

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 "CCC Legacy.")
- 1.2 The principal office shall be maintained in Edinburg, Virginia.
- 1.3 Principal CCC Legacy financial holdings will be maintained in Shenandoah County, Virginia institutions.
- 1.4 The CCC Legacy may also have offices at such other places as the Board of Directors may from time to time determine or as the business of the organization may require.
- 1.5 The CCC Legacy shall maintain a registered office and agent in Virginia.

II. PURPOSES

- 2.1 To provide programs by which the historical significance and accomplishments of the Civilian Conservation Corps 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 through the use of education, interpretation, preservation, research and sharing 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, youth corps, the environment and the many other facets of the CCC legacy and provide needed assistance.
- 2.4 To draw on the presence of Camp Roosevelt, America's first CCC camp, and the subsequent resulting national legacy.
- 2.5 To exercise all powers which are within the province of this corporation, organized and functioning as a non-stock, nonprofit corporation under the laws of the Commonwealth of Virginia.

III. MEMBERSHIP

- 3.1 Membership in the corporation shall be opened 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 Corporation.

3.2 The annual dues and membership structure will be determined by the Board of Directors and dues are payable on the anniversary membership date. Dues not paid within 30 days after that date shall be declared delinquent.

3.3 Honorary membership may be conferred on individuals who render notable service by a 3/4th vote of the Board or an annual membership meeting.

IV. FISCAL, OFFICIAL AND MEMBERSHIP YEARS

4.1 The fiscal and official year shall be January 1 to December 31.

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

V. MEETINGS OF MEMBERS

5.1 Beginning in January 2008 and thereafter, the annual meeting of the membership shall be held in the last four months of the year on a date to be established each year by the Board of Directors for the purpose of conducting business as may be appropriate.

5.2 The CCC Legacy Journal, a membership newsletter, is the official means of communication with the members. Notice of the annual meeting shall be mailed by the Secretary to all members in good standing at least 60 days before the annual meeting. Written ballots will be published in the Journal and the official CCC Legacy website will provide an option to vote electronically to provide an opportunity for all members to vote on issues. Written ballots must be postmarked so the final count can be tallied by the central office 15 days prior to the scheduled annual meeting. Those members voting through the website must provide the requested membership information in order to verify that they are members in good standing.

5.3 All members shall have the right to recommend items to be included in the agenda of the Annual Meeting and these recommendations must be received by the Board forty-five (45) days prior to the meeting date.

5.4 Activities associated with the timing of the annual membership meeting may also serve as an opportunity for reuniting with associates, education, discussing program development and other social and promotional functions that please the membership and organizers.

5.5 Other meetings of the membership may be called by the Board of Directors and must be called on written petition signed by a least fifteen members.

5.6 A quorum shall be a majority number of the members in good standing 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 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 the Board of Directors can take place through written ballots made available to all members in good standing printed in the membership newsletter; or they may choose to vote electronically through the official CCC Legacy website.

6.3 The term of the Director will be two (2) years beginning January 1 of the next membership year or until his successor is elected and qualified, until he/she resigns, or until he/she is removed.

6.4 At the first election, to enable the yearly rotation of future Directors, the three (3) non-officer directors of the initial Board shall have Directorship terms limited to one (1) year. Those Director positions shall subsequently have term periods of two (2) years as provided for in Section 6.3.

6.5 The Board will control and manage the affairs and business of the Corporation. 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. The Directors will adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, but not inconsistent with law or these Bylaws.

6.6 Unless otherwise provided in the Articles of Incorporation or amendments thereto, the presence of a majority of Directors, either physically present or via telephone, will be necessary to constitute a quorum for the transaction of business at any meeting of the Board. However, if a quorum is not present, a lesser number may adjourn the meeting to a future date.

6.7 Any directorship to be filled by reason of an increase in the number of Directors will be filled by a written ballot published in the Journal or online website ballot. Should the number of directors fall below seven (7) the vacancy will be promptly filled by an affirmative vote of the majority of the majority of the remaining directors at a special meeting held for that purpose within thirty (30) days of the occurrence. The Director chosen will hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

6.8 A Director may be removed by the members at any time, with or without cause, by the affirmative vote of the members holding a majority of all votes present at a meeting called for that purpose.

6.9 A Director may resign at any time. The resignation must be in writing, and delivered 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.

6.10 When the vote of the Directors is required or permitted to be taken at a meeting in connection with any corporate action, the meeting and the vote may be dispensed with where all Directors entitled to vote upon the action if such meeting were held, consent in writing to the corporation action.

6.11 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, via hand delivery, or vote via electronic means such as e-mail, facsimile or telephone on the subject matter being considered by the Board of Directors. All votes via electronic or written means shall be considered proper votes as if the Board Member attended and voted in person at the Board Meeting. In the case of telephonic voting, the President, Vice President or Secretary shall, in writing, certify said Directors telephonic vote and record said vote in the corporate minute book. For all other electronic votes, hard copies of said vote shall be deemed certified with a facsimile or email printout. Said printouts shall be placed in the corporate minute book.

6.12 The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the laws of Virginia.

VII. OFFICERS

7.1 The Officers of the Corporation 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 his successor is duly elected and qualified, or until he/she resigns or is removed.

7.4 An Officer may be removed by the Board, with or without cause.

7.5 Any office which is vacant will be filled by the Board.

7.6 The duties and powers of the Officers are as follows.

7.7 President

a. *Generally.* The President will enforce these Bylaws and perform all the duties incident to the office of President which are required by law. Generally, he/she will supervise and control the business affairs of the Corporation.

b. *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.

c. *Preside At Meetings.* The President will preside at all Meetings of the Board of Directors and Members and his/her vote will cast a vote in case of tie.

d. *Annual Report.* The President will present a report of the condition of the business of the Corporation at each Annual Meeting of the Members and Directors.

e. *Liaison:* The President will serve as the organizational spokesman, coordinate actions of appointed officials, have authority to sign contracts and leases (subject to Board approval), report to the membership through organizational publications and shall serve as the ex-officio chairman of all appointed committees (except the Nominating Committee).

f. *Other Duties.* The President will perform such other duties and functions as the Board may prescribe.

7.8 Vice-President

a. *Replace President.* The Vice-President, in order of seniority by election, will perform the duties of the office of the President during the absence or incapacity of the President. When so acting, he/she will have the powers and responsibilities of the President.

b. *Other Duties.* The Vice-President will perform such other duties and function as the Board may prescribe.

7.9 Treasurer:

a. The Treasurer, and assistant if needed, will assist management in keeping correct and complete books and records of accounts for the corporation.

b. *Financial Report.* The Treasurer will render a report of the condition of the finances of the Corporation at each Regular Meeting of the Board and at such other times as may be required. He/she will make a full financial report at the Members' Annual Meeting.

c. *Corporate Funds.* The Treasurer will assume care, custody, and responsibility of all funds and securities of the Corporation. These funds and securities must be deposited in the name of the Corporation in such banks or safe deposit companies as the Board may designate.

d. *Corporate books.* The Treasurer will maintain oversight of books of account of all the Corporation's business transactions. He/she will make the accounts available to any Director upon written request from the Director.

e. *Records.* The Treasurer will cause all books, reports, statements, and certificates to be properly kept and filed as required by Virginia law.

f. *Bond.* The Treasurer should be bonded.

g. *Annual Audit:* The books should be audited annually by a non-board member.

h. *Other duties.* The Treasurer will perform such other duties and functions as the Board may prescribe.

7.10 Secretary:

a. The Secretary will keep current or monitor the keeping of all corporate records and take the minutes of all meetings. When authorized, will execute, attest, seal and deliver documents of the corporation.

b. *Notice of Meetings.* Give notice of all Annual and Special Meetings.

c. *Minutes.* Keep the minutes of Member and Board Meetings in an appropriate manner that suits the corporation.

d. *List of Members, Officers and Directors.* Keep a list of the names, alphabetically arranged, of all persons who are members of the Corporation, showing their place of residence and the respective dates when they became Members of records. He/she will keep such list, and the minutes of the proceedings of its Membership, open daily during the usual business hours for inspection by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, he/she will prepare and made available a current list of the Officers and Directors of the Corporation and their resident addresses.

e. *Custodian of Records and Seal.* The Secretary will be custodian of the records and seal of the Corporation.

f. *Correspondence.* The Secretary will respond to all correspondence and present to the Board all official communications received by him/her.

g. *Other Duties.* The Secretary will perform such other duties and functions as the Board may prescribe.

7.11 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.

7.12 The personal liability of the Officers of the Corporation 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 or Vice President of the Board ensuring that appropriate written or oral notice is given to each member. Executive Committee meetings may be held by telephone conference call.

8.3 The Executive Committee may consider the business of the Board and the central office. 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.

9.3 The Executive Director will proactively seek to expand the overall programs and mission of the organization as set out in the mission statement and as directed by the Board.

9.4 The Executive Director shall report to the Board and Membership each year 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, including an Audit Committee. 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 Corporation. Chairman 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 chairman. Due to the national membership base, potential candidates may express their interest in serving on the board through written notification to the Nominating Committee. This notification should include a brief resume of experience, experience and contributions that can be brought to the organization and describe the potential candidate's interest in wanting to participate in the management of the organization. The Nominating committee will review and interview those expressing interest in becoming candidates for the Board.

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 The purposes of a Chapter will be:

- a. Uniting members
- b. Local community outreach to other people and organizations with common interests
- c. Promoting awareness of the CCC through education and preservation of local CCC heritage
- d. Maintain liaison with the central office to enhance the overall image of the CCC at all levels of the organization

11.3 Application for the creation of a Chapter will be made to the central office. Upon application, the applying local organization will be provided guidelines that will assist in developing the partnership with the central office and community. These guidelines will include draft bylaws, reporting procedures, financial expectations, possible program development ideas geared for the local level, and designs for membership cards, letterheads and other material which is consistent with the public relations image and liaison material or designs of the national organization.

11.4 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" Corporation. After investigation, the Charter can be revoked for cause.

XII. ADVISORY BOARD

12.1 The Board of Directors may select and appoint an unlimited number of members to an Advisory Board and related advisory groups to provide a broad spectrum of specialized skill and experience from which the Board and personnel may seek advice and guidance. Participation in the advisory capacity will be based on need and expertise as determined by the Board. Advisory Board members serve based on a mutual agreement between the member and the Board for the purpose of their expertise. They can attend Board meetings without vote.

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 Corporation.

XIV. AMENDMENTS

14.1 These Bylaws may be amended by a two-thirds vote of the Members present at the Annual Meeting, any special meeting of the Corporation, or written ballot through the CCC Legacy Journal provided notice in writing of the proposed amendment shall have been mailed to all resident members by the Secretary at least two weeks prior to the meeting.

WITNESS by hand

Naomi Shaw Dated: 12/7/2020