

# **BYLAWS OF THE NORTHERN NECK PATRIOTS**

*These amended and restated Bylaws of Northern Neck Patriots (NNP) replaces the previous revised Bylaws dated March 2, 2022*

## **Article I - Name and Location**

The name of this organization shall be the Northern Neck Patriots (the “Corporation”). The registered office of the Corporation shall be located at **P.O. Box 513 Warsaw Virginia 22572**.

## **Article II - Membership**

### **Section 2.1 Eligibility**

Any legal resident of Virginia’s 98<sup>th</sup> and 99<sup>th</sup> House District is eligible for membership in the Corporation.

### **Section 2.2 Establishing, Maintaining and Termination of Membership**

#### **2.2.1 Establishing Membership**

Membership is established by (i) attending a meeting, signing the membership contact list and checking the option to become a member, or (ii) member nomination.

#### **2.2.2 Maintaining**

##### **2.2.2.1 Good Standing:**

Good Standing requires that all members shall agree to abide by the Mission Statement and Bylaws of the Corporation. Appropriate behavior at meetings must be demonstrated by members. Members shall not misrepresent the corporation to external/outside entities.

### **Section 2.3 Termination of membership**

#### **2.3.1 Resignation**

Any Member may resign from membership by notifying, either orally or in writing, any officer of the Corporation.

#### **2.3.2 Absence**

Any member missing three (3) consecutive meetings shall be deemed resigned by absence.

#### **2.3.3 removal**

In the event of failure to maintain membership in good standing, a member may be removed from membership by majority vote of the members.

Terminated members, be it by resignation or removal, shall be removed from any distributions list by an appropriate member of “The Board” (see Article IV - Board of Directors).

##### **2.3.3.1 Other Grounds for Removal**

In accordance with these “Bylaws,” all activities and efforts of and by the corporation must be constrained to those expressly stated and agreed to by the membership of the Corporation. Any acts or statements implying or specifically declaring support on the part of the Corporation to

# ***BYLAWS OF THE NORTHERN NECK PATRIOTS***

external entities or organizations has the effect of the implicit, if not stated, sharing of legal liability with or for the external entity.

Any act on the part of a member that implies or otherwise represents to any external organization that the Corporation supports or is a willing participant in another organizations activities without the approval of the members is in violation of this principle and the member may be suspended at the discretion of the Chair pending a vote of the members.

## **Article III – Member Meetings**

### **Section 3.1 Meetings, Quorum and Conduct**

#### ***3.1.1 Regular membership meetings***

Regular membership meetings will be held the first Tuesday of each month at 6:30 p.m. at the VFW in Warsaw, and at other times and announced locations as deemed necessary. Meetings may be canceled or rescheduled by the Chair or Vice-Chair. Members may invite guests to any meeting. All announcements/reminders of meetings shall include a draft agenda of the proposed meeting.

#### ***3.1.2 special meetings***

Special meetings may be called by the Chair as deemed necessary. Any member may request a special meeting through the Chair or other officer, verbally or in writing, stating the purpose of the meeting. In all cases, special meetings shall be limited to the stated purpose (Agenda), which is subject to a 5-day notice to the membership.

#### ***3.1.3 Annual meeting***

The regular meeting (see section 3.1.1) on the first Tuesday in June shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees to report progress and activities during the year toward attaining the Mission goals of the organization, and any other business that may arise. Newly elected officers shall take office at the close of the meeting at which they are elected.

#### ***3.1.4 Quorum***

When the number of members present at any properly announced meeting is greater than 25% of active membership, it shall constitute a quorum. Unless specified elsewhere in the Bylaws, all issues to be voted upon shall be decided by a simple majority of those members present at the meeting in which the vote takes place.

#### ***3.1.5 Conduct of meetings***

A simplified Roberts Rules of Order (See Attachment 1) shall govern the proceedings of all meetings.

# **BYLAWS OF THE NORTHERN NECK PATRIOTS**

## **Article IV - Board of Directors**

The officers of the Corporation, including the Member(s)-at-Large, shall constitute the Board of Directors. The Board shall have general supervision of the affairs of the organization between meetings, make recommendations to the membership, and perform other such duties to attain the Mission of the organization. (see Article V – Officers and Duties)

### **Section 4.1: Eligibility, Number, and Term**

#### **4.1.1 Eligibility:**

All candidates for the board of directors shall be members in good standing (see section 2.2.2.1) of the Corporation.

#### **4.1.2 Number of Board Members:**

The Corporations Board of Directors ("The Board") shall be composed of no less than five (5) members.

#### **4.1.3: Term:**

The term for each office shall be two (2) years, or until their successor is elected. Chair, Secretary, and the Member-At-Large shall be elected in even years and Vice Chair and Treasurer shall be elected in odd years. No officer may serve for more than two (2) consecutive terms in the same office. No officer may serve on the Board longer than four consecutive years except at the pleasure of the membership.

A Director shall serve at the pleasure of the membership until their term expires or they are removed by a majority vote of a quorum of the members. Any Director may be removed from office with or without cause.

## **Article V - Officers and Duties**

### **Section 5.1 Structure**

The Officers of this organization shall be organized into a Board of Directors ("Board") that shall be composed of no less than five (5) members. Members of the Board shall be the Chair, the Vice Chair, the Secretary, the Treasurer and one at-large member so as to constitute a Board of five (5) members. The term for each office shall be two (2) years, or until their successor is elected.

At the regular meeting held in April, a Nominating Committee comprised of five members shall be selected, two designated by the Board and three elected from the membership. This Committee shall present at the regular meeting in May a proposed slate of candidates along with their short biography for the offices to be elected at the Annual meeting in June. Prior to the elections at the June meeting, additional nominations may be accepted from the floor, with the prior approval of the candidate.

Any officer or Member-At-Large may be removed from office with or without cause by a vote of the members.

#### **5.1.1 Chair**

The Chair shall preside over regular meetings and meetings of the Board. The Chair shall be

# ***BYLAWS OF THE NORTHERN NECK PATRIOTS***

responsible to see that resolutions passed by the Membership are carried out. Also, shall (i) set meeting agendas, dates and locations, and (ii) appoint committees deemed necessary to carry out the objectives and mission of the organization. The Chair shall be an ex officio member of all committees except the Nominating Committee.

## ***5.1.2 Vice Chair***

In the absence, disability, or failure of the Chair to carry out the duties of the Chair, the Vice Chair shall perform the duties of the Chair and other duties that may be delegated.

## ***5.1.3 Secretary***

The Secretary shall keep a record of the minutes and proceedings of each regular meeting, committee meeting(s) and each meeting of the Board, including a record of the actions authorized by the Members. The Secretary shall call the roll and establish quorum of all meetings. The Secretary shall present minutes of previous meetings for member approval. The Secretary shall keep records of all correspondence to & from the Corporation.

## ***5.1.4 Treasurer***

The Treasurer shall keep a record of the Corporation's receipts and disbursements, make deposits into the Corporation's bank account, provide a Monthly Financial Report to the Membership, provide an Annual Accounting of the financial condition of the organization, arrange for a 3<sup>rd</sup> party auditor, prepare materials for the annual audit and prepare or cause to be prepared and submit all reports or filings required by local, state, or federal law. The Treasurer ensures that contributions are deposited into the Corporation's bank account. Funds in the bank account shall only be withdrawn by checks signed by the Treasurer or, in his absence, the Chair.

## ***5.1.5 Member(s)-At-Large***

The Member(s)-At-Large shall advise the Board, participate in Board meetings, and perform other duties that may be delegated by the board.

## ***5.2 Meetings***

### ***5.2.1 Board Meetings:***

Meetings of the Board of Directors will be held at the call of the Chair or at the call of at least three members of the Board.

#### ***5.2.1.1 Meeting structure***

Board Meetings shall adhere to Simplified Roberts Rules (Attachment 1)

#### ***5.2.1.2 Board Meeting Quorum***

Meeting quorum shall be defined as greater than half the number of Board members. A majority vote is greater than half of those in attendance of a Board meeting.

#### ***5.2.1.3 The special case of removing a Board member***

In accordance Roberts rules (Simplified – see Attachment 1) - and these Bylaws, A motion shall be made at an appropriately called meeting of the members. The motion to remove a Director shall identify the Director and cause for removal. A second of the motion is required, followed by any discussion from the members. Upon closing of discussion, a vote shall be made and results documented in the meeting minutes.

# ***BYLAWS OF THE NORTHERN NECK PATRIOTS***

## **Article VI - Committees**

### **6.1 Ad-hoc committee(s)**

The Corporation shall have such standing and ad hoc committees as necessary to carry out the work of the Corporation.

The Board shall appoint the following committee:

### **6.2 Nominating Committee**

The Nominating Committee consists of five (5) regular members. These members should geographically represent all parts of Virginia's 98<sup>th</sup> and 99th House District. Two shall be appointed by the Board of Directors at the first meeting of April. The Committee shall present to the membership at the meeting in May a proposed slate of candidates for those offices being elected in that year.

### **6.3 Meetings**

Meetings will be scheduled by the chair of any committee as needed, and minutes of each meeting shall be taken and provided to the Secretary.

## **Article VII - Contributions**

### **7.1 Funding**

The Corporation operates on contributions. Members may make a contribution to the Corporation at any time. Contributions made to the Corporation by outside groups or individuals will go directly to the Treasurer for immediate deposit into the Corporation's bank account. All money contributions will be deposited to the Corporation's bank account before being used for any purpose.

## **Article VIII - Amendments of Bylaws**

### **8.1 Frequency**

Amendments of these Bylaws may be made at any properly called meeting of the membership by a two-thirds vote of all members present and voting, provided prior written notice of intent to amend has been given to the membership at least thirty (30) days prior to the meeting.

### **8.2 Authority**

A committee appointed by the Chair shall review the Bylaws annually.

# ***BYLAWS OF THE NORTHERN NECK PATRIOTS***

## **Attachments and Exhibits**

### **Attachment 1 – Simplified Roberts Rules**

---

#### **Robert's Rules of Order** (Simplified)

##### **Role of meeting chair**

1. Calling the meeting to order on time
2. Announcing the business before the group in the order noted on the agenda
3. Determining the presence of a quorum
4. Recognizing members who want to speak
5. Processing all motions
6. Expediting business
7. Ruling on points of order
8. Conducting the meeting in a fair and equitable manner

##### **Notes:**

- The goal of following Robert's Rules is to protect the rights of the minority, ensure legality and expedite business.
- Chair should remain neutral, not making motions and not debating. If chair participates in the debate, he or she should relinquish the chair's position until after the vote.
- When the meeting strays from the business item being addressed, the chair needs to bring the focus back to the specific motion, even if it means interrupting a speaker.

##### **Making a motion is a six-step process:**

1. Member makes a motion.
2. Another member seconds the motion.
3. The chair states the motion, formally putting it before the group.
4. The members discuss the motion.
5. The chair puts the question to a vote.
6. The chair announces the results of the vote.

##### **Debates and decorum**

- After a motion is made, the floor is open for debate.
- The person making the motion has the right to speak first.
- Each speaker needs to be recognized by the meeting chair.
- Ideally, speakers should alternate between those in favor of a motion and those opposed.
- Each speaker is given a specific time limit to present his or her argument, usually 10 minutes. {Our meetings typically don't have the luxury of time, so this may be too long.}
- A longer time can be given, if approved by a two-thirds vote.
- A person who hasn't spoken out yet gets precedence over people who have already spoken to the motion.
- No speaker can speak more than two times.
- Maker of the motion (or the chair) calls for closure of the debate after everyone who wishes to speak has been heard. If someone calls the question before that, the group must vote on whether to end debate (no discussion). A two-thirds vote is required to end a debate.
- To keep the discussion focused on the motion, avoid discussing personalities of the people involved, questioning the motives of other members, making derogatory remarks, including name calling.

*Adapted from The Complete Idiot's Guide to Robert's Rules and Quick Study Parliamentary Procedure*