

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 & 2021.

Approved September 2021

(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.” (GPICA).

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 the section of the Lee County Comprehensive Plan that deals 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 and desiring to join, shall pay an authorized representative of the GPICA one (1) year’s dues in person, by mail, or online.

Section 3.3: DUES

Annual dues shall be fifteen (15) dollars per person per year or twenty-five (25) dollars per couple per year. Lifetime membership shall be three hundred (300) dollars per person or five hundred (500) dollars per couple . Changes in the annual dues may be determined by the Board of Directors (BOD). Annual 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 thirty (30) days following acceptance by the GPICA. This date will be determined by the date recorded in the membership list. Thereafter, membership dues must be paid and members must be in good standing to be eligible to vote and participate fully.

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 membership list will be reviewed and updated monthly.

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 or its Directors 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 and ends on December thirty-first 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 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, www.GPICA.org.

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 to the BOD by a group of twenty (20) members, with not less than seven (7) 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

The GPICA shall not endorse any candidate for any political office or permit the name of the GPICA to be used in an endorsement for a candidate for any political office.

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 Pine Island 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 GPICA 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, Seventh Edition.

Article V. BOARD OF DIRECTORS (BOD)

Section 5.1: NUMBER

The number of Directors shall be up to eleven (11), including four (4) 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 three (3) years, with three (3) Directors elected in year one, four (4) Directors in year two, and four (4) Directors in year three.

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 (1000) dollars. Any amount over one

thousand (1000) dollars shall be brought to the membership for approval. The BOD shall have the power to manage property of the GPICA.

Section 5.4: REMOVAL

Directors are subject to removal for cause, including, but not limited to, 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, which are not to exceed six months.

Section 5.6: VACANCIES

Any vacancy of a Director may be filled by the BOD. At the BOD's discretion, a position 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, with a minimum of six (6), 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 regularly scheduled monthly membership meeting, unless otherwise determined by the BOD.

Section 6.3: SPECIAL MEETINGS

Special meetings of the BOD may be called by the President or by any two (2) Directors. Notice of each special meeting of the BOD shall be announced 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 may appoint and disband committees as deemed necessary during their 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 the Office, or be removed from the Office. The Vice-President or another designated Board member shall be responsible for maintaining a GPICA presence on social media, including the website (gpica.org), which shall be updated regularly. 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 and shall, upon request of any Director, furnish a copy of the minutes of any meeting within five (5) days of request. The Secretary shall be responsible for 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 have the responsibility to handle all financial transactions for the Association. 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, and may collect mail from the GPICA post office and distribute it appropriately. The Treasurer shall have signatory authority on all financial records, and shall file the annual State Corporation Filing renewal, prepare an Annual Financial Report, and recommend renewal or replacement of the Directors' and Officers' Liability Insurance.

Article VIII. FINANCIAL REVIEW

The President shall appoint a two-person committee to thoroughly review the yearly finances of the GPICA and shall submit a written and

oral report to the BOD and then to the membership at the March meeting. The members of the Financial Review Committee shall not be currently serving on the BOD.

Article IX. ELECTIONS

Section 9.1: ELECTION COORDINATOR

The President shall appoint an Election Coordinator to oversee the election of Directors. The Election Coordinator shall collect nominations for those eligible for Board membership, and provide ballots to eligible GPICA members at the February Membership meeting.

Section 9.2: NOMINATIONS

Nominations for positions on the BOD shall be made by the BOD and from the floor at the January Membership meeting and again from the floor prior to the election at the February annual meeting.

Section 9.2a: QUALIFICATIONS FOR BOARD MEMBERSHIP

To be qualified to be a member of the BOD, an individual must have been a member of the GPICA in good standing for no less than six months prior to the elections.

Section 9.3: QUALIFICATIONS FOR VOTING

Election of the BOD is by majority vote of the members who are qualified to vote as stated in Section 3.4, and who are attending the February Annual Meeting, provided a quorum is present.

Section 9.4: COUNTING THE BALLOTS

The Election Coordinator shall select a member of the audience to count the ballots and inform the Board President of the results. The President will then announce the results to the membership.

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.