

BYLAWS OF THE GREATER PINE ISLAND CIVIC ASSOCIATION



As adopted to implement the original Articles of Incorporation in 1957, as amended in 1976, 1986, 1987, 1998, 1999, 2002, 2003, 2007, 2016, 2018 & 2019

Approved June 2019

(Pine Island Flag Courtesy of Artist Mel Meo)

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Article I. NAME AND LOCATION

Section 1.1: NAME

The name of the organization shall be "Greater Pine Island Civic Association, Inc." 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 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 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 eligible for membership as described in Section 3.1, desiring to join and pay one (1) years' dues can pay 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 (10) dollars per person per year. Changes in the annual dues may be determined by the Board of Directors (BOD). Membership will be effective for one (1) year after the date the dues are accepted by the GPICA.

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 (60) days following acceptance by the Membership Committee. This date will be determined by the date recorded in the membership list.

Section 3.5: 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 3.6: 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 communication. The list of members shall not be made public in any manner.

Section 3.7: EXPULSION

A member may be expelled or suspended from the GPICA for just cause. Any member who becomes a party to a legal action or threatens to do so against the GPICA, GPICA BOD or the Pine Island Land Use Plan, without receiving permission from the BOD, shall be suspended until the action is resolved. Any member subject to expulsion or suspension shall be offered a chance to rebut or defend herself/himself against any allegation in writing to the BOD. A majority vote by the BOD shall be necessary to expel or suspend a member after considering the written defense.

ARTICLE IV. Meetings of Members

Section 4.1: FISCAL YEAR

The fiscal year of the GPICA begins on January first (1st) and ends on December thirty first (31st) of that year.

Section 4.2: ANNUAL MEETING

The annual meeting of the members of the GPICA shall be on the first Tuesday of the month of February in each year.

Section 4.3: REGULAR MEETINGS

Regular meetings will be held the first Tuesday of each month, at 6:30 pm, in the Elks' Lodge at Pine Island Center or at other such date, time, or location determined by the BOD. Any change of date, time, or location shall be posted on the GPICA web site.

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 (20)

members, with not less than eight (8) 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 for their approval. All requests for donations must be approved by the BOD.

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 of behalf of the GPICA. Time allowed for discussions will be divided equally among candidates, with question and answer period to follow. The GPICA will neither discriminate nor show partisanship in issuing invitations to candidates. All candidates for a 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 approved by 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 the Democratic Rules of Order.

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 (7) 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.

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 one thousand (\$1,000.00). The BOD shall have the power to manage property of the GPICA.

Section 5.4: REMOVAL

Directors are subject to removal for cause, including misfeasance, use of office for personal gain, unauthorized expenditure of GPICA funds, violations of any provisions of the GPICA bylaws or any action that brings discredit to the GPICA, provided such action was taken without a majority vote of the BOD. The accused Director shall be offered a chance to rebut or defend himself/herself in writing against any allegations.

Section 5.5: ATTENDANCE

Any Director absent from three (3) meetings in one year will be terminated from the BOD unless the BOD votes contrary because of extenuating circumstances.

Section 5.6: VACANCIES

Any vacancy of a Director may 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 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 once a month prior to the regular scheduled monthly membership meeting, unless otherwise otherwise determined by the BOD.

Section 6.3: SPECIAL MEETINGS

Special meetings may be called by the President or by any two (2) members of the BOD. Notice of each special meeting of the BOD 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: ACTIONS TAKEN

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 one year. 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 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 key, and have signatory authority on all financial accounts.

Section 7.3: VICE-PRESIDENT

The Vice-President shall succeed to the duties of the office of President should the President be absent, vacate to 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 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 keep a copy of the key to the safety deposit box. The Treasurer shall collect all mail from the GPICA post office and shall distribute it appropriately. The Treasurer shall have signatory authority on all financial records.

ARTICLE VIII. Standing 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, which 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 March 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 shall be brought to the attention of the membership at the earliest possible date.

Section 8.4: FINANCE COMMITTEE

The Treasurer shall serve as Chairperson of the Finance Committee.

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 membership of the GPICA.

Section 8.6: NOMINATING COMMITTEE

The President shall appoint the Chairperson of the Nominating Committee. This committee shall prepare a list of candidates for nomination for the BOD for the following year. The list of candidates shall be announced at the January meeting. Membership on the Nominating Committee shall not preclude nomination for the BOD.

Section 8.7: 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 prior approval for 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 fundraising activities of the GPICA.

ARTICLE IX. ELECTIONS

Section 9.1: FLOOR NOMINATIONS

Nominations for positions on the BOD shall be made by the BOD nominating committee and from the floor at the regular January meeting and again from the floor prior to the election at the February 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. BYLAWS

The BOD shall have the power to recommend amendments to the bylaws. Any recommended amendments to the bylaws of the GPICA shall be approved by the membership upon a vote of simple 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.

ARTICLE XI. DISSOLUTION OF THE GPICA

Upon dissolution of the GPICA by at least a two-thirds vote of the BOD and ratified by at least a two-thirds vote of the membership, all assets shall become the property of the Calusa Land Trust and Nature Preserve of Pine Island, Inc.