Ocean Park Civic League Bylaws

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Definitions

- **"OPCL"** or **"the League"** - Ocean Park Civic League
- **"Board of Directors" or "the Board" or "BOD"** - Ocean Park Civic League Board of Directors
- **"Sitting Officers of the Board"** – Each member of the Board of Directors, including Board Officers, Board Representatives, and the Immediate Past President. If a single person is acting in multiple positions, that person counts as a single officer.
- **"General Membership"** - All dues-paying members of the Ocean Park Civic League.
- **"Majority Vote"** - A simple majority unless otherwise specified in this document.

Article 1 - Name

This organization is to 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 Tradem designation from the US Patent and Trademark Office ir 2019, for the name and logo used to represent Ocean Par.

Article 2 - Purpose

The purpose of the OPCL as a nonprofit organization is to operate exclusively for the mutually beneficial interests of the Ocean Park community. The organization brings together at frequent intervals residents, business owners, property owners and Ocean Park Volunteer Rescue Squad representatives who are interested in civic affairs, and through their joint efforts will promote and advocate for inclusive fellowship, betterment and improvement of the community with respect to beautification, recreation, sanitation, safety, and natural resource stewardship for positive quality of life and protection of property values of Ocean Park so it may continue and flourish as a community. The organization must 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 3 - General Membership

General 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 residents of the Aeries on the Bay and Water Oaks communities and businesses within the boundary below with shared community interests. These members enjoy the same participation rights as General Members. This inclusion reflects our commitment to the Bayfront community and Ocean Park's role as a traffic conduit to neighboring areas. (amended Jan 2024)



For membership purposes, only one (1) membership is recognized for each residential address or business location, regardless of the number of individuals residing in the household or associated with the business.

Where both a property owner and a renter occupy or are associated with the same residential address, membership rights belong to the property owner first. A renter may hold membership rights if the property owner of that address does not claim the membership. In the case of multiple property owners associated with the same address, the owners must designate one individual to represent the membership.

Each membership is entitled to one (1) vote on matters submitted to the membership and may designate one individual to serve as its representative for participation in Civic League meetings.

Article 4 - Dues

Annual dues must be established by the Board of Directors, with notice to the General Membership, and due to the Treasurer in January. Any change in dues must be approved by a two-thirds vote of the Board and by a simple majority vote at a General Membership meeting.

Members whose dues are current are 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 dues-paying members.

Article 5 - Meetings

The League holds two types of regular meetings, as described below. The President may call a special meeting when circumstances warrant. Special meetings must follow the notice, attendance, and quorum requirements applicable to the corresponding type of regular meeting.

A public meeting calendar must be maintained and published to notify the membership of Board, General Membership, and special meetings through multiple methods, to include the OPCL website, social media, signage, and any other means deemed necessary to provide notice.

Article 5.1 - Board Meetings

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

Article 5.2 - General Membership Meetings

At least ten (10) General Membership meetings must be held each year. Meetings will normally be held on the Thursday following the first Monday of the month, except when rescheduling is necessary to accommodate a national holiday.

All meetings must be held in person at a public place and may also be offered virtually. Meetings must be open to the public. Upon appropriate notice, the Board of Directors may change the date, time, or place of a meeting or convene a special meeting if circumstances warrant.

As a courtesy, hybrid meetings (in-person and virtual) may be offered. However, it is important to note that the provision of a virtual meeting option is not an obligation of the OPCL. 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. In order for those participating virtually to vote, the use of video is required to verify a person's identity. Technical difficulties from either party does not constitute a basis for appealing the vote. (amended Jan 2024)

Article 6 - Quorum

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

A quorum for the transaction of business at a General Membership meeting consists of twenty (20) members. Provided that a quorum is present, all motions require a simple majority vote unless otherwise specified in these Bylaws.

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 7 - Voting

Each membership is entitled to one vote in elections of officers and on the approval of minutes, motions, and resolutions. A quorum must be present for a vote to be taken.

Article 8 - Motions, Amendments & Resolutions

The Bylaws of the League may be amended by receiving a two-thirds majority vote of members present at any General Membership meeting at which a quorum is present, and provided that the proposed amendments have been posted to the OPCL.org website and a notice of the website posting emailed to members at minimum thirty (30) days in advance of the meeting where the vote is taken.

Resolutions introduced during a meeting with no advance notice to members, may be voted on no earlier than the next called meeting. Resolutions will be presented 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.

Motions proposing a change to a policy or procedure that were not included on the posted agenda must be placed on the agenda for, and voted on at, the next General Membership meeting.

Article 9 - Elections

Board Officers and Board Representatives are elected by the General Membership.

In September of each election year, the President must appoint a three-member Nominating Committee that includes no more than one Board member.

The Committee must present its current draft ballot including nominees for all available positions at the October General Membership meeting. Voting must take place at the November General Membership meeting. Nominations from the floor are allowed before the election is conducted by voice, visible signal, or paper ballot. A quorum must be present, and election requires a simple majority vote.

Article 10 - Terms

Terms of office begin in January following the election and end in December. Board and Committee Chair terms are two years.

A Board member may serve a maximum of three (3) consecutive terms (six years), subject to the following provisions:

- 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 three (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. A gap in service is defined as not attending any Board or Membership meetings.
- 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 11 - Board of Directors

The Board of Directors consists of the Board Officers, Board Representatives, and the Immediate Past President.

The Board Officers are the President, Vice President, Secretary, and Treasurer.

The Board Representatives are the Northside Representative, Southside Representative, and two At-Large Representatives.

The Immediate Past President is the President that served in the previous term of President, until a new President is elected.

The offices of Secretary and Treasurer may be held by separate individuals or combined and held by one individual, if approved by a majority vote of the General Membership. A combined Secretary/Treasurer holds one Board seat, is entitled to one Board vote, and is counted as one Board member when determining a quorum. The individual holding the combined office is responsible for all duties assigned to both offices.

The Board of Directors must adopt Standing Rules consistent with these Bylaws to provide for the detailed administration of its affairs by a simple majority vote. The Standing Rules must be presented to and approved by the General Membership by a simple majority vote.

Article 11.1 - President

The President must preside over Board and General Membership meetings and perform the duties required by custom and parliamentary procedure, with substitutes as allowed by the Bylaws. The President must nominate all Committee Chairs, subject to Board approval. Committee Chairs report directly to the President. The President supervises the Board Representatives and liaisons, delegates responsibilities among members, and ensures that assigned work is completed and recognized.

The President may approve budgeted expenses up to $500 without approval of the Board or the General Membership.

Article 11.2 - Vice President

The Vice President assumes the duties of the President in the President's absence; and, upon the request of the President, presides over meetings, monitors committee activities, represents the League in City affairs, and performs the duties of the President as needed.

If the elected President does not complete the term, the Vice President serves as President for the remainder of that term.

Article 11.3 - Secretary

The Secretary is responsible for the minutes of all Board and General Membership meetings of the OPCL and submit a copy 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 must be approved by the Board, maintained in a permanent file, and recorded in the minutes. Approval of Board minutes may be done by electronic means. 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 must be presented for approval and/or comment to the membership. These will then become part of the OPCL permanent file.

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

Article 11.4 - 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 must identify revenue sufficient to cover each proposed new expense or disclose any anticipated shortfall before the Board adopts new debt or a recurring expense. The proposed budget must be presented to the Board no later than its January meeting and must be approved by a majority vote when a quorum is present. The budget must then be presented no later than the January General Membership meeting and must be approved by a majority vote when a quorum is present. The fiscal year of the Ocean Park Civic League begins January 1 and ends December 31.

The Treasurer receives and deposits all monies from members and any other funds received by the League.

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

The Treasurer must 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. The presented Treasurer's report must be posted via the OPCL website and/or other electronic means that are available to the General Membership.

Treasurer must maintain a current roster of members in good standing and will work in conjunction with the Membership Committee Chair to maintain a roster of membership.

Article 11.5 - Board Actions

The Board must 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 must 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 10), non-participation, 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 Bylaws.

Article 12 - Operating Budget Transactions

Expenses over $500 but less than $1,000 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 $500 or greater 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 unbudgeted disbursement of over $1,000 must be approved by a majority vote of the General Membership at the next scheduled meeting, provided a quorum is present.

Article 13 - Fixed Asset Transactions

Disbursement of funds from fixed assets and investment accounts (i.e. the Robbins account) must be approved by the General Membership during a scheduled membership meeting in accordance with the terms below:

1. For disbursements of less than $1,000 not included in the approved budget, approval by a majority vote of the General Membership at a regularly scheduled membership meeting is required, provided a quorum is met.

2. For disbursements of $1,000 or more, not included in the approved budget, approval by a super-majority (2/3) vote of the General Membership at the next scheduled meeting, provided a quorum is present, and only after advertising during the General Membership meeting immediately prior to the vote.

Article 13.1 - Robbins Account

The spending of the Robbins Account must be done in accordance with the following:

1. The Robbins account has a minimum acceptable balance of $300,000. If the balance is less than this, no spending can occur without a unanimous vote by the membership, advertised 30 days prior to a regular membership meeting.

2. If the Robbins account is $300,000 - $350,000, only disbursements for committed scholarships may be made.

3. If the Robbins account is greater than $350,000, all budgeted disbursements are able to be made.

4. If the Robbins account is above $500,000, funds must be disbursed to Ocean Park Volunteer Rescue Squad to get to that amount.

Article 14 - 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 14.1 - Standing Committees and Their Areas of Responsibility

1. **Membership** - Responsible for keeping the membership roll; verifying membership names in attendance at General Meetings; coordinating the collection of dues with the Treasurer and promoting new membership.

2. **Social** - Responsible for planning and coordinating social activities for the benefit of Ocean Park residents and OPCL members. Collaborate with the Membership committee, to use these social activities as a new membership drive.

3. **Government Affairs** - 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 may 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 -** 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.

5. **Fireworks** - 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, 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 must fully promote this activity and its related fundraising 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 must ensure that all financial transactions are properly documented and reported to the Treasurer in a timely manner. (amended Jan 2022)

6. **Finance** - Monitor and manage the resources in the League's investment accounts (i.e., the Robbins Account, et al) The Committee Chair must 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** - 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 must assemble and meet with a minimum of two additional committee members annually to review the applications and make the award determination.

8. **Merchandise -** Manage the procurement, inventory, and sale of OPCL branded merchandise in accordance and agreement of the approved annual budget and Bylaws.

Article 14.2 - Special Committees and Their Areas of Responsibility

1. **Audit Committee** - Responsible to audit the Financial Reports and Statements including all fireworks related activities, accounts and finances. The audit should occur no later than the last day of March 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** - Responsible for identifying viable candidates for Board positions, as required in these Bylaws, for presentation at the October General Membership Meetings for November election.

Article 15 - Administrative Rights

Administrative rights over any electronic web, social media, team, email or similar type account that represents the OPCL must be shared across multiple OPCL members. The President will preside over the group having administrative rights, to include Board members and Committee Chairs. The President will also maintain a list of who has been given access to these various electronic sites. The President is responsible for transitioning the oversight of Administrative Rights to subsequent Presidents.

Administrative Rights must be configured that access is removed for members who have left their position in OPCL that requires access. This can be done by many means, to include changing passwords to shared accounts.

Article 16 - Conflict of Interest (COI) and Conduct

All Officers, Board members, and general members will uphold high standards of ethics, civility and professionalism, prioritizing community interests above their own personal or professional wishes.

Members conducting themselves contrary to these standards may be removed by the Board in accordance with Article 11.5 of the Bylaws.

Members, including Board, Committee, and General Members, must recuse themselves from voting on any issue where there is a potential COI consisting of a direct financial or personal benefit.

Disclosure of a potential conflict of interest must be done prior to voting, and Board members uninvolved in the potential COI can evaluate the relevance of the potential COI. If determined there is no COI based on those Board members, the member may vote.

Members voting on a subject where a COI is present may be removed from the Board, Committee, and General Membership, and may be prohibited from serving on the Board and Committees in the future. The uninvolved Board members must review each case to determine the appropriate consequences.

Article 17 - Parliamentary Procedure

Any question of procedure not addressed by these Bylaws must be decided under the current edition of Robert's Rules of Order Newly Revised. The President may appoint a Parliamentarian or Sergeant-at-Arms to assist in maintaining order at League meetings and functions.

Article 18 - Dissolution

Dissolution of the Ocean Park Civic League and termination of its affairs must be approved by a majority vote of the Board, and in accordance with the following:

- The Board must 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 must be mailed or emailed to each voting member at least sixty (60) days prior to the date of the proposed meeting.

- Approval of dissolution requires a two-thirds majority 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.

Adoption and Amendment History

These Bylaws were:

- Adopted by General Membership vote February 2021
- Amended January 2024
- Amended December 2026

This version supersedes any and all previous Bylaws editions and amendments thereto.