the By-Laws, for presentation at the November Board and General Membership Meetings respectively.

The Committee Chair shall:

- Fully promote this activity through (but not limited to) web and social media outlets.
- Provide relevant candidate information to the membership prior to the November meeting so informed choices can be made.
- Assist the Board in the creation of ballot information identifying which candidate(s) are seeking which office.

Article XII -Administrative Rights

No one member shall retain sole administrative right over any electronic web, social media, team, email or similar type account that represents the OPCL. The President will maintain a list of Usernames and Passwords of each site and distribute them to Board or Committee Chairs as

s/he sees fit. The President will also maintain a list of who has been given access to these various electronic sites and ensure that this list is conveyed to new Presidential Leadership.

Passwords will be changed for sites when a member who has been granted access leaves the Board, Committee or League.

Article XIII -Conflict of Interest and Conduct

All Officers, Board members, and Committee members will uphold high standards of ethics, civility, and professionalism, putting the interests of the residents above their own personal or professional wishes.

Should any member of the Board or a committee have a conflict of interest on any issue being presented and voted upon by the membership, s/he shall voluntarily recuse him/herself from voting on the issue. Conflict of interest is defined as a situation in which a person is in a position to derive personal benefit from actions or decisions made while in their official capacity.

Should any Board or Committee member conduct him/herself egregiously or consistently contrary to the above, the Board will consider removal of the individual in accordance with Article IX-6 of the By-Laws.

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The President will maintain a list of who has been given access to these various electronic sites. This same list will be passed on to new Presidential Leadership.

Passwords and access may not be shared with anyone not designated by the President. Violation of this will result in that user losing all access.

Passwords will be changed for sites when a member who has been granted access leaves the Board, Committee and/or League.

Article XIII -Conflict of Interest and Conduct

All Officers, Board members, and Committee members will uphold high standards of ethics, civility and professionalism, putting the interests of the residents above their own personal or professional wishes.

Should Any member conduct himself egregiously or consistently contrary to the above, the Board will consider removal of the individual in accordance with Article IX-6 of the By-Laws

Should any member of the Board or committee have a conflict of interest on any issue being presented and voted upon by the membership, s/he shall voluntarily recuse him/herself from voting on the issue.

Should it be determined at a later date that a Board member did not properly recuse him/herself from voting on an issue, s/he will be automatically removed from the Board and prohibited from holding office in the future.

Article XIV- Parliamentary Procedure

Any questions of procedure, if not covered by the By-Laws, shall be decided by current Roberts Rules of Order. A Parliamentarian/Sergeant-at-arms may be appointed by the President to aid the President in maintaining order at all league meetings and functions.

Article XV – Dissolution

Dissolution of the Ocean Park Civic League and termination of its affairs shall occur when deemed appropriate by a majority vote of the Board. Any such proceeding shall comply with the following:

- The Board shall adopt a resolution recommending that the OPCL be dissolved and direct that the resolution be submitted for vote at a special meeting of the General Membership.
- Written notice shall be mailed or emailed to each voting member at least thirty (30) days prior to the date of the proposed meeting.
- Approval of dissolution shall require a two-thirds vote of the members at the special meeting providing a quorum is present.
- In the event of dissolution, any assets remaining after payment of outstanding bills will be donated to the Ocean Park Volunteer Rescue Squad.

These By-Laws, adopted by General Membership vote February 2021 and amended January 2024, supersede any and all previous By-Laws and amendments thereto.