

**CONSTITUTION AND BYLAWS
OF
CYPRESS POINT CIVIC ASSOCIATION OF VIRGINIA BEACH,
INCORPORATED**

Adopted March 22, 1992 and subsequently revised as indicated.

ARTICLE I NAME

The name of this corporation is Cypress Point Civic Association of Virginia Beach, Incorporated, hereinafter called the Association.

ARTICLE II PURPOSE

The purpose of the Association is to promote the participation of all residents in all activities that pertain to the development of commercial, civic, safety, and general welfare of the Cypress Point Subdivision in the City of Virginia Beach, Virginia, for reasons of improving the environment of this community, the families, and the Association.

ARTICLE III MEMBERSHIP

- Section A Any person owning one or more properties in the Cypress Point Subdivision in the City of Virginia Beach who is over the age of eighteen years shall be eligible for one regular membership.
- Section B Any person residing in the Cypress Point Subdivision in the City of Virginia Beach who is over the age of eighteen years and who is not a property owner shall be eligible for an associate membership.
- Section C Membership will be effective upon acceptance of an application by the Membership and Welcoming Committee and payment of dues. Provided, however, that each family shall be subject to one membership fee and entitled to but one vote.
- Section D All regular members who are current in their membership dues will be considered members in good standing, and shall have the right to vote upon any issues properly presented to the Legislative Body as set forth in ARTICLE IV.
- Section E Persons exercising the rights of membership may be required to show evidence of membership such as a membership card or name appearing on the current membership list.

ARTICLE IV LEGISLATIVE BODY

- Section A The members present at an advertised meeting, as set forth in Sections D and E following, shall be the Legislative Body of the Association.
- Section B The Legislative Body shall conduct all Association business involving major matters such as positions, constitution changes, operating procedure changes, and expenditures over \$800 (excluding routine mailing expenses). Other matters may be conducted by the Board of Directors as set forth in ARTICLE V.
- Section C All elected and appointed officers and committees shall be responsible to the Legislative Body.
- Section D Regular meetings of the Association shall be held at a time and place prescribed and advertised in the community.
- Section E Special meetings of the Legislative Body may be called upon a majority vote of the Board of Directors, provided the requirements of Section D above are met.
- Section F A quorum at a regular or special meeting shall be twenty voting members, provided the requirements of Section D above are met.
- Section G Provided a quorum is present, a majority vote shall rule on any vote by the Legislative Body or Board of Directors, unless otherwise specified.

ARTICLE V ADMINISTRATION

- Section A The elected officers of the Association shall be: President, First Vice-President, Second Vice-President, Secretary and Treasurer. This shall constitute the Board of Directors.
- Section B The Board of Directors shall be empowered to act on all Association matters and shall report to the Legislative Body.
- Section C A quorum of the board will be the majority of elected officers.
- Section D Any Association member is welcome to attend Board meetings, but only Board members have a vote at such meetings.
- Section E To ensure continuity, the immediate past President and Treasurer of the Association, holding membership in the Association, shall become ex-officio members of the Board of Directors with full voting privileges for one year immediately following the expiration of their term of office.

Section F Dissolution:

Para 1-Resolution to Dissolve: To dissolve the Association the Board of Directors must present a resolution that that Association be dissolved to the active membership IAW the applicable provisions of Art. 13 of the Virginia Nonstock Corporation Act (the “Act”) as amended. A proposal for dissolution, including a Plan of Distribution for Association assets may be considered at a regular or special meeting of the active membership for which notice has been given to the members as required by the act. The resolution to dissolve shall be adopted if approved at such a meeting at which a quorum exists by more than two-thirds of all the votes cast on the proposal.

Para 2- Plan of Distribution: The Plan of Distribution shall provide for transfer of the Association’s assets to one or more corporations, societies, or organizations engaged in (i) activities substantially similar to those of the Association, or (ii) religious, charitable. Community, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

Para 3-Disposal of Assets: Upon approval of a resolution for dissolution the Association shall cease to conduct its saffairs, except insofar as it may be necessary for their proper completion. The Board of Directors shall, after making provisions for the payment of all liabilities of the corporation dispose of all the assets of the Association in such a manner as the Board of Directors may determine IAW the Act and the approved Plan of Distribution.

ARTICLE VI ELECTIONS

Section A Voting shall be by secret ballot unless suspended by a motion from the floor.

Section B The President shall appoint a nominating committee which shall report a ~~list~~ slate of nominees from the voting membership for the Board of Directors at least three weeks prior to the annual election meeting in November. It shall be the duty of the Secretary to communicate with the membership regarding said list at least one week prior to the annual election meeting. Additional nominations may be made from the floor. All officers shall serve a one-year term, effective January 1 of each year.

Section C Annual election of the Board of Directors can be accomplished by electronic means to ensure a quorum is realized. Normally the electronic election ballot will be conducted in the 30-day period prior to the November meeting and members not having access to electronic means will be given the opportunity to vote at the November meeting before election results are tallied.

ARTICLE VII DUTIES OF OFFICERS

- Section A The President shall preside at all regular and special meetings of the Association and the Board of Directors, shall appoint committees as set forth in ARTICLE IX and will propose an annual budget assisted by the Treasurer.
- Section B The First Vice-President shall assume the duties of the President in the President's absence. The First Vice-President shall serve as Chairperson of the Membership and Welcoming Committee and be responsible for procurement of applications and transmittal of membership money and information to the Treasurer and Secretary respectively. The First Vice-President shall also serve as Chairperson of the Ways and Means Committee.
- Section C The Second Vice-President shall assume the duties of the President in the absence of the President and the First Vice-President, and shall serve as Chairperson of the Architectural and Covenant Control Committee.
- Section D The Secretary shall record and file the minutes of Association meetings on social media, maintain the membership roll and record of attendance, conduct the Association's correspondence and maintain a file of Association records and documents including the following: minutes, newsletters, Constitution, correspondence, and a book of motions.
- Section E The Treasurer shall: be responsible for the administration of the Association's financial matters, keep complete and accurate records, and submit a verbal financial statement at every meeting; receive all monies due to the Association and deposit it in an approved checking account; pay all proper Association bills by promptly preparing checks for proper endorsement; and make available on an annual basis, all books for an audit by an auditor appointed by the President.

ARTICLE VIII REPLACEMENT OF AN OFFICER

- Section A Any officer may be removed from office by a motion of a quorum of the Legislative Body at a regular or special meeting and a 2/3 vote in favor of removal at the next regular or special meeting with a notice of such action published in a newsletter distributed to all members.
- Section B Any officer may resign by submitting a written notification of such resignation to the Board of Directors.
- Section C Should a vacancy occur in the membership of the Board of Directors by resignation or otherwise, the remaining members of the Board of Directors shall appoint a regular member of the Association to serve for the unexpired term.

ARTICLE IX COMMITTEES AND APPOINTMENTS

- Section A The chairperson of a standing committee shall appoint members of the committee and a co-chairperson. A report of committee actions will be presented at the Board meetings and regular meetings for inclusion in the minutes.
- Section B The Ways and Means Committee shall consist of at least three members and will deal with fund-raising for the Association.
- Section C The Membership and Welcoming Committee shall consist of at least three members and will deal with membership in the Association, the welfare of citizens of the community, and hospitality.
- Section D The President shall appoint a Newsletter Committee to publish a newsletter when required. The newsletter shall contain information of interest to the community in general and information about civic matters in particular. The newsletter shall not have content that is sectarian, political, defamatory, or embarrassing. The Newsletter Committee shall be responsible for compilation, printing, and distribution to each resident of Cypress Point when directed by the Board of Directors.
- Section E The President may appoint a Program Director to plan interesting and effective programs, including informative speakers and entertainment for regular meetings.
- Section F The President shall appoint one representative to attend the monthly meetings of the Council of Civic Organizations (CCO) of the City of Virginia Beach. (Each affiliate member of the CCO is entitled to two votes on issues brought to a general meeting.)
- Section G The President may appoint any temporary (ad hoc) committee to perform a prescribed task.
- Section H A Neighborhood Watch Committee is appointed in order to facilitate communications between the community, board, and local law enforcement concerning items of security and crime prevention.
- Section I An emergency response team (CPERT) is appointed as a standing committee and will develop a comprehensive disaster response document. (Tabled 11/15/22).*

ARTICLE X FINANCE

- Section A The Treasurer will maintain a checking account with a banking institution approved the Board of Directors.

Section B In the absence of the Treasurer, checks shall be prepared by the President

Section C With a majority vote of the Board of Directors, said Board of Directors has the authority to allocate expenses or to pay unbudgeted Association debts of up to \$800.

Section D All Association members operating in the name of the Association shall forward all money received to the Treasurer.

Section E The Treasurer shall file appropriate tax returns assisted by the President.

Section F A review of association finances will be conducted annually by outside personnel.

ARTICLE XI PARLIAMENTARY PROCEDURE

Roberts” Rules of Order shall apply.

ARTICLE XII AMENDMENTS

An amendment to this Constitution must be submitted in writing and read at a regular or special meeting, published in a newsletter, presented again at the next regular or special meeting, and approved by two-thirds of the Legislative Body.

ARTICLE XIII OPERATING PROCEDURES

The Board of Directors shall develop a set of guidelines known as the Bylaws to carry out the provision of this Constitution. Additions, deletions, or changes must be first presented to the membership in a newsletter, and then voted upon by a motion and passed by a simple majority of the Legislative Body at a subsequent meeting.

BYLAWS

ARTICLE I REGULAR MEETINGS

A minimum of four regular meetings shall be held each calendar year. Each meeting shall normally be held on a well-advertised day during the middle month of each quarter (February, May, August, and November).

ARTICLE II MEMBERSHIP DUES

Section A The amount of dues for individual annual membership shall be established by the Legislative Body at the November meeting.

Section B Membership dues are due and payable annually from the first day of January to a time period just preceding the first regular or special meeting to be held in the first quarter of each year. Thereafter, dues are past due and all rights and privileges of membership are forfeited. Membership may be reinstated upon acceptance of an application by the Membership and Welcoming Committee and payment of dues.

REVISED:

August 9, 1993

March 21, 1994

November 16, 1998

August 22, 2005

May 20, 2014

February 17, 2016

September 11, 2019

November 25, 2022