

DRAFT REVISION

BYLAWS

OF

Civilian Conservation Corps Legacy, Inc.

I. NAME AND LOCATION

1.1 The name of this organization shall be the Civilian Conservation Corps Legacy, an incorporated, nonprofit 501(c)3 organization (hereinafter referred to as the organization).

1.2 The principal office shall be maintained in Shenandoah County, Virginia.

1.3 Principal CCC Legacy financial holdings will be maintained in Shenandoah County, Virginia.

1.4 The CCC Legacy shall maintain a registered office and agent in the state of Virginia.

II. PURPOSES

2.1 To provide programs by which the historical significance and accomplishments of the Civilian Conservation Corps, including the diversity of its participants, are recognized and perpetuated.

2.2 To furnish information to the public to further awareness of the Civilian Conservation Corps and its impact on our nation's culture and natural resources through the use of education, interpretation, preservation, research and with prior board approval, sharing of artifacts and archives in a public setting.

2.3 To encourage members to initiate, participate in, affiliate and cooperate with local and national organizations and governments to advocate for CCC history, conservation corps, the environment and the many other facets of the organization and provide needed assistance.

2.4 To showcase in Shenandoah County the presence of Camp Roosevelt, America's first CCC camp, and Camp Wolf Gap, one of the first African American CCC camps, and their subsequent national legacy.

2.5 To exercise all powers which are within the province of this organization, organized and functioning as a non-stock, nonprofit corporation under the laws of the Commonwealth of Virginia.

### III. MEMBERSHIP

3.1 Membership in the organization shall be open to any person interested in the above objectives and purposes regardless of race, color or creed, who pays the dues as determined by the Board of Directors. All dues paying members shall have the right to vote on all matters coming before any annual or called special meeting of the organization. (see section 5.4)

3.2 The annual dues and membership structure will be determined by the Board of Directors and dues are payable annually.

3.3 In adherence with Section 13.1-845 of the Virginia Code, this organization will maintain a record of its members which shall be governed in accordance with this same statute and organization Privacy Policy #0003-1

### IV. FISCAL OPERATIONS AND MEMBERSHIP YEARS

4.1 The Fiscal and operational year shall be January 1 to December 31.

4.2 The membership year and the fiscal year shall be the same, January 1 to December 31.

### V. MEETINGS OF MEMBERS

5.1 The annual meeting of the membership shall be held primarily virtually on a date to be established each year by the Board of Directors for the purpose of conducting the business of the organization.

5.2 A membership newsletter publication (in Journal or Bulletin format) is the official means of communication with the membership.

5.3 The Board of Directors will set the agenda for the Annual Membership Meeting. Any member in good standing may recommend items to be included in this agenda. Such requests shall be submitted in writing virtually or by USPS to the Board for consideration at least 21

days ahead of the Annual Meeting as determined by date of email or by post mark. Notice of the annual meeting shall be announced to all members 45 days prior to the meeting date.

5.4 Other specially called meetings of the membership must be called by the Board of Directors and may be requested by a petition submitted by a minimum of 15 members in good standing. Such specially called meetings must include a minimum of 3 members of the Executive Committee to be recognized as official organization business.

5.5 A quorum shall be a majority number of the members in attendance at the meeting.

## VI. DIRECTORS

6.1 The Board of Directors ("Board") will consist of not less than seven (7) and not more than nine (9) persons, called Directors. Each Director must be of majority age. These Directors shall include the President, Vice President, Treasurer, Secretary and three to five (3-5) at-large members. The number of Directors may be changed by an amendment to the Bylaws.

6.2 Voting for election of the Board of Directors shall take place through ballots provided to all members in good standing and shall include specific voting instructions pertaining to the election. Electronic voting through the CCCL website may be made available as circumstances allow.

6.3 The term of the Director will be two (2) years beginning January 1 of the membership year following the election.

6.4 The Board will manage the affairs and business of the organization. The Directors will, in all cases, act as a Board, regularly convened. In the transaction of business, the consent of a simple majority of the Directors present at a meeting will be necessary for the Board to act, provided that at least 3 members of the Executive Committee are present. The Directors will adopt such rules and regulations for the conduct of their meetings and the management of the organization as they deem proper and consistent with the law and these bylaws.

6.5 Should the number of directors fall below seven (7) the vacancy will be promptly filled by an affirmative vote of the majority of the remaining directors at a special meeting or regularly held board meeting within thirty (30) days of the occurrence. The director chosen will hold office for the unexpired term and until a successor is elected and qualified.

6.6 A director may be removed by the other Board members at any time, with or without cause, at a specially called meeting for that purpose. Such action must be determined by the affirmative and unanimous vote of all current directors.

6.7 A director may resign at any time. The resignation must be submitted in writing to the Board of Directors, the President, or the Secretary. The resignation will be effective as of the date it is delivered unless a later date is specified. If said director holds an officer position, the effective date of resignation is deferred to the next scheduled board meeting in order to allow the Board of Directors adequate notice to fill that office promptly.

6.8 To facilitate voting by each director, when unable to attend a Board meeting or specially called meeting, a director may provide a vote in writing or vote electronically or by telephone on the subject matter being considered by the Board of Directors. All virtual votes shall be considered proper votes as if the Board Member attended and voted in person. The President, Vice President or Secretary shall certify said director's vote and call for confirmation of said vote at the next regular meeting. A record of said vote shall be included in the organization's minutes.

6.9 When matters arise between regularly scheduled board meetings that require prompt attention, voting may be conducted online. In all such cases, decisions must have unanimous consent of all board members in order for such measures to be approved. For all online votes, a detailed report of actions taken must be recorded and submitted at the next regular board meeting for confirmation and, when confirmed, be included with the minutes of the meeting.

6.10 The personal liability of the directors of the organization is hereby eliminated to the fullest extent permitted by the laws of Virginia.

## V. OFFICERS

7.1 The officers of the organization shall be a President, a Vice President, a Treasurer, a Secretary and such other officers as the Board of Directors may determine. Each officer must be of majority age.

7.2 Each officer will be elected annually by the Board at a specially called meeting held after the election of directors and prior to the beginning of the next fiscal year. This Board will include incumbent members beginning the second year of their term and the incoming Board Members-Elect.

7.3 An officer will hold office for one (1) year or until a successor is elected and qualified, or until he/she resigns or is removed.

7.4 In the event that a board member who has committed to holding an office resigns that office prior to the end of the one (1) year term of that office, the office vacancy will be filled by an existing board member as voted on and approved by the remaining board members. Should the remaining board members decline to fill the office created by this early resignation, and if the Board is at its capacity of nine (9) members, the board member who resigned the

office will also be required to resign from the Board in order that a replacement may be appointed to fill the vacant office. This action is to ensure the continued smooth operations of the organization.

7.5 The duties and powers of the officers are as follows:

A. President

1. The President will perform all the duties incident to the office of President which are required by law and oversee the business affairs of the organization.

2. Call meetings. The President will call all Regular, annual and special meetings of the members and directors in accordance with the prevailing statutory requirements of the Commonwealth of Virginia and these Bylaws.

3. Preside at meetings. The President will preside at all meetings of the Board of Directors and members and will cast a vote in case of tie.

4. Annual Report. The President will present a report of the condition of the business of the organization at each annual meeting of the members and directors.

5. Liaison. The President may serve as the organizational spokesperson, coordinate actions of appointed officials, have authority to sign contracts and leases (subject to Board approval), report to the membership through organizational publications and may serve as the ex-officio member of all appointed committees (except the Nominating Committee).

6. Other Duties. The President may perform such other duties and functions as determined by the Board to include those specified in section C 3 of the bylaws.

B. Vice President

1. Replace President. It is the duty of the Vice President to perform the duties of the office of the President during the absence, resignation or incapacity of the President, and as such will have the authority and responsibilities of the President.

2. Other Duties. The Vice President may perform such other duties and functions as determined by the Board.

C. Treasurer

1. The Treasurer will maintain and keep correct and complete books and records of accounts for the organization.
2. Financial Report. The Treasurer will render a report of the condition of the finances of the organization at each regular meeting of the Board and at such other times as may be required and will make a full financial report at the annual membership meeting.
3. Organization Funds. The Treasurer and President will assume care, custody, and responsibility of all funds and securities of the organization. These funds and securities must be deposited in the name of the organization in such banks or safe deposit companies as the Board may designate.
4. Corporate books. The Treasurer will maintain oversight of books of accounts of all the organization's business transactions and will, with Board approval, make the accounts available to any director upon written request.
5. Records. The Treasurer will cause all books, reports, statements, and certificates to be properly kept and filed as required by Federal and Virginia law.
6. Bond. The Treasurer should be bonded.
7. Annual Audit: The books shall be audited annually by a qualified non-board member duly appointed by the Board.
8. Other duties. The Treasurer may perform such other duties and functions as determined by the Board.

D. Secretary:

1. The Secretary will keep current or monitor the keeping of all official records of the organization and take the minutes of all official meetings. When authorized, the Secretary will execute, attest, seal and deliver documents of the organization.
2. Custodian of Records. The Secretary will be custodian of the official records of the organization.
3. Correspondence: The Secretary will respond to all correspondence received by the Secretary, and present to the Board all official communications received. The Board may appoint or assign a corresponding secretary to assist the Secretary.

4. Other Duties: The Secretary may perform such other duties and functions as determined by the Board.

7.6 The Board may designate such other officers as it deems necessary. Each officer shall perform such duties and have such powers as the Board may prescribe.

7.7 The personal liability of the officers of the organization is hereby eliminated to the fullest extent permitted by the laws of the Commonwealth of Virginia.

## VIII. EXECUTIVE COMMITTEE

8.1 The Executive Committee will consist of the President, Vice President, Secretary and Treasurer.

8.2 Meetings may be called by the President ensuring that appropriate written, electronic or oral (including by phone) notice is given to each member. Executive Committee meetings may be held by telephone conference call or virtually.

8.3 The Executive Committee may consider the business of the Board. It shall report its recommendations to the Board.

## IX. EXECUTIVE DIRECTOR

9.1 An Executive Director may be hired by the Board.

9.2 The Executive Director, with Board approval, hires the personnel of the central office, assigns tasks, oversees work, carries out policies directed by the Board, and manages the budget. When practicable, and with Board approval, employees may work remotely.

9.3 The Executive Director will proactively seek to expand the overall programs and goals of the organization, including fundraising, as directed by the Board.

9.4 The Executive Director shall report to the Board monthly and to the membership annually on the status of the central office, its personnel, and its work.

9.5 The Board of Directors shall, when required, review the performance of the Executive Director and the central office staff, and make any necessary changes.

## X. COMMITTEES

10.1 The President shall annually, at the first board meeting of the new official year, appoint, with the approval of the Board, appropriate standing committees. The President

may appoint with the approval of the Board such other special committees as may be considered desirable to carry on the business of the organization. When invited by the Board, chairs of the special committees may attend board meetings without vote.

10.2 Nominating Committee: The Board shall appoint a Nominating Committee made up of three (3) non-board members that will identify possible candidates for openings on the Board of Directors when they come available. The nominating committee will choose its own chair. Due to the national membership base, potential candidates may express their interest in serving on the board through written notification submitted by email or USPS to the Nominating Committee. The Nominating Committee shall prescribe the procedures to be followed in submitting, considering and proposing nominees per Nominating Committee Guidelines corporate organization policy #0001-1.

## XI. Chapters

11.1 Ten or more members may join together in a regional setting for the purpose of expanding the mission of the national organization and bringing attention to local CCC heritage.

11.2 Application for the creation of a chapter will be made to the Board of Directors. Upon application, the applying local organization will be provided with guidelines as outlined in the organization's policy governing chapters that will assist in developing a partnership with CCC Legacy and their community. Only CCC Legacy's Board of Directors may authorize a chapter of this organization.

11.3 The Board may make inquiries into chapter activities that have been reported as improper conduct or bringing harm to the greater good of the members of the Civilian Conservation Corps Legacy organization. After investigation, and if deemed warranted by a majority of directors, the charter can be revoked for cause.

## XII. ADVISORS

12.1 The Board of Directors may select and appoint advisors to provide knowledge, specialized skills and experience from which the Board may seek advice and guidance related to specific matters. Such advisors will serve this organization based on a mutual understanding between them and the Board for a term of service to be determined by the Board. Advisors may or may not be members of the organization and may attend Board meetings without vote when invited, or upon request when approved by the Board.

## XIII. RULES OF ORDER

13.1 The latest edition of Robert's Rules of Order shall govern the transaction of business at meetings of the Members and Board of Directors of this organization.

#### XIV. AMENDMENTS

14.1 These Bylaws may be amended by a two-thirds vote of the Members present at the Annual Meeting or at a specially called meeting of the organization provided notice in writing of the proposed revision(s) shall have been mailed or emailed to all active members at least 21 days prior to the meeting.