

BYLAWS
OF
VIRGINIA CITIZENS DEFENSE LEAGUE

ARTICLE I

OFFICES

Section 1. Registered Office. The Corporation shall at all times maintain in the Commonwealth of Virginia a registered agent, whose business office shall be the registered office of the Corporation.

Section 2. Other Offices. The Corporation may also have such other offices within or without the Commonwealth of Virginia as the Board of Directors may, from time to time, designate, and as the business and affairs of the Corporation may require.

ARTICLE II

PURPOSES

Section 1. Nature of Corporation. The Corporation is a nonprofit corporation formed under the Virginia Nonstock Corporation Act, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(4) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. The Corporation is organized for the purposes set forth in its Articles of Incorporation which are filed with the Commonwealth of Virginia.

ARTICLE III

MEMBERS

Section 1. Election, Function and Term. Members of the Corporation shall consist of those individuals who have applied therefor and who have been elected to membership, and such other persons as may from time to time be elected to membership, either at a regular or a special meeting of the Board of Directors, in accordance with the criteria and procedures for the election of Members developed by the Board of Directors. There will be no restriction on the number of

members. Unless otherwise determined by the Board of Directors or in these Bylaws, the membership term shall be annual.

Section 2. Classes of Members. There shall be four classes of members as follows:

(1) Executive (voting) Members, who shall consist of the following founding members of the Corporation,

Val W. Finnell
Paul W. Moog, Jr.
George R. Pettit
James M. Snyder, Jr.,

and those who, in the judgment of the Board of Directors, are willing to accept significant responsibilities in furtherance of the Corporation's purposes and are capable of carrying out those responsibilities. Executive Members must pay annual dues as established by the Board of Directors, and not be barred by law from owning or possessing a firearm.

(2) Regular (non-voting) Members, who shall consist of all individuals who pay annual dues as established by the Board of Directors, and otherwise fulfill the requirements for such membership.

(3) Lifetime Members, who shall consist of all individuals who pay the lifetime membership fee as established by the Board of Directors, and otherwise fulfill the requirements for such membership, including an annual affirmation of their continued membership in the Corporation. Lifetime Members will have the same rights and responsibilities as Regular Members, unless a Lifetime Member applies for and is approved as an Executive Member. In such cases the Lifetime Member will annually pay the difference between the annual dues of Executive Members and the annual dues of Regular Members, in which case the Lifetime Member will have the same rights and responsibilities as Executive Members until such time as their Executive Member status is terminated.

(4) Emeritus Executive Member, who shall consist of any individuals who actively served on the Board of Directors for a period of at least 20 consecutive years. Such Members will be allowed to attend all Board of Directors meetings in a non-voting capacity and remain on all Board email and distribution lists. Additionally, they will have the same benefits and responsibilities as an Executive Member, but their membership fee will be that of a regular member or that of a life member, as applicable.

(5) No person shall be denied membership in the Corporation on the basis of race, creed, sex or national origin.

Section 3. Membership Fees. Each member shall pay an annual membership fee as established by the Board of Directors as a condition of membership.

Section 4. Membership Applications and Procedures.

(a) All applications for Regular Membership with a payment of the annual membership fee, established by the Board of Directors, will be accepted by the Secretary, or his designee, for

membership.

(b) All applications for Executive Membership shall be made in writing to the Board of Directors along with a membership fee to be determined by the Board of Directors, which in its sole discretion, by majority vote, shall approve or disapprove the application, and which shall notify the applicant in writing of its decision.

Section 5. Termination of membership. The Board of Directors may terminate or suspend from membership any Member of either class of membership upon (1) non-payment of the annual membership fee, (2) if at any time the Board of Directors determines, by a majority vote, that such termination or suspension should be imposed for any violation of the Bylaws or rules or regulations established by the Board of Directors, for lack of participation in the affairs of the Corporation, or for any conduct even though not in actual violation of a Bylaw or rule which, in the opinion of the Board, is nevertheless prejudicial to the best interests, reputation and proper functioning of the Corporation, or (3) if at any time the Board of Directors determines, by a majority vote, that maintaining the membership is not in the best interests of the Corporation. No vote on termination may be taken under (2) or (3) unless notice in writing shall have been given to the Member at least 15 days prior to such vote, setting forth the time and place of the meeting at which such vote will be taken, and inviting the Member to attend to address the Board's concerns.

Section 6. Privileges of Membership.

(a) All Executive Members and Regular members in good standing will be privileged to attend any and all Membership meetings, and shall have the privilege of the floor.

(b) (i) Executive Members whose membership dues are current as of the date of the meeting shall have the right to vote in all elections for Directors of the Corporation, who shall be elected by a plurality of the votes cast by the Executive Members present at a meeting called for that purpose at which a quorum is present. (ii) Executive Members whose membership dues are current as of the date of the meeting shall have the right to vote on all proposed amendments to these Bylaws, which shall be adopted by a two-thirds or greater majority of the votes cast by the Executive Members present at a meeting called to consider such amendments at which a quorum is present.

(c) All members shall have the right, upon reasonable notice to the Secretary of the Corporation, to inspect the minutes of any Members meeting or Board of Directors meeting.

(d) Members shall be consulted and/or surveyed periodically by the Corporation on issues of policy and other matters of interest to the Board of Directors. The primary functions of the Members will be voluntary participation in the affairs of the Corporation, oversight of the composition of the Board of Directors and its activities by Executive Members, and support of the Corporation.

Section 7. Meetings.

a. Annual Meetings. The Annual Meeting of the Executive Members whose membership dues are current as of the date of the meeting for the election of Directors and for the transaction of such other business as shall properly come before the Meeting shall be held

on such day in the month of May, June, or July, and at such place as may be designated by the Chairman, President, any Vice President or Secretary of the Corporation or by a majority of a quorum of the Board of Directors. Such Annual Meetings shall be general meetings and open for the transaction of any business within the powers of the Corporation, without special notice of such business except in any case in which special notice is required bylaw, by the Articles of Incorporation, or by these Bylaws.

b. Special Meetings. Special meetings of Executive Members may be called at any time by the Chairman, President or by the Board of Directors, and must be called upon the receipt by the Corporation's President or Secretary of a written petition by at least 25 percent of the current Executive Members, for purposes of amending these Bylaws.

c. Membership Meetings. The Board of Directors shall schedule a minimum of five (5) full Membership meetings, exclusive of the Annual Meeting, each year. Such meetings will be announced in the Corporation's newsletter or by other means, such as by flyer, and need not be formally noticed. Such meetings will be informal meetings, held for informational purposes, for discussing and arranging activities in the pursuit of the Corporation's purposes, for receiving member input, and for other matters in the best interests of the Corporation.

d. Place of Meeting. All meetings of the Executive Members shall be held either (i) at such place within the Commonwealth of Virginia as shall be specified in the notice of such meeting, or waives thereof, or (ii) by means of remote communication in conformity with the Virginia Code § 13.1-844.2, as the Board of Directors may direct. Participation by means of remote communication shall be subject to such guidelines and procedures that the Board of Directors adopts.

e. Notice of Meetings. Notice of every meeting of Executive Members shall be served personally, by mail, or by email upon each Executive Member, not less than thirty (30) nor more than sixty (60) days before the meeting. Such notice shall state the time when and the place where the meeting is to be held and (in the case of a special meeting) the purpose or purposes for which the meeting is called. If mailed or emailed, such notice shall be directed to each Executive Member at his postal or email address as it appears on the books or records of the Corporation. No notice of the time, place or purposes of any meeting need be given to any Regular Member or to any Member who attends such meeting in person or by proxy, or to any Members who, in writing executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice.

f. Voting. Every Executive Member shall be entitled to one vote at each meeting of the active Executive Members of the Corporation. At all such meetings, each Executive Member may vote either in person or by proxy, but no proxy shall be valid after the expiration of eleven months from the date of its execution unless the Member executing it shall have specified therein its duration. Every proxy must be executed in writing by the Member or by his duly authorized attorney and dated, but no proxy need be sealed, witnessed or acknowledged.

g. Quorum. At all meetings of the Executive Members of the Corporation, the presence, in person or by proxy, of ten percent of the Executive Members (but in no event less than five (5) Executive Members) shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Executive Members present shall be the act of the Executive Members. In the absence of a quorum the Executive

Members present in person or by proxy, by a majority vote and without notice other than by announcement at the meeting, may adjourn the meeting from time to time, until a quorum shall attend.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Board of Directors shall have the authority to release the Corporation's membership roster to a third party, but only upon a unanimous vote of the directors at a regularly constituted meeting of the Directors at which a quorum is present, or upon the Board's majority vote at such meeting pursuant to a final order of a court or agency of competent jurisdiction requiring such disclosure.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of at least five (5) members, but no more than seven (7) members, as specified by resolution of the Executive Members. Directors must reside in the Commonwealth of Virginia, must be Executive Members of the Corporation, and must not hold office in any organization having a purpose similar to that of the Corporation unless that organization is an affiliate of VCDL. Except in the case of filling vacancies, election to the Board of Directors shall be by plurality vote of the Executive Members of the Corporation present in person or by proxy at the Annual Meeting of the Executive Members for the year in which a director's term expires.

Beginning in 2002, the election of directors shall be on an annual basis. The plurality of directors that receive the highest number of votes at the 2002 annual meeting shall serve for a term of two years, and the remaining directors elected in 2002 shall serve until 2003. Elections shall be held on an annual basis thereafter to fill any vacancies resulting from the expiration of any director's term, and each director shall thereafter serve for a two (2) year term.

Section 3. Officers. The Board of Directors may designate from among its members a Chairman, Vice Chairman, and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by a majority of the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Meetings. There shall be an annual meeting of the Board of Directors, and any special meetings that may be called. Meetings of the Board of Directors may be called by or at the request of the Chairman, President, or any two Directors. The person or persons authorized to call meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the Commonwealth of Virginia, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 6. Notice. Reasonable notice of any meeting of the Board of Directors shall be given at least five (5) days previously thereto by electronic mail, ordinary mail, telephone, or other reasonable means of communication. Any Director may waive notice of any meeting. The

attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum and Proxies. Two-thirds of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than two-thirds of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 11. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the Chairman, President, Secretary, or Treasurer of the Corporation or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any director may be removed, with or without cause, by a majority vote of the Directors there in office.

Section 12. Summary of Actions Taken. Quarterly, the secretary or a designated agent shall provide Executive Members a summary of any Board decisions. This notice shall be made electronically, via email or other means as the Secretary sees fit.

ARTICLE V

REGULAR COMMITTEES

Section 1. Purposes. The President may establish such regular committees to assist in the performance of the duties of the Officers and the Board of Directors as the President considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the President. Members of each regular committee shall be appointed by the President and shall serve until resignation or removal by the President.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the President.

Section 5. Quorum. Unless otherwise provided in the order or resolution of the President designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the President may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

Section 8. Action or Approval of Board of Directors. All powers delegated in this Article to the President are subject to approval or disapproval by the Board of Directors, and may be exercised by the Board of Directors (by an affirmative vote of a majority of the Board) at any regular or special meeting thereof.

ARTICLE VI

ADVISORY COMMITTEES

Section 1. Purpose. The President may establish such advisory committees as the President considers appropriate. The purpose of all such committees shall be to advise the officers and the Board of Directors on such matters relating to the Corporation as the President designates.

Section 2. Number, Election, and Term of Office. The number of members of each advisory committee shall be as determined by the President. Members of each advisory committee shall be appointed by the President and shall serve until resignation or removal by the President.

Section 3. Officers. The President may designate from among the members of each advisory committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Powers. Each advisory committee shall have the power to advise the officers and Board of Directors, and such other powers as the President may grant it, consistent with law, the Articles of Incorporation, and the Bylaws.

Section 5. Action or Approval of Board of Directors. All powers delegated in this Article to the President are subject to approval or disapproval by the Board of Directors, and may be exercised by the Board of Directors (by an affirmative vote of a majority of the Board) at any regular or special meeting thereof.

ARTICLE VII

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other Officers, including one or more Vice Presidents, as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person.

Section 2. Qualifications, Election and Term of Office. Each Officer of the Corporation shall be a Regular or Executive Member of the Corporation, and shall not hold office in any organization having a purpose similar to any purpose of the Corporation unless that organization is an affiliate of VCDL. The Officers of the Corporation shall be elected by a majority vote of the members of the Board of Directors at the annual meeting of the Board, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of a majority of the entire Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Corporation, shall act as the spokesperson for the Corporation, and, in general, shall supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; shall be an ex-officio member of all committees, and shall perform all such other duties as are prescribed in these Bylaws, and as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. The Vice President shall carry out such duties as assigned by the Board or the President. In the event of the death, resignation or removal of the President, the Vice President shall assume the office of President until the Board of Directors elects a successor to the President.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and perform such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers and/or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the Commonwealth of Virginia, and any other relevant jurisdiction.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep minutes of the proceedings of its Executive Members.

ARTICLE X

RULES OF ORDER

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Corporation may adopt.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Virginia Nonstock Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Executive Members present or by proxy at any annual or special meeting, if at least thirty (30) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

ADOPTED BY EXECUTIVE MEMBERS
AT MEETING OF OCTOBER 22, 1998
AND AMENDED AT THE MEETINGS OF
JUNE 12, 2002, JUNE 27, 2009,
AUGUST 28, 2010, JULY 28,
2018, JULY 26, 2020 AND JULY
11, 2021.