

BY-LAWS OF THE GREATER PINE ISLAND CIVIC
ASSOCIATION

as adopted to implement the original Articles of Incorporation in 1957,
as most recently amended in 1976, 1986, 1987, 1988, 1998, 1999, 2002, 2003, 2005, 2007 & 2016

Article I. NAME AND LOCATION

SECTION 1.1; NAME: The name of this Organization shall be "Greater Pine Island Civic Association, Inc." (GPICA). The GPICA shall not endorse any candidate for any political office, nor permit the name of the GPICA to be used in an endorsement for a candidate for any political office.

SECTION 1.2; LOCATION: The area represented by the GPICA lies entirely within the County of Lee, State of Florida, and shall be bounded as follows: on the East by Burnt Store Road (excluding any area within the City of Cape Coral), on the South by San Carlos Bay, on the West by Pine Island Sound, and on the North by Charlotte Harbor.

Article II. OBJECTIVE AND PURPOSE

The purpose of the GPICA shall be civic in nature, so as to unite, in common cause, the residents and organizations of Greater Pine Island, as defined in Section 1.2, in a continuing effort to preserve and maintain a desirable livable community. Within this purpose, the GPICA shall promote environmentally responsible planning or smart growth; shall promote preservation of sensitive natural areas and shall recognize and promote the unique character of our rural and agricultural island community and uphold those sections of the Lee County Plan that deal with Greater Pine Island and support those objectives. The GPICA shall undertake civic and educational actions to serve those purposes.

Article III. MEMBERS

SECTION 3.1; ELIGIBILITY: The following persons shall be eligible for membership in the GPICA: all persons eighteen(18) years of age or older who subscribe, in principle, to the objective and purpose of the GPICA, as described in Article II and who reside within the area described in Section 1.2; or who own real property within the area described in Section 1.2.

SECTION 3.2; PROCESS: Those who are eligible for membership as described in Section 3.1, desiring to become members of the GPICA, shall file an application for membership and pay one year's dues to any member of the Membership Committee, either in person or by mail. Membership shall become valid upon acceptance by the Membership Committee.

SECTION 3.3; DUES: Annual dues shall be ten dollars (\$10.00) per person per year. Changes in the annual dues may be determined by the Board of Directors (BOD) with the approval of a two-thirds majority vote of members in attendance at a regular or special meeting. Members who pay in a calendar year are only good for that year, and will have to renew their membership for the next calendar year. Members who have paid for the prior year can vote for the new Board of Directors at the Annual Meeting in January.

SECTION 3.4; MEMBER RIGHTS: The right to make or second any motion, to vote upon any motion or in any election, or to nominate a candidate for any position in the GPICA shall be withheld for a period of sixty days following acceptance by the membership committee. This date will be determined by the date recorded in the membership list.

SECTION 3.5; EXPIRATION; The Membership Chairman shall notify any member, one month prior to the expiration of his/her membership, if dues have not been paid. A member whose dues are unpaid two months after their renewal date is ineligible to vote until his/her dues are paid in full and membership is reinstated.

SECTION 3.6; TRANSFERABILITY: Membership shall be non-transferable either by operation of law or otherwise, and any member who shall cease to meet the eligibility requirements for membership, as described in Section 3.1, shall automatically cease to be a member.

SECTION 3.7; MEMBERSHIP LIST: The list of members shall be available for any member to see, under supervision, provided that no copies are permitted and no notes may be made. The list shall also be made available for the purpose of mailing lists of official GPICA communications. The list of members shall not be made public in any manner.

SECTION 3.8; EXPULSION: A member may be expelled or suspended from the GPICA for just cause, by a two-thirds vote of the membership present at any regular or special meeting. Any member who becomes a party to a legal action against the GPICA or the Pine Island Land Use Plan, without receiving permission from the BOD and a majority of the members present at a regular meeting shall be suspended until the legal action is resolved. Any member subject to expulsion or suspension shall be offered a chance to rebut or defend himself/herself against any allegations.

Article IV. MEETINGS OF MEMBERS

SECTION 4.1; FISCAL YEAR: The fiscal year of the GPICA begins on January 1st and ends on December 31st of that year.

SECTION 4.2; ANNUAL MEETING: The annual meeting of the members of the GPICA shall be held on the first Tuesday of the month of January in each year.

SECTION 4.3; REGULAR MEETINGS: Regular Meetings will be held the first Tuesday of each month except for June, July, August, and September, at 7pm, in the Elks Lodge at Pine Island Center or at other such date, time or location, as determined by the BOD. Any change of date, time or location shall be communicated to the membership.

SECTION 4.4; SPECIAL MEETINGS: Special Meetings of members may be called at any time by the President, Vice President, a majority of the BOD or a petition of the BOD by a group of twenty members, with not less than eight days notice, stating the time, place and purpose of the special meeting.

SECTION 4.5; BUSINESS: Business at all meetings shall be conducted by the members qualified to vote as stated in Section 3.4, who are present at the meetings. Each member present shall be entitled to one vote. Representation of not less than twenty (20) members shall constitute a quorum.

SECTION 4.6; REQUESTS FOR DONATIONS: Requests for donations must be presented to the BOD in writing, who will then present its recommendation to the general membership at the next regularly scheduled monthly meeting.

SECTION 4.7; POLITICAL CANDIDATES: If the GPICA decides to promote a forum for a discussion among candidates, the BOD will determine an agenda, decide which offices to include (County Commission, School Board, Sheriff, etc.) and issue the invitations on behalf of the GPICA. Time allowed for the discussion will be divided equally among candidates, with a question and answer period to follow. The GPICA will neither discriminate nor show partisanship in issuing invitations to candidates. All candidates for the specific office(s) will be invited to attend, and notice of the meeting will be requested for publication in the Eagle. A designated table will be set aside for campaign materials. Otherwise, at no time may campaign materials be distributed at GPICA meetings.

SECTION 4.8; REQUESTS FOR PETITIONS: In order to avoid the perception that a petition is endorsed by the GPICA, any petition to be brought before the membership must first be submitted to the BOD in order to be placed on the agenda. Only Members may request that a petition be placed on the Agenda.

SECTION 4.9; CONDUCT: All meetings of the GPICA and the BOD shall be conducted according to Roberts Rules of Order, Revised.

Article V. BOARD OF DIRECTORS (BOD)

SECTION 5.1; NUMBER: The number of directors shall be up to eleven, including four officers; President, Vice-President, Secretary and Treasurer, and up to seven additional directors.

SECTION 5.2; TERMS OF OFFICE: Directors elected by the membership shall each serve a term of two years, with six directors elected in one year and the remaining five elected in the following year. At the first election following adoption of this section, six directors shall be elected to a term of two years and five directors shall be elected to a term of one year. Any officer whose term as director expires before the expiration of the officer position shall remain as director for an additional year, reducing the number of directors to be elected at the next election.

SECTION 5.3; POWERS: The BOD shall have the power to formulate and adopt policy for the GPICA. The BOD shall have the power to approve expenditures for the GPICA up to \$1,000. The BOD shall have the power to manage the property of the GPICA.

SECTION 5.4; REMOVAL: Directors are subject to removal for cause; including misfeasance, malfeasance, use of office for personal gain, unauthorized expenditure of GPICA funds, violations

of any provision of the GPICA bylaws or any action that brings discredit to the GPICA, provided such action was taken without a majority mandate of members in attendance at any meeting. The accused director shall be offered a chance to rebut or defend himself/herself against any allegations. The vote required for removal shall be a two-thirds majority vote of members present with a quorum present.

SECTION 5.5; ATTENDANCE: Any Director absent from three meetings in one year will be terminated from the BOD unless the BOD votes to the contrary because of extenuation circumstances.

SECTION 5.6; VACANCIES: Any vacancy of a director shall be filled by the BOD. At the BOD's discretion, a vacancy may be left vacant until the next annual meeting.

SECTION 5.7; SPEAKING FOR THE GPICA: A member may speak on behalf of the GPICA only when given the authority to do so by the BOD.

Article VI. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 6.1; QUORUM: The majority of directors shall constitute a quorum for the transaction of business at any meeting of the BOD, and the affirmative vote of the majority of directors present at a meeting at which a quorum is present shall be the act of the BOD. If a quorum is present when a duly called meeting is convened, the BOD may continue to transact business until the meeting is adjourned, even though the withdrawal of directors originally present leaves less than the number required for a quorum.

SECTION 6.2; REGULAR MEETINGS: The Bod will hold a meeting at least once a month, except in June, July, August, and September, prior to the regular monthly membership meeting, unless otherwise determined by the BOD.

SECTION 6.3; SPECIAL MEETINGS: Special meetings may be called by the President or by any two members of the BOD. Notice of each special meeting of the BOD, stating the date, time and place of the meeting, shall be given not less than two days in advance, to each member of the BOD.

SECTION 6.4; ACTION WITHOUT A MEETING: Any action required or permitted to be taken at a meeting of the BOD may be taken without a meeting if consent, setting forth the action to be taken, shall be given by a majority of the BOD. Such consent shall have the same force and effect as a unanimous vote of the BOD.

SECTION 6.5; All actions taken by the BOD shall be communicated to the membership at the next regular meeting of the GPICA.

Article VII. OFFICERS

SECTION 7.1; OFFICERS: Officers of the GPICA shall be: President, Vice-President, Secretary and Treasurer. The officers shall be elected by the BOD following the annual meeting and shall serve a term of two years. If the President leaves office before his/her term expires, the Vice President shall become

President for the remainder of the vacating President's term. In case of a vacancy, for any reason, in the office of the Vice President, Secretary, or Treasurer, the BOD shall elect a successor for the unexpired term. All officers shall be elected from among the members of the BOD.

SECTION 7.2; PRESIDENT: The President shall serve as Chairperson of the BOD and shall preside at all meetings. The President shall appoint the Chairpersons for standing committees. The President may appoint special committees as deemed necessary and shall determine how long a special committee shall remain in existence during his/her term of office. Such appointments and terminations are to be reported to the general membership. The President shall keep a copy of the key to the safety deposit box and the post office box.

SECTION 7.3; VICE PRESIDENT: The Vice President shall serve as the Chairperson of the Program Committee. The Vice-President shall succeed to the duties of the office of President should the President be absent, vacate the office, or be removed from the office. The Vice President shall have additional duties as may be assigned by the President of the BOD.

SECTION 7.4; SECRETARY: The Secretary shall record all proceedings of regular and special membership and BOD meetings; shall, upon request of any director, furnish a copy of the minutes of any meeting within five days of request; and shall be the custodian of all GPICA papers and documents. The Secretary shall be responsible for all all correspondence and report to the BOD, who shall report to the membership, any pertinent correspondence directed to the GPICA.

SECTION 7.5; TREASURER: The Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall maintain a checking account in any bank in Lee County, Florida that is convenient for the transaction of the business of the GPICA, and is acceptable to the GPICA. The Treasurer shall present an accurate account of income and expenses to the membership at all regular meetings. The Treasurer shall keep a copy of the key to the safety deposit box and the post office box. The Treasurer shall collect all mail from the GPICA post office box and shall distribute it appropriately.

Article VIII. COMMITTEES

SECTION 8.1; STANDING COMMITTEES: The President shall appoint the Chairpersons for the standing committees. The Chairperson shall appoint committee members to his/her standing committee. Each committee, except the Auditing Committee, shall consist of at least one member of the BOD. The Chairperson of each committee shall report to the BOD.

SECTION 8.2; AUDITING COMMITTEE: The President shall appoint the Chairperson of the Auditing Committee at the December meeting. No members of the BOD shall serve on this committee and it shall consist of not less than three members. This committee shall conduct a thorough review of the Treasurer's books for the year and shall submit a written and oral audit report to the BOD and then to the membership at the regular February meeting.

SECTION 8.3; COMMUNITY AND GOVERNMENT COMMITTEE: This committee is charged with

the responsibility of remaining current on all community-oriented activities of all other organizations within the GPICA boundaries and on all government-related matters that may affect the community. specifically, Any activity, by any group or individual, that affects citizens of the community shall be brought to the attention of the membership at the earliest possible date.

SECTION 8.4; FINANCE COMMITTEE: The Treasures shall serve as Chairperson of the Finance Committee. This Committee shall meet as necessary to determine where the GPICA funds should be deposited.

SECTION 8.5; MEMBERSHIP COMMITTEE: This committee shall be responsible for proper records of applications of all new members; shall determine if they are qualified for membership as described in Section 3.1 and shall record the reason an applicant is refused. The Committee shall oversee annual renewal of all members; shall vigorously endeavor to expand the membership of the GPICA; and shall provide a copy of the by-laws and list of BOD to each new member who requests one.

SECTION 8.6; NOMINATING COMMITTEE: The President shall appoint the Chairperson of the Nominating Committee, at the regular December meeting. This committee shall prepare a list of candidates for nomination for the BOD for the following year. The list of candidates shall be announced for voting by the membership at the January annual meeting. Membership of the Nominating Committee shall be elected by the majority of members present at the January annual meeting. Membership on the nominating committee shall not preclude nomination for the BOD.

SECTION 8.7; PROGRAM COMMITTEE: The Vice President shall serve as Chairperson of the program committee. This committee shall be responsible for providing a program, with the approval of the BOD, for every regularly scheduled general membership meeting. Exceptions can be made by prior approval of the BOD.

SECTION 8.8; PUBLICITY COMMITTEE: This committee is charged with the responsibility of publicizing the activities of the GPICA in the news media, and of taking any other action that will enhance the standing of the GPICA by the public.

SECTION 8.9; WAYS AND MEANS COMMITTEE: This committee shall plan and direct all fund-raising activities of the GPICA.

Article IX. ELECTIONS

SECTION 9.1; FLOOR NOMINATIONS: Nominations for positions on the BOD shall be made by the nominating committee and from the floor at the regular December meeting and again from the floor prior to the election at the January annual meeting.

SECTION 9.2; QUALIFICATIONS: To be qualified to be a member of the BOD, a member must have been a member of the GPICA for no less than six months prior to the elections.

SECTION 9.3; VOTING: Election of the BOD is by majority vote of the members, qualified to vote as stated in Section 3.4, attending the annual meeting, provided a quorum is present.

Article X . BY-LAWS

The BOD shall have the power to recommend amendments to the bylaws. Any recommended amendments to the bylaws of the GPICA shall be altered, rescinded or approved by the membership upon a vote of two-thirds majority of the members present provided that the membership is notified not less than ten days before the meeting specifying the nature of the proposed change, and time, date and place of the meeting.