

PGICA Bylaws

Article I: Name & Purpose

Section 1: Name: The name of this Association shall be **Punta Gorda Isles Civic Association, Inc.**, a nonprofit corporation, hereinafter referred to as the "**Association**". The facilities operated by the Association, including any off-site facilities, shall hereinafter be referred to as the "Center".

Section 2 Purpose: The Association is organized as a not-for-profit corporation and shall be operated for charitable, educational, cultural, and other community, purposes within the meaning of Section 501 (C) (3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code").

The Association may, in pursuit of its purpose, establish various groups. Such groups shall function under the sanction and authority of the Association as constituent parts thereof.

Article II: Membership

Section 1; Eligibility: All residents of residentially zoned real estate in Punta Gorda Isles, which shall be defined as the lands included in or surrounded by PGI Tax Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 9A, 9B, 9C, 10, 11, 12, 14, 17, 24, 26 and 27 of Charlotte County as shown on plats and replats thereof on file in Charlotte County, Florida's Land Records are eligible to become members of the Association. Any person meeting the above criteria and who submits an Application for Membership with the payment of appropriate dues shall be accepted as an active member in good standing and may exercise voting rights in the Association, as defined in the Title 2 of the Bylaws until such time as the member shall fail to meet the requirements, resigns, or is removed for the failure to pay dues under Title 3 of the bylaws. This Association shall not discriminate in the selection or retention of its members on the basis of race, religion, gender, or national origin.

Section 2. Type of Membership: There shall be three (3) classes of membership: Regular, Associate, and Honorary.

A. Membership Class Subdivision: Within the membership classes of Regular and Associate, there shall be a "Household" membership. A "Household" membership entitles up to two adult members of a residence, as entered on the official membership roster of the Association, to one vote each as specified below. In no event shall any "Household" membership be entitled to more than two votes.

B. Regular Members: Regular members are members who own residentially zoned real estate in PGI. Regular members in good standing shall be eligible to hold office and to vote in any regular or special membership meeting of the Association. Members are considered in good standing upon payment of annual dues then currently due.

C. Associate Members: Associate Members shall have the same rights to participate in the Association activities and to use the Association facilities as Regular Members, but shall not be eligible to vote at membership meetings or hold office. They shall pay the same dues as Regular Members and any special assessments that may be imposed. There shall be three (3) classes of Associate Members:

1. Former members who, for what ever reason are no longer eligible for regular membership.
2. Residents of Punta Gorda Isles who are not owners of residentially zoned real estate,
3. Associate Members prior to March 1, 2002 who resided in residentially zoned real estate Section 15 (Burnt Store Isles), may continue their membership eligibility.

D. Honorary Members: Honorary Members may be elected by the Board. Any person who has performed outstanding service to the Association or the community may be so honored. Such memberships shall continue at the pleasure of the Board. Honorary Members shall not be required to pay dues or assessments, nor shall they have the right to vote.

Article III: Dues:

Section 1. Annual Dues: The annual dues shall be set by the Board, with approval by the membership at an Annual or Special meeting, and shall be due and payable on the first (1st) day of the anniversary month in which the member joined the PGICA.

Section 2. Delinquent Dues: If a member's dues remain unpaid by the fifteenth (15th) of the month following their anniversary month of joining, the member's name shall be dropped from the membership roll and Directory.

Section 3. New Member Dues: The Board may establish special dues schedules to assist in membership campaigns.

Article IV: Officers:

Section 1. Titles of Officers: The officers shall be a President, President-Elect, Secretary, and Treasurer, who are Regular Members and shall hold office for one year. Elections for all officers except President shall be held at the Annual Meeting of the Membership.

Section 2. Duties of the Officers:

A. President: The President shall be the chief executive officer of the Association and shall preside at all of the meetings of the membership and all meetings of the Board. Subject to the approval of the Board, the President shall appoint committee chairpersons and other appointees as are deemed necessary to carry out the purposes of the bylaws. The President shall be an ex-officio member of all the committees except the Nominating Committee.

B. President-Elect: The President-Elect, at the end of a one-year term, shall automatically succeed to the office of President for a one-year term without further action by the membership. The President-Elect shall, in the absence of the President, act in the President's stead. The President-Elect shall serve as Chair person of the Finance and Bylaw Committees of the Board.

C. Secretary: The Secretary shall record and maintain the minutes of all regular and special meetings of the membership and coordinate all correspondence and provide notices pertaining to meeting of the Association. The Secretary may appoint assistants as needed.

D. Treasurer: The Treasurer shall be the custodian of all funds of the Association, shall be responsible for an itemized account of all receipts and expenditures and shall provide a written report at all membership meeting and Board meetings. The Treasurer shall disburse funds in accordance with the policy established by the Board; such policy shall include a provision for payment of non-budgeted capital or expense items.

Section 3. Vacancy of Office:

A. President: In the event the office of the President becomes vacant for any reason whatsoever, the President-Elect automatically becomes the President. If the time served is less than half a term the president-elect shall serve as president until the close of the second Annual Meeting following election as president-elect. If the president-elect succeeds to the presidency half a term or more prior to the following Annual Meeting; the members at the following annual meeting shall elect another person as president as well as the election of a president-elect.

B. President–Elect: If a vacancy occurs in the office of president-elect, the board shall elect an eligible member to fulfill the duties and obligations of the office, but such person shall not automatically succeed to the presidency. At the next Annual Meeting a president and president-elect shall be elected.

C. Both President and President-elect: If there are vacancies in the offices of both president and president-elect, these offices shall remain vacant until the next Annual Meeting at which time the members shall elect both a president and president-elect. In the interim, the board shall elect an eligible member to fulfill the duties and obligations of the office of president.

D. Other Offices: In the event of a vacancy in any other office or in the event of a vacancy on the Board, such a vacancy shall be filled for the balance of the calendar year by a majority vote of the Board at a duly constituted meeting. In the case of a Director vacancy extending in to the following year, the Nominating Committee shall nominate a Regular Member to be Director for the second year of the vacancy.

Section 4. Nominating Committee: A Nominating committee of at least five (5) members shall be appointed by the President and approved by the Board. The Immediate Past President shall serve as Chairperson. Notification of the names of nominees for the Officers and Directors shall be given to the membership by written notification not less than seven (7) days prior to the Annual Meeting. The Nominating Committee shall present at least one (1) candidate for each position where a vacancy will occur.

Article V: Directors:

Section 1. Number and Term of Office: There shall be nine (9) Directors elected from the Regular Members by the membership to serve two year terms. Five (5) shall be elected in odd years and four (4) in even years as required. An elected Director may serve as such for not more than three (3) consecutive terms.

Section 2. Functional Responsibility: Each Director shall be elected to manage and be responsible for one of the following functions: (1) Center Administration; (2) Education; (3) Government Liaison; (4) Membership; (5) Marketing and Public Relations (6) Member Activities; (7) Communications; (8) Health, Safety and Welfare; and (9) Planning and Development.

Section 3. Management of Function: Each Director shall manage the affairs of his/her respective functions in accordance with Policies and Procedures established by the Board.

Article VI: Board of Directors:

Section 1. Members: The Officers, Directors, and the Immediate Past President shall constitute the Board. Should the Immediate Past President not be able to serve, the President shall appoint any Past President to the office with all its rights and duties.

Section 2. Responsibilities: The Board shall administer and be responsible for the affairs of the Association and shall determine the need for changes in membership dues and submission thereof to the membership for approval.

Section 3. Financial Limitations: The Board shall not however, approve any single capital or expense item in excess of \$10,000 without the approval of a majority of the members attending and voting at a regular or special meeting. This limit will exclude pre-funded capital expenditures designed to maintain existing plant and equipment as required. The \$10,000 amount may be exceeded by majority vote of the Board in cases of extraordinary need.

Section 4. Required Meetings: The Board shall meet as often as deemed necessary to conduct the affairs of the Association, but not less than ten (10) times per calendar year.

Section 5. Quorum for the Board Meeting: A majority of the Board membership shall constitute a quorum at any regular meeting of the Board.

Section 6. Removal:

A. For Cause: Any member of the Board may be removed from office for sufficient cause by a two-thirds (2/3) vote of the full Board.

B. Failure to Attend: Any member of the Board, who shall fail to attend three (3) consecutive meetings, unless such absence is approved by the President, shall cease to be a member of the Board.

Article VII: Meetings and Elections:

Section 1. Annual Meetings: The Annual Meeting of the membership for the election of Officers and Directors and for other business shall be held between November 1 and November 15th of each year. Elected officers take office January 1st of the subsequent year.

A. Notification: The Secretary shall provide written notice to members of the time and place of all regular membership meetings at least seven (7) days prior to the date of such meetings.

B. Quorum for Association Meeting: The presence of fifty (50) voting members at any Association membership meeting shall constitute a quorum.

C. Special Meetings:

1. Called by Board: Special meetings of the Association may be called by the Board with a majority vote. Written notice shall be provided to all members of the Association. Such notice shall be provided not less than seven (7) days prior to the date thereof and shall specify the time, place and purpose of the meeting.

2. Called by Membership: Ten percent (10%) of the Regular Members of the Association may petition the President in writing, requesting a special meeting of the membership be held, stating the purpose of thereof. Such a request shall be granted within thirty (30) days of the filing of the request. The President shall fix the time and place of such meeting to be held within fifteen (15) days after the request is granted. Written notice shall be sent to all members. Such notice shall specify the time, place, and purpose of the meeting and shall be provided not less than seven (7) days prior to the meeting date.

Section 3. Eligibility for Meetings and Elections: Only Regular Members in good standing, as of the specific date when the Official Notice of the Annual Meeting or a Special Meeting is sent to the membership, shall be entitled to attend that announced meeting. The number of votes allowed a membership will be stated in Article II Section 2, Types of Membership.

Section 4. Proxy Votes: No proxy votes will be allowed for any PGI Civic Association meetings

Article VIII: Committees:

Section 1. Executive Committee: The Executive Committee shall consist of the Officers of the Association, i.e., the President, President-Elect, Treasurer, and Secretary, who shall administer the affairs of the Association between Board Meetings. The President shall serve as Chairperson.

Section 2. Budget Committee: The Budget Committee shall consist of at least three (3) members of the Board, appointed by the President. The President-Elect shall serve as Chairperson. The Budget Committee shall prepare and present to the Board prior to the Annual Meeting an Association budget for approval. A copy of the approved budget shall be furnished to the membership at the Annual Meeting.

Section 3. Bylaws Committee: The Bylaws Committee shall consist of at least three (3) members of the Board appointed by the President. The President-Elect shall serve as Chairperson. The Committee shall review the bylaws and recommend changes deemed necessary to the Board for approval.

Section 4. Finance Review Committee: The Finance Review Committee, appointed by the President, chaired by the President-Elect, and approved by the Board, shall conduct an annual review of the financial controls and procedures of the Association within ninety (90) days of the end of each calendar year. If the Financial Review Committee deems it appropriate, they shall advise the President that an audit should be performed. The President shall communicate this to the Board within ten (10) days. Upon their concurrence, an audit shall be commissioned immediately. A copy of the review/audit shall be posted at the Center for a period of not less than thirty (30) days.

Section 5. Presidents' Council: The Director of Members Activities shall chair a council of the Presidents, Commodores, or Chairs (or their designees) of the sanctioned Groups within the Association to disseminate information of the Board actions and to share concerns of the Groups. The Council will

meet at least three times per year as scheduled by the Civic Association Director of Members Activities.

Section 6. Such other committees, standing or special, shall be appointed by the President as the Association or Board shall from time to time deem necessary to carry on the work of the Association.

Article IX: Records of the Association:

Section 1. Retention of Records: All records of the Association, including audited accounts, shall be retained for a minimum of seven (7) years.

Article X: Amendments to the Bylaws:

Section 1. Proposed Amendments: The Board shall consider any and all proposed amendments to the bylaws and shall make a recommendation with respect thereto.

Section 2. Membership Notification of Proposed Amendments: At least seven (7) days prior to the next Annual or Special meeting of the membership, a written notice shall be sent to the membership that amendment(s) to the bylaws will be presented at the meeting. The notice shall include the proposed amendments(s). Official notification may be made in the Commentator or by US mail.

Section 3. Requirement for Adoption: Adoption of the amendments to the bylaws must be made by two-thirds (2/3) vote of the members voting at the meeting, provided that a quorum exists. (See **Title 7.1.2**)

Article XI: Parliamentary Procedure:

Section 1. Parliamentarian: The President shall appoint a Parliamentarian to make recommendations, regarding proper parliamentary procedures at the Annual Meeting.

Section 2. Parliamentary Authority: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article XII: Policy and Procedures:

Section 1. Establishment: Policy and Procedures governing the duties and responsibilities of the Officers, Directors, Committees, and groups shall be prepared for and authorized by the Board.

Changes Adopted: November 2012