

# **BY-LAWS OF CALOOSAHATCHEE RIVER CITIZENS ASSOCIATION, INC.**

## **ARTICLE I. MEMBERSHIP**

Section A. Terms and Conditions and Classes of Membership: Voting Rights of Member. Membership Dues.

The terms and conditions of membership, the classes of membership, the voting rights of members, and membership dues shall be as determined from time to time by the Board of Directors of the Association.

Section B. Transfer of Memberships.

No membership in the Association may be assigned or transferred.

Section C. Classes of Members, Rights, and Annual Dues.

The classes of membership and associated dues shall be: Student \$10; Individual \$20; Family \$40; Friend \$50; Guardian \$100; Corporate \$250; Protector \$500; and Champion \$1000+. Each member classified as Student, Individual, Family, Friend, Guardian, Corporate, Protector or Champion shall be entitled to one (1) vote at the annual membership meeting, providing application for membership has been approved for the calendar year of the membership meeting. New member applicants will not be classified as an active member with voting rights until the application has been approved by the Board.

Section D. Membership Application and Approval Procedures.

The Membership Committee shall manage the receipt and processing of membership application forms. At each Board meeting the Membership Committee shall present a list of all membership applications received prior to the meeting. The Board will vote to approve or deny membership applications once the Membership Committee submits to the Board its recommendations for approval or denial of each application. The granting of membership requires approval of a 2/3 majority of directors present at a Board meeting. No member applicant shall be considered approved until the board has voted to approve that application. If a membership application is denied by the Board then the Membership Committee shall return any dues payment check received and in the possession of the Committee. In cases of electronic payment or funds already deposited to an Association account, the Committee Chair or Treasurer shall implement a refund to the applicant.

Section E. Membership Terms.

Membership is granted on a calendar basis. No existing, active Association membership shall be considered expired if a renewal application and dues payment for the current calendar year is received by March 1 and the Board has yet to act upon Membership Committee recommendation for approval or denial of the application. Renewal applications received after March 1 shall be considered as expired for purposes of determining voting rights at the annual members meeting.

## **ARTICLE II. MEMBERSHIP MEETINGS**

### **Section A. Annual Meeting.**

(1) Time and Place. The Annual Meeting of the Association shall be held within the State of Florida on the third Saturday of March, at a time and place within the Caloosahatchee River watershed to be determined by the Board of Directors. Members may participate in person or via electronic conferencing system in such cases as practical and implemented by the Association's Recording Secretary.

(2) Notice of Meeting. Notice of the Annual Meeting, together with an agenda generally describing the matters to be taken up at the meeting, shall be mailed via USPS or via email to the last known address of each voting member of the Association in good standing (e.g., membership dues current) not less than 14 days before the meeting.

### **Section B. Special Meetings.**

Special meetings of the members of the Association may be called at any time by the Board of Directors, and shall be called upon the affirmative vote of two-thirds of the Directors or upon a written petition signed on paper or digitally by not less than twenty-five per cent of the voting members of the Association in Good standing. Special meetings shall be held in the State of Florida, at a time and place to be determined by the Board of Directors. Notice of a special meeting, together with an agenda generally describing the matters to be taken up at the meeting, shall be mailed to the last know address of each voting member of the Association in good standing, not less than 10 days before the meeting. Members may participate in person or via electronic conferencing system in such cases as practical and implemented by the Association's Recording Secretary.

### **Section C. Quorum.**

There shall be no quorum requirement for the Annual Meeting of the members. One-third of the voting members of the Association in good standing shall constitute a quorum for a special meeting of the members. The Membership Committee shall submit a list of members in good standing to the President at the meeting and shall be responsible for issuing voting credentials at member meetings.

### **Section D. Proceedings.**

The proceedings at all meetings of the members shall be governed by the most recent edition of Roberts Rules of Order Newly Revised, except in cases where such Rules are inconsistent with the Articles of Incorporation or these By-Laws. Nominations to the Board of Directors shall be presented to the annual members meeting by the Nominating Committee. Floor nominations may be added by majority vote of the members in good standing attending the meeting. Voting procedures shall be established and administered by President with the assistance of the Membership Committee.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section A. General Powers.**

The Affairs of the Association shall be managed by a Board of Directors, which shall have all the powers necessary to carry out the purposes of the Association.

### **Section B. Number. Tenure and Qualifications.**

The Board of Directors of the Association shall be composed of not less than three nor more than 21 persons, all of whom shall be voting members of the Association in good standing. The number of Directors shall be determined by the Board of Directors from time to time. Directors shall be elected at each Annual Meeting of the Association for a term of one year.

### **Section C. Vacancies.**

Any position left vacant on the Board of Directors by the death, incapacity or resignation of a Director may be filled for the unexpired term by majority vote of the remaining members of the Board of Directors.

### **Section D. Resignation.**

A Director may resign at any time by giving written notice of resignation to the Board of Directors. Such resignation shall be effective on the date specified in such notice, or if no date is specified, on the date determined by the Board of Directors.

### **Section E. Removal of Directors.**

If any Director fails to attend three consecutive regular meetings of the Board of Directors without justifiable cause (as determined by the Board of Directors), his or her directorship may be declared vacant by majority vote of the Directors in attendance at any regular or special meeting of the Board. Written notice of such declaration shall be sent by mail or email to such person, who shall thereupon cease to be a Director.

The Board of Directors may remove any Officer or Director for cause by majority vote of Directors in attendance at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been sent by mail or email to the Officer or Director proposed for removal at least ten (10) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

### **Section F. Annual Meeting.**

The annual meeting of the Board of Directors shall be held immediately following the Annual Meeting of the members, for the purpose of electing the officers of the Association and organizing the Board of Directors for the ensuing year.

#### Section G. Regular Meetings.

Regular meetings of the Board of Directors will be held in the State of Florida at the times and places set by resolution of the Board of Directors at any regular meeting. No notice of such meetings, other than such resolution, shall be required.

#### Section H. Special Meetings.

A special meeting of the Board of Directors may be called at any time by the President, or in the absence or inability to act of the President, by the Vice President. A special meeting shall be called on the written petition of one-third of the Directors. The person or persons calling such special meeting shall designate a reasonable time and place in Lee, Glades or Hendry County, Florida for such meeting. The person or persons calling such special meeting shall give written notice of the time and place of the meeting, together with an agenda generally describing the matters to be taken up at the meeting, which shall be delivered to the physical or email address of each Director, as shown on the records of the Association, at least three business days prior to the meeting.

#### Section I. Limitation on Business to be Conducted.

No business shall be conducted at any regular or special meeting of the Board of Directors which is not reasonably germane to the matters set forth in the agenda for such meeting.

#### Section J. Quorum.

One-third of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Attendance at Board of Directors meeting may be either in person or via electronic conferencing. Electronic conferencing for such meetings shall be implemented by the Recording Secretary where practical. The decision of a majority of the Directors present at a meeting at which a quorum is present shall be the decision of the Board of Directors.

#### Section K. Proceedings.

The proceedings at all meetings of the Board of Directors shall be governed by the most recent edition of Roberts Rules of Order Newly Revised, except in cases where such Rules are inconsistent with the Articles of Incorporation or these By-Laws.

## **ARTICLE IV. OFFICERS**

### **Section A. Number and Election.**

The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, who shall be elected by and from the Board of Directors at the annual meeting of the Board of Directors. The Association also may have such other officers as may be designated from time to time by the Board of Directors.

### **Section B. Terms of Office.**

Each officer of the Association shall take office immediately upon his or her election and shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified or until his or her earlier resignation or removal as provided in these By-Laws.

### **Section C. Removal.**

Any officer of the Association may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, by the affirmative vote of not less than two-thirds of the then members of the Board of Directors.

### **Section D. Vacancies.**

A vacancy in an office of the Association because of death, resignation, removal, disqualification or any other reason may be filled by the Board of Directors for the unexpired term of such office.

### **Section E. The President.**

The President shall be the principal officer of the Association. He or she shall, when present, preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in such cases where the execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or agent of the Association or shall be required by law to be done otherwise. The President shall have all powers and perform all duties incident to the office of President and shall have such other powers and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

### **Section F. The Vice President.**

In the absence of the President, or in the event of the President's death or inability to act, the Vice President shall perform all of the duties of the President and, when so acting, shall have all of the powers of the President. The Vice President shall also have such duties as from time to time may be assigned to him or her by the President or the Board of Directors.

### **Section G. The Recording Secretary.**

The Recording Secretary shall have the responsibility for keeping the minutes of the meetings of the members and the Board of Directors of the Association and authenticating the records of the Association, and shall have all of the powers and perform all duties incident to the office of secretary, and shall have such other powers and perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

#### Section H. The Corresponding Secretary

The Corresponding Secretary shall have the responsibility for all formal correspondence of the Association and copying the recording secretary as needed, and shall have all of the powers and perform all duties incident to the office of corresponding secretary, and shall have such other powers and perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

#### Section I. The Treasurer.

The Treasurer shall oversee the financial affairs of the Association, shall keep or cause to be kept regular books of account and financial records of the Association, and shall have all of the powers and perform all duties incident to the office of treasurer, and shall have such other powers and perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

### **ARTICLE V. PROHIBITED ACTIVITIES**

Notwithstanding any provision of these By-Laws, no Director, officer or agent of the Association shall take any action or carry on or conduct any activity on behalf of the Association not permitted to be carried on or conducted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future internal revenue law of the United States or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future internal revenue law of the United States

### **ARTICLE VI. COMMITTEES**

#### Section A. Executive Committee.

The Board of Directors shall have an Executive Committee composed of the President, Vice President, Secretary and Treasurer of the Association and not more than seven other Directors appointed by the President with the approval of the Board of Directors. The President shall be Chairperson of the Executive Committee ex officio. Except as otherwise provided by the Board of Directors, the Executive Committee shall have all of the authority of the Board of Directors except the authority prohibited by Section F of this Article VI.. The Executive Committee shall report to the Board of Directors at the first meeting of the Board of Directors following a meeting of the Executive Committee. The Executive Committee shall meet at the call of the President, or in the absence of the President, the Vice President.

## Section B. Nominating Committee.

The Board of Directors shall have a Nominating Committee composed of not less than three Directors, who shall be appointed annually by the President with the approval of the Board of Directors. The Nominating Committee shall nominate qualified persons for election as Directors at the Annual Meeting of the Association and for election as officers at the annual meeting of the Board of Directors. Such slates of nominees shall be presented to the Board of Directors at its meeting next preceding the Annual Meeting. No person shall be nominated by the Nominating Committee for election as a Director who is not a member in good standing of the Association and who has not consented in writing in advance to serve as such.

## Section C. Standing Committees.

(1) Establishment. The initial Standing Committees of the Board of Directors shall be the Technical Committee, Projects and Events Committee, Membership and Fund Raising Committee, and Public Affairs Committee. Existing Standing Committees may be disbanded, and additional Standing Committees may be created, by the Board of Directors at any regular or special meeting of the Board of Directors. By the November board of directors meeting each standing committee will prepare a description of its goals, desired activities, and budget needs, for review by the Board of Directors and approval at the December meeting of the Board of Directors.

(2) Budget and Audit Subcommittee. At each October meeting, an ad hoc Budget and Audit Committee will be appointed, chaired by the Treasurer, charged with preparing a draft budget (including recommendations by the subcommittees, including revenue forecasts or needs for the expenditures forecasted) for the December Board of Directors meeting. Said subcommittee will then review the end of fiscal year report of the Treasurer, sitting as the audit committee, and forward this report and review of expenditures to the Board of Directors for action at the February meeting, and a report given at the Annual Meeting.

## Section D. Other Committees.

In addition to the Executive Committee, the Nominating Committee and the Standing Committees, the Board of Directors, by resolution adopted by a majority of the Directors then in office, may establish one or more other committees of the Board of Board of Directors. To the extent provided in such resolution such committees shall have and exercise the authority of the Board of Directors in the management of the Association.

## Section E. Committee Members.

The Chairperson of the Nominating Committee and of each Standing and other committee shall be a member of the Board of Directors, and shall be designated by the President with the approval of the Board of Directors at the annual meeting of the Board of Directors, for a term of one year. The President may remove and/or replace the Chairperson of any committee at any time, with the approval of the Board of Directors. Committee members may be, but need not be, members of the Board of Directors, but must be members in good standing of the Association, and shall be appointed annually by the Chairperson of the committee with the approval of the Board of Directors.

## Section F. Limitation on Authority.

No committee of the Board of Directors shall have the authority of the Board of Directors to amend, alter or repeal the By-Laws of the Association; to elect, appoint, or remove any member of the Executive Committee, Nominating Committee or any Standing Committee, or any Director or officer of the Association; to amend the Articles of Incorporation of the Association; to adopt a plan of merger or consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of any real estate of the Association or any substantial part of the other property and assets of the Association; to authorize the voluntary dissolution of the Association or to revoke any proceedings therefor; to adopt a plan of the distribution of assets of the Association; or to amend, alter or repeal any resolution of the Board of Directors which by its terms does not provide that it may be so amended, altered or repealed. The designation and appointment of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law on it, him or her.

## Section G. Committee Procedure.

A majority of the members of a committee of the Board of Directors shall constitute a quorum for the transaction of business of the committee. The vote of a majority of the members of a committee present at a meeting of the committee, at which a quorum is present, shall represent the decision of the committee. Each such committee shall select a secretary and may select such other officers of the committee as the committee deems necessary. Each committee shall keep written minutes of its meetings or other proceedings. Any action required or permitted to be taken at any committee meeting may be taken without a meeting of the committee if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote on the subject. The Board of Directors may at any time modify or set aside any action or decision of any of its committees.

## **ARTICLE VII. SEAL**

The Association may have a corporate seal which shall have transcribed thereon the name of the Association, the state of its incorporation, and the words "Corporate Seal".

## **ARTICLE VIII. WAIVER OF NOTICE**

Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.



## **ARTICLE IX. AMENDMENT OF BY-LAWS**

The Board of Directors, by an affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present, may adopt a resolution setting forth a proposed amendment to these By-Laws, which is consistent with the Articles of Incorporation of the Association. When such a resolution is adopted, the proposed amendment shall be submitted to the Board of Directors for approval or disapproval at its next meeting, and if approved by the affirmative vote of two-thirds of the Directors present at such meeting, shall become effective immediately. At least five business days prior to the meeting at which the proposed amendment is to be presented for approval or disapproval, the Secretary shall notify each member of the Board of Directors that the proposed amendment is to be presented at such meeting, and shall include in the notice the exact language of the proposed amendment.

## **ARTICLE X. RIGHTS OF INDEMNIFICATION CUMULATIVE**

The rights of indemnification provided in this Article XI shall be in addition to any rights to which any such employee, director or officer or other person may otherwise be entitled under any by-law, agreement, or otherwise, and shall be in addition to the power of Corporation, to purchase and maintain insurance on behalf of any such employee, director or officer or other persons against any liability asserted against him/her and incurred by him/her in such capacity, or arising out of his/her status as such, regardless of whether the Corporation would have the power to indemnify him/her against such liability under this Article or otherwise.

## **ARTICLE XI. MISCELLANEOUS PROVISIONS**

### Section A. Definitions.

Whenever used in these By-Laws, the word "Association" shall mean and refer to Caloosahatchee River Citizens Association, Inc., a Florida not for profit corporation, and the words "Board of Directors" shall refer to the Board of Directors of the Association.

### Section B. Number and Gender.

Whenever in these By-Laws the context requires, singular words shall include their plural, plural words shall include their singular, and word of one gender shall include the other genders.

### Section C. Time and Duration of Appointments.

Whenever these By-Laws require or permit an annual appointment to any position, such appointment shall be made as soon as practicable after the Annual Meeting of the Association. Unless a particular expiration date is provided in these By-Laws for the term of an appointive position, an appointee shall serve until the appointment of his or her successor or until his or her earlier resignation or removal.

### Section D. Employees. Agents and Others.

In a manner consistent with these By-Laws, the Board of Directors may provide for the engagement by the Association of such professional and nonprofessional employees and agents of the Association, including but not limited to attorneys and accountants, as the Board of Directors may deem necessary or appropriate from time to time to accomplish the purposes of the Association. The Board of Directors may terminate any such engagement without prejudice to the contract rights of the particular person or persons involved.

#### Section E. Fiscal Year.

The fiscal year of the Association shall begin on January 1 and end on December 31 of such year.

#### Section F. Checks. Instruments, and Documents.

The Board of Directors shall from time to time designate the persons authorized to sign checks and other instruments for the payment or withdrawal of funds of the Association, and to sign, endorse or otherwise execute on behalf of the Association any other document or instrument, including but not limited to stocks, bonds and other securities.

#### Section G. Surety Bonds.

The Board of Directors may require any of the officers, employees or agents of the Association to furnish surety bonds in favor of the Association as the Board of Directors may deem necessary or appropriate from time to time, at the expense of the Association or otherwise as the Board of Directors may determine.

*Revised on March 3, 2015 by John Capece, Secretary, pursuant to amendments adopted at the CRCA Board of Directors meeting on February 4, 2015.*