

**LETTER TO OFFICERS, DIRECTORS AND MEMBERS
OF THE GREATER PINE ISLAND CIVIC ASSOCIATION, INC.**

January 8, 2018

Greetings:

The Greater Pine Island Civic Association claims to represent the civic interests of Pine Island and Matlacha Island. As members of the GPICA, we ask that you represent us all in a democratic and lawful manner. The threats to our community from Cape Coral and Lee County require us to engage in responsible opposition.

Please consider carefully the following:

1. **COMPLY WITH THE GPICA BY-LAWS:** The By-Laws have remained a mystery until a few copies were grudgingly distributed at the December meeting. They are now posted on the new GPICA website. Many of us have been requesting copies of the By-Laws for well over a year. Now that we have seen the By-Laws, it is evident that the Officers and Directors have not been following the By-Laws. This needs to change immediately.

2. **ENTERTAIN MOTIONS AT MEETINGS:** Prior to publication of the By-Laws, the President of GPICA has declared that no motions from the floor are permitted at monthly meetings. The President has claimed that motions must be submitted to the Directors in advance of a meeting for approval or disapproval by the Directors. The President appears to rely on Section 4.8 which states:

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.

(Italics added). This provision clearly does not apply to “motions”.

On the contrary, the By-Laws specifically state in Section 3.4 that every member has “the right to make or second any motion, to vote upon any motion or in any election” The essence of the democratic operation of a representative group is to permit its members to express their views by “motion” and “debate” in the open forum of the association meetings.

If there is any doubt, Section 4.9 provides: “All meetings of the GPICA and the BOD shall be conducted according to Roberts Rules of Order, Revised.” Roberts Rules of Order provides: “An assembly having been organized . . . , business is brought before it either by the *motion* of a member, or by the *presentation of a communication* to the assembly.” (Italics added).

By prohibiting motions at meetings – contrary to the terms of the By-Laws – the President has unlawfully sought to defeat democratic participation.

3. **CHANGE THE CONDUCT OF THE PRESIDENT:** To ensure implementation of the democratic process at meetings, the President must comport himself or herself in a manner which promotes open participation by all members in debating topics before the association. Roberts Rules of Order puts it this way:

The chairman sometimes calls a member to the chair and takes part in the debate. This should rarely be done, and nothing can justify it in a case where much feeling is shown and there is a liability to difficulty in preserving order. *If the chairman has even the appearance of being a partisan, he loses much of his ability to control those who are on the opposite side of the question.* There is nothing to justify the unfortunate habit some chairmen have of constantly speaking on questions before the assembly, even interrupting the member who has the floor. One who expects to take an active part in debate should never accept the chair, or at least should not resume the chair, after having made his speech, until after the pending question is disposed of. The presiding officer of a large assembly should never be chosen for any reason except his ability to preside.

The conduct of the presiding officer at GPICA meetings must change.

In particular, the President must not engage in debate with members, or permit other members to engage in debate. Roberts Rules of Order prohibits interaction among members. All comments must be addressed to the presiding officer. In this regard, it is important for the President to ensure that a member properly “has the floor” for comment on a matter. Uncontrolled shouting or interruption of speakers is not permitted, and the decorum of the meeting is of utmost importance.

4. **CONDUCT A DEMOCRATIC ELECTION OF OFFICERS:** The By-Laws require the appointment of a Chairperson of a Nominating Committee *at the December meeting.* This did not occur. The By-Laws also require: “Membership of the Nominating Committee shall be elected by the majority of members present *at the January annual meeting.*” However, this cannot occur, as GPICA has announced that the election of Board of Directors shall also take place at the January meeting. Section 9.1 also creates further confusion where it states: “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.” (Italics added).

Looking at the By-Laws as a whole, election of the Board of Directors is supposed to take place at the January meeting. The By-Laws also appear to require that members of the Nominating Committee be elected by the members. If the election takes place in January, the GPICA will have violated the requirement that the Nominating Committee be elected by the members. Under these circumstances, the election will be invalid.

We also urge GPICA to identify its Directors and Officers on its website and at every monthly meeting. The minutes should reflect attendance and absence of directors. We are unable to find anyone with a reliable memory of who was elected and when. While the By-Laws do not have term limits, they do have terms, and require staggered elections for directors.

5. **DO NOT DISQUALIFY PARTICIPATION OF MEMBERS:** At the December meeting, those present witnessed the President announce that a member was disqualified from voting at the meeting because his dues were “in arrears”. This was an obviously hostile action, as the member had previously made a written request to view the financial records of the association, a request which is permitted by Florida Law and enforceable in the Circuit Court.

This member should not have been “disqualified” and publicly ridiculed. Once again, the GPICA officers did not comply with the By-Laws:

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*.

The By-Laws provide that one paying dues in a calendar year may vote in the next January election. The By-Laws do not make clear when a membership *expires*. In any event, it is clear that the member at the December meeting should never have been denied a vote. GPICA never notified this member he was “in arrears”; and, in any event, the member could have become current by payment at the door.

6. **DO NOT PURGE THE MEMBER ROLES BEFORE THE ELECTION:** In light of the conduct of the President at the December meeting, we expect that GPICA is in the process of “purging” members for the purpose of denying the vote or election of members it disfavors.

It is undisputed that the GPICA membership procedures and membership list are in chaos or non-existent. Many members note that when they pay their dues in cash at the door, no notation is made of the payment. We have learned of members who, in fact, have been permitted to pay their dues “in arrears” to remain eligible as members.

We urge GPICA to allow any person who attests to having paid his or her dues for this past calendar year, or who pays dues at the January meeting, to vote in the annual election whenever it is held.

Similarly, to be elected to the Board of Directors, a member must have joined GPICA six months before the January election date. Any person nominated who attests to having joined GPICA six months before the January meeting should be eligible for nomination.

If members are denied the right to vote or run for office, the GPICA should anticipate a challenge and appeal at the annual meeting of any decision by the President to deny the right to vote or run for the Board. We refer you to Roberts Rules of Order for what is required when such a challenge and appeal are raised at the meeting.

7. PRODUCE GPICA'S FINANCIAL RECORDS FOR THE PAST 10 YEARS. The continued refusal to provide regular treasurer's reports and to conduct annual audits is simply indefensible. The longer this veil remains in place, the less authority the GPICA has to represent its constituents. For example, are the cash payments for dues being accounted for and deposited? Are expenditures made in conformance with accounting standards for not-for-profit organizations? Have contributions been received from non-members? Have expenditures been made that benefit an officer or director? Are expenditures in excess of \$1,000 being made by the BOD without membership approval? Why has there been no audit as required in the By-Laws?

During the past year, the Board of Directors have made several expenditures in excess of \$1,000 without membership approval. This is a serious error, as the funds being expended belong to the members and not the Board of Directors. There are also several statutory restrictions on use of association funds which are not being monitored.

8. CONTINUED FAILURE TO COMPLY WITH THE BY-LAWS AND FLORIDA LAW WILL RESULT IN DISSOLUTION OF GPICA. We will be serving a letter on the GPICA officers to permit review and copying of its records from the past several years. The request will be inclusive of the following: financial records, audit reports, membership records, minutes of the BOD and membership meetings, meeting sign-in sheets, correspondence, invoices, email communications, bank checks and deposits.

Florida Law requires that these documents be produced within ten business days of a request. The purpose of this request is to determine whether GPICA has been complying with its own By-Laws and Florida Law. If the request is not granted, a lawsuit can be filed in Lee County Circuit Court for enforcement of this right. Should we win the lawsuit, the Court may award attorney's fees against GPICA.

Finally, under Florida Law, a not-for-profit corporation may be dissolved by action of the Attorney General or its members upon the filing of a complaint in Circuit Court. Please review carefully Chapter 617 of the Florida Statutes. There are also circumstances where directors may be personally liable for any *ultra vires* actions of GPICA

Thank you,

J. Michael Hannon
Karl Deigert
Leo Amos