

**AMENDED BY-LAWS**  
**OF**  
**GREATER PINE ISLAND WATER ASSOCIATION, INC.**

**ARTICLE I**

**GENERAL PURPOSES**

The purpose for which this Association is formed, and the powers which it may exercise are set forth in the Charter of the Association.

**ARTICLE II**

**NAME AND LOCATION**

- Section 1. The name of this Association is Greater Pine Island Water Association, Incorporated.
- Section 2. The principal office of this Association shall be located at Pine Island Center, Pine Island, Florida, but the Association may maintain offices and places of business at such other places within the State as the Board of Directors may determine.  
(2-29-68)

**ARTICLE III**

**SEAL**

- Section 1. The seal of the Association shall have inscribed thereon, the name of the Association and the year of its organization, and shall contain the words, "Corporation Not For Profit".
- Section 2. The Secretary of the Association shall have custody of the seal. (2-22-77)
- Section 3. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**ARTICLE IV**

**FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January in each year.

**ARTICLE V**

**VOTING MEMBERS**

A voting member shall be a person who has completed all requirements for and has a Membership Certificate. No member of this Association shall be entitled to more than one vote at meetings of the members, regardless of the number of Membership Certificates held. (2-29-68, 6-22-78)

**ARTICLE VI**

**MEMBERSHIP CERTIFICATES**

Section 1. This Association shall not have capital stock, but its capital stock shall be represented by Membership Certificates.

Section 2. The Membership Certificates shall be issued to each holder of fully paid memberships and shall be numbered consecutively in accordance with the order of issue. Each Membership Certificate shall bear the following statements:

"MEMBERSHIP CERTIFICATE"  
IN  
GREATER PINE ISLAND WATER ASSOCIATION, INCORPORATED  
a non-profit Corporation  
incorporated under the laws  
of the  
State of Florida

"This is to certify that \_\_\_\_\_

Address: \_\_\_\_\_

is a member of the Greater Pine Island Water Association, Incorporated, and is entitled to its services subject to the provisions of the Charter, By-Laws, and Rules and Regulations of the Association."

"This Membership Certificate is issued and accepted in accordance with and subject to the conditions and restrictions stipulated in the Charter, By-Laws of the Association and amendments to the same heretofore or hereafter made."

"Membership Certificates are not transferable in accordance with the Rules and Regulations of the Association. With approval of the Board of Directors, and after complying with the membership provisions of these By-Laws and the Rules and Regulations, the new member will be issued a Certificate of Membership." (2-28-78, 6-22-78, 2-24-83)

"No member of this Association shall be entitled to more than one vote at meetings of the members, regardless of the number of Membership Certificates held. Every member, upon becoming a member of this Association agrees to sign such agreement for the purchase of water from the Association as may from time to time be provided and required by the Association."

"WITNESS the seal of the Association and signature of its duly authorized officers affixed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary or Treasurer

\_\_\_\_\_  
President or Vice President

- Section 3. When a former member sells his property, or no longer desires water service, his account is brought current and his membership is placed in an inactive status. A new member will be certified as eligible by the Board of Directors after complying with the membership provisions of these By-Laws and the Rules and Regulations. (2-28-78, 6-22-78, 2-24-83)
- Section 4. Each voting member agrees to sign such Water User's Agreement as the Association shall from time to time provide and require.
- Section 5. The change from an active membership to an inactive membership does not void the vested interest of the inactive member in the Association nor does it void his equity in the net assets of the Association. Lost Certificates may be re-issued upon such conditions as the Board of Directors may determine. (6-22-78, 2-24-83)
- Section 6. Once a Membership Certificate has been issued, such Membership may not be transferred to any other member except upon presentation of proper legal documents of: divorce or death of spouse, or a change in multiple ownership status, as may have been legally recorded prior to that death or that change, on the deed of said property. (2-29-68, 2-28-78, 2-24-83, 2-25-86)

## **ARTICLE VII**

### **MEETINGS OF VOTING MEMBERS**

- Section 1. The Annual Meeting of the voting members of this Association shall be held at a convenient location in the Greater Pine Island area, if facilities are available, on the fourth Tuesday in February of each year, if not a legal holiday, or if a legal holiday, on the next business day following. Notice of the Annual Meeting shall be required, however, the place and time of the Annual Meeting may be changed by the Board of Directors giving notice thereof to each voting member not less than twenty (20) days in advance thereof. All Annual Meetings shall be held at an appropriate time to be determined by the Board of Directors. The time selected will have as its objective maximum member attendance and participation. (2-29-68, 11-29-78, 3-14-79, 8-13-91, 2-28-95)
- Section 2. Special Meetings of the voting members may be called at any time by the action of the Board of Directors and such meetings must be called by the President whenever a petition requesting such meeting is signed by at least ten per cent (10%) of the voting members and presented to the President or to the Board of Directors. The purpose of every Special Meeting shall be stated in the notice thereof and no business shall be transacted thereat except such as is specified in the notice.
- Section 3. Notice of any Special Meeting of voting members of the Association may be given by a notice mailed to each voting member of record, directed to the address shown upon the books of the Association, not less than ten (10) nor more than fifty (50) days prior to the meeting. Such notice shall state the day and hour, place and purpose of the Special Meeting. (11-29-78)

- Section 4. One hundred (100) voting members, either present in person or represented by an absentee ballot, at any meeting of the voting members shall constitute a quorum at any meeting of the Association for the transaction of business. (11-29-78, 2-24-83)
- Section 5. No cumulative voting shall be allowed. No corporation or unincorporated association having membership in the Association shall be entitled to vote at any meeting of the voting members of the Association unless such corporation or unincorporated association has filed with the Association at least twenty (20) days prior to the meeting, a written statement signed by its duly authorized representative, designating a particular person to cast its vote. Only the person so designated by such corporation or unincorporated association shall be permitted to cast a vote on behalf of such corporation or unincorporated association. Such designation shall continue in effect until the same has been revoked by a written statement signed by a duly authorized representative of such corporation or unincorporated association. (2-29-68, 11-29-78)
- Section 6. The order of business at the regular meetings and, so far as possible at all other meetings, shall be:
1. Call to order and report of the Secretary as to the number present.
  2. Proof of notice of meeting, if required.
  3. Reading and action of any unapproved minutes.
  4. Reports of officers and committees.
  5. Election of Directors.
  6. Unfinished business.
  7. New business.
  8. Adjournment.
- Section 7. Each eligible voter of the Greater Pine Island Water Association, Inc. shall be entitled to only one (1) vote. All questions shall be decided by a vote of a majority of the members voting thereon as provided by the Articles of Incorporation and By-Laws. All voting on the election of directors and on any motion or other matters which are necessary to be voted on by the Membership shall be either by voting in person at said meeting or by valid absentee ballot. A member who has already voted by absentee ballot will be unable to vote in person at that meeting. A ballot shall be deemed valid so long as it has affixed the Greater Pine Island Water Association, Inc. official label, has the Member's signature and is not a reproduction of the official ballot. No ballot shall be valid unless it shall designate the particular meeting at which it is to be voted and no ballots shall be voted at any meeting other than the one so designated, or any adjournment of such meeting. Absentee ballots will be counted and results certified by a special ballot committee of Association members. The failure of any member to receive an absentee ballot shall not invalidate any action which may be taken at the meeting at which that ballot is to be voted. (11-29-78, 2-24-83)

Section 8. A reasonable length of time prior to the Annual Meeting, the Directors of this Association shall appoint a Nominating Committee consisting of five (5) members of the Association. The Committee selected shall include at least one (1) member from each of the areas entitled to have two (2) Directors as said areas are defined in Article VIII, Section 1 A, of these By-Laws. This Nominating Committee shall select qualified candidates for each Director vacancy and obtain selections in time for all candidates to be shown on absentee ballots mailed prior to each Annual Meeting. Resumes' of Candidates must be submitted to the Nominating Committee, President of the Board of Directors, or the Business Office of the Association on or before November 30<sup>th</sup>. This Committee shall endeavor to obtain at least two (2) candidates for each Director vacancy. Directors desiring to run for re-election shall automatically be nominated as qualified candidates by the Nominating Committee in addition to any other candidates for the same vacancy the Committee nominates. In the event a member of the Association desires to become a candidate for a Director vacancy and is not selected by the Nominating Committee, this member can become a qualified candidate by presenting to the President of the Board of Directors a petition in his behalf, signed by no less than 25 members of the Association. (2-21-80, 2-24-83, 2-24-98)

Section 9. Ballot procedures will be established and published in the Association's Policy and Procedures Manual. These procedures will cover ballots concerning election of candidates for position (s) of Director as well as issues proposed by the Board of Directors and/or by a valid petition of the Membership. Ballots associated with the election of Directors will be void of any Association recommendations indicating approval/disapproval of candidates. Procedures for mailing and return of ballots will be specified including but not limited to such items as cut-off dates, ineligible ballots, replacement of lost ballots etc. Procedures for security and control of ballots during the entire election process will be identified including retention of ballots and related documents for a specific period of time to permit resolution of any challenges to the election process or its results. Any provable infraction of the ballot procedures will negate the election and require a new election within ninety (90) days after the proven allegation. Further, any change(s) in the ballot procedures which will eliminate the inherent safeguards will require approval of the Association Membership. (8-13-91)

## **ARTICLE VIII**

### **DIRECTORS AND OFFICERS**

Section 1. A. Directors of this Association shall be elected at the Annual Meeting of the voting members. The Board of Directors of this Association shall consist of nine voting members of the Association. Each director shall be elected to serve for a three (3) year term. Two Directors shall be elected from the St. James City District, two from the Bokeelia District, two from the Matlacha-Eastern District, and three at-large. Upon election in 2004, the Board of Directors elected from the Pine Island Center area shall lose that designation, and become the two new At-Large Directors. (2-27-18)

Directors elected from a designated district must reside in the district they represent and hold an active membership certificate in his/her name within that district. At-Large Directors may be from anywhere within the Greater Pine Island Water Association, Inc. service area except that no district will have more than two At-Large Directors. For the purpose of defining the aforesaid districts, the following geographic boundaries shall be used:

St. James City District – On Pine Island proper, the northern border of the district begins at a point on the centerline of Pine Island Road in the middle of the bridge that spans Pine Island Creek (Bridge #120129) extending westerly along the centerline of Pine Island Road, and continuing westward to a point of intersection with Pine Island Sound. The western border is the coastline of Pine Island as it abuts Pine Island Sound. The southern border is the coastline of Pine Island as it intersects the waters of San Carlos Bay, and the eastern border is the coastline of Pine Island as it intersects the waters of Matlacha Pass and includes the western side of Pine Island Creek.

Bokeelia District – On Pine Island proper, the southern border of the district begins at a point on the centerline of Pine Island Road in the middle of the bridge that spans Pine Island Creek (Bridge #120129) extending westerly along the centerline of Pine Island Road and continuing westward to a point of intersection with Pine Island sound. The western border shall be the coastline of Pine Island as it abuts Pine Island Sound. The northern border shall be the coastline of Pine Island as it intersects the waters of Charlotte Harbor (including Bocilla Island), and the eastern border is the coastline of Pine Island as it intersects the waters of Matlacha Pass and includes the western side of Pine Island Creek.

Matlacha-Eastern District - Shall include all service areas to the east of the Pine Island coastline as it intersects Matlacha Pass and/or the eastern bank of Pine Island Creek.

At-Large – Shall include any member in good standing that resides anywhere within the Greater Pine Island Water Association, Inc. service area and who meets the same terms and conditions to which area specific Directors are subject.

At each Annual Meeting, the voting members shall elect for a term of three years, the number of Directors whose terms of office have expired. (2-29-68, 2-29-70, 11-29-78, 2-24-83, 2-28-95, 2-24-04)

- B. The candidate receiving the highest number of votes shall be declared the winner. In the event of a tie vote, the Ballot Committee will follow the procedure as outlined in Florida Statute 102.141, paragraph 4, for determining the winner. The Ballot Committee will prepare identical slips: one marked "winner", and one marked "loser". The slips will be placed in a receptacle and the tied candidates will each retrieve a slip at the same time, thereby determining the winner. (2-19-79, 2-24-83)

- Section 2. The Board of Directors shall meet within ten (10) days after the annual election of directors and shall elect a President and Vice President, Secretary and Treasurer, each of whom shall hold office until the next Annual Meeting and until the election and qualification of his successor unless removed by death, resignation or for cause. A special meeting of the Board of Directors can be called by the petition of any three (3) members of the Board. The Secretary and Treasurer may delegate their duties to employees but shall be responsible for the performance of such duties. (2-29-70, 2-22-77)
- Section 3. If the office of any Director becomes vacant for any reason, a majority of the remaining Directors shall, by a majority vote, choose a successor who shall be appointed from the geographical area in which the vacancy occurred and who shall hold office until the next Annual Meeting of the members of the Association, at which time the members shall elect a Director for the unexpired term. (2-24-83, 2-25-86)
- Section 4. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. Board meetings will be conducted in accordance with standard parliamentary procedures. (2-28-95, 2-28-12, 2-27-18)
- Section 5. The directors of this Association shall receive no compensation for their services as such Directors. The Directors and officers of this Association shall be reimbursed for any reasonable expenses incurred by them on behalf of the Association, provided that the incurring of such expenses is authorized by prior resolution or later ratified and approved by the Board of Directors. (2-29-68)
- Section 6. Officers and Directors may be removed from office for good cause in the following manner: Any voting member, officer or director may present charges against a director or officer by filing them in writing with the Secretary or Treasurer of the Association. If presented by a voting member, the charges must be accompanied by a petition signed by ten (10%) per cent of the voting members of the Association. Such removal shall be voted on at the next regular meeting or special meeting, of the voting members present. The Director or officer against whom such charges have been presented shall be informed, in writing, of such charges five (5) days prior to the meeting. The person, or persons, presenting such charges shall have the opportunity at such meeting to be heard in person or by counsel and to present witnesses and the person against whom the charges are made shall have the same opportunity. If the removal of a Director is voted, such action shall also vacate any other office held by the removed Director in the Association. A vacancy in any office thus created shall be filled by the Directors from among their number so constituted after the vacancy in the Board has been filled. Any Director removed for cause shall not be eligible for a Director's position during his/her unexpired term plus six (6) years. (2-29-68, 8-13-91)
- Section 7. Regular meetings shall be held not less than four (4) times a year with at least one meeting each quarter. Any Director missing two (2) consecutive, or three (3) total regular meetings in the one (1) year period between Annual Meetings shall be removed, unless such absences shall be found by the remainder of the Board to be

justified and, therefore, excusable. In the event of any vacancy occurring hereunder, same shall be filled by a majority vote of the balance of the Board of Directors.  
(2-29-68, 3-11-81, 2-22-11)

Section 8. When an item is placed on the agenda of a regular meeting, it must be put on the table for discussion and motions unless a motion is made, seconded and approved by Board majority to table the matter for future action. (8-13-91, 2-22-11)

Section 9. A Director shall not be permitted to cast an absentee vote. Directors are permitted to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.  
(8-13-91, 2-28-12, 2-27-18)

Section 10. Any Director who may have or appear to have a conflict of interest in voting on any issue before the Board must disqualify himself/herself. Such vote may relate to issues involving family members, business or other associates or any project where the outcome of the vote could benefit the Director or such other individuals.  
(8-13-91)

Section 11. No Director, Officer, or employee of the Association shall engage in outside employment or activities involving the use of Association equipment and/or materials for producing or conveying water to users, or for other purposes, whether inside or outside the franchise area of the Association. (8-13-91)

Section 12. All Regular and Special meetings of the Board of Directors of the Greater Pine Island Water Association, Inc. at which official business acts are to be transacted are declared to be open meetings for all members at all times and no resolution, rule or formal action shall be considered binding except as taken or made at such meeting. The Board of Directors shall provide at least five (5) days notice of all such meetings, except an emergency meeting. Notwithstanding this provision, the Board of Directors may meet in private session to discuss pending litigation to which the Association is presently a party, or where litigation is or has been threatened, on personnel matters, or on matters of security. In cases of emergency, reasonable effort shall be made to give reasonable notice to the membership of a meeting called to address the emergency. Notice by posting at the business office shall meet this requirement. (2-24-98, 2-25-03)

Section 13. The Board of Directors may create, at its discretion, standing committees and ad hoc committees as deemed necessary. All appointed committees shall be of a fact finding, data gathering nature and may not take any official action during the course of their assembly. At the conclusion of their deliberations, committee findings shall be summarized and presented to the Board of Directors, including any recommendations for Board action, at the next official Board meeting. Committee members may include Board members, Association employees, outside experts, licensed professionals, and other individuals as deemed necessary. The committee's purpose and membership shall be established by a Board resolution. Committees appointed by the Board of Directors shall be exempt from the provisions

of Article VIII, Section 12. All committee members shall be appointed by the President. (2-25-03)

## ARTICLE IX

### DUTIES OF DIRECTORS

- Section 1. The Board of Directors, subject to restrictions of law, the Charter, or these By-Laws, shall exercise all of the powers of the Association, and, without prejudice to or limitation upon their general powers, it is hereby expressly provided that the Board of Directors shall have, and are hereby given full power and authority (to be exercised by resolution duly adopted by the Board) in respect to the matters as hereinafter set forth:
- A. To pass upon the qualifications of voting members, and to cause to be issued appropriate Certificates of Membership.
  - B. To select and appoint all officers, agents or employees of the Association or remove such agents or employees of the Association for just cause, prescribe such duties and designate such powers as may be consistent with these By-Laws; fix their compensation and pay for faithful service. Also, at its discretion, the Board of Directors may delegate authority to the General Manager to hire and fire employees only consistent with the Association's Personnel Policies. (2-28-95)
  - C. To borrow from any source, money, goods or services and to make and issue notes and other negotiable and transferable instruments, mortgages, deed of trust and trust agreements and to do every act and thing necessary to effectuate the same. (6-11-82, 2-28-95)
  - D. To prescribe, adopt and amend, from time to time, such equitable uniform Rules and Regulations as, in their discretion, may be deemed necessary or convenient for the conduct of the business and affairs of the Association and the guidance and control of its officers and employees, and to prescribe penalties for the breach thereof.
  - E. To order, at least once each year, an audit of the books and accounts of the Association by a competent certified public accountant. The report prepared by such accountant shall be submitted to the voting members of the Association at their Annual Meeting, together with a proposed budget for the ensuing year. Copies of such audits and budgets shall be submitted to any parties as may be required by other agreements.
  - F. To fix the charges, rates and connection fees, to be paid by each member for services rendered by the Association to him; to fix the time of payment and the manner of collection, including the penalties for late payment. (3-11-81)

- G. To require all officers, agents and employees charged with responsibility for the custody of any of the funds of the Association to give adequate bonds, the cost thereof to be paid by the Association, and it shall be mandatory upon the Directors to so require.
- H. To select one or more banks or savings associations, or credit unions to act as depositories of the funds of the Association and to determine the manner of receiving, depositing, and disbursing the funds of the Association and the form of any transfer of funds (i.e. checks, wire transfer) as well as the person or persons by whom such transfer of funds may be authorized and signatories thereof, with the power to change any and all such financial institutions as well as the person or persons by whom such transfers of funds may be authorized and signatories thereof at will, except that no financial institution may be so designated unless such financial institution is insured by the Federal Deposit Insurance Corporation ("FDIC"). Provided however, in order to meet its operational or credit-related requirements, the Association may maintain account(s) with Co-Bank, ACB, a System Bank of the Farm Credit System, even though said bank is not insured by the FDIC. To approve, implement, and monitor policies for the investment of the Association's surplus funds which shall consider the following objectives, listed in order of priority: 1) preservation of capital, 2) liquidity to meet the Association's operating and capital expenditure requirements, and 3) investment return, providing that any such investment shall carry the full faith and credit of the United States government.  
(2-22-94, 2-25-03, 2-23-10)
- I. With the approval of the majority of the voting members present in person or by absentee ballot, at any Regular or Special Meeting to levy assessments against the Membership Certificates of the Association and to enforce the collection of such assessments, the Board of Directors shall have the option to terminate any member's active status if an assessment had not been paid, at any time after ninety (90) days from the date the assessment was due, provided that the Association must give the member at least thirty (30) days written notice at the address of the member on the books of the Association, of its intention to terminate the member's active status if assessment is not paid. Upon such termination, the delinquent party's status as an active member shall be terminated. Although said member will become inactive, said member's vested interest in the net assets of this Association shall still exist. From the date that a membership becomes inactive, the member's equity in the net assets of this Association shall not increase. (2-28-78, 6-22-78, 11-29-78, 2-24-83)

## ARTICLE X

### DUTIES OF OFFICERS

- Section 1. Duties of President. The President shall preside over all meetings of the Association and the Board of Directors, call Special Meetings of the members and of the Board of Directors, perform all acts and duties usually performed by an executive and presiding officer, and sign all Membership Certificates and such other papers of the Association as he may be authorized or directed to sign by the Board of Directors, provided the Board of Directors may authorize any person to sign any or all checks, contracts and other instruments in writing on behalf of the Association. The President shall perform such other duties as may be prescribed by the Board of Directors.
- Section 2. Duties of the Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, provided, however, that in case of death, resignation or disability of the President, the Board of Directors may declare the office of President vacant and elect a successor.
- Section 3. Duties of Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of such records. He shall serve all notices required by law and these By-Laws. He shall sign such other papers pertaining to the Association as he may be authorized or directed to do by the Board of Directors. He shall keep the Corporate Seal and affix said Corporate Seal to all papers requiring the seal. In the absence of the Treasurer, he may sign the Membership Certificates. He may delegate the details of record keeping to an employee designated by the Board of Directors of the Association, but shall remain responsible for the duties he delegates. (2-29-68, 2-22-77)
- Section 4. Duties of the Treasurer. The Treasurer shall keep appropriate records of receipts, disbursements and other financial transactions as required by law, by lending agencies and as directed from time to time by the Board of Directors. He shall prepare all financial reports as required by law and as directed from time to time by the Board of Directors. He shall keep a proper membership record showing the name, address and date of issue of each Membership Certificate holder together with the investment equity for each. He shall present an annual financial report at the Annual Meeting. He shall perform such other duties with respect to the finances of the Association as may be prescribed by the Board of Directors. He may delegate the details of record keeping and statement preparation to an employee designated by the Board of Directors of the Association, but shall remain responsible for the duties he delegates. (2-29-68, 2-22-77)

## ARTICLE XI

### BENEFITS AND DUTIES OF VOTING MEMBERS

- Section 1. The Association will install, maintain and operate distribution lines from the source of water supply and service lines from those distribution lines to the property line of each Association member. Payment of such distribution line installation shall be made on the basis of the current Rules and Regulations. The Association shall place and maintain meters according to the Rules and Regulations. An angle stop shall be installed in each service line. The Association shall have the sole and exclusive right to use such angle stop. (2-24-83)
- Section 2. Each member shall be entitled to purchase from the Association, pursuant to such agreements as may from time to time be provided and required by the Association, such water for domestic, commercial, agricultural, industrial or other purposes as a member may desire, subject, however to the provisions of these By-Laws and to such Rules and Regulations as may be prescribed by the Board of Directors. Each member shall be entitled to have delivered to him through a single service line only such water as may be necessary to supply the needs of such member, including his family, business, agricultural or industrial requirements. The water delivered through each service line shall be metered and the charges for such water shall be determined separately, irrespective of the number of service lines owned by a member.
- Section 3. In the event the total water supply shall be insufficient to meet all the needs of the member or in the event there is a shortage of water, the Association may prorate the water available among the various members on such basis as is deemed equitable by the Board of Directors, and may also prescribe a schedule of hours covering use of water for commercial, agricultural or industrial purposes by particular members and require adherence thereto or prohibit the use of water for commercial, agricultural or industrial purposes; provided that if at any time the total water supply shall be insufficient to meet all of the needs of all of the members for domestic, livestock, commercial, agricultural or industrial purposes, the Association must first satisfy all of the members for domestic purposes before supplying any water for livestock purposes and must satisfy all of the needs of all of the members for domestic and livestock purposes before supplying any water for commercial and industrial purposes.
- Section 4. The Board of Directors shall establish the minimum monthly base rate to be charged each member, such rate to be payable irrespective of whether any water is used by a member during any month, and the amount of charges for additional water which may be supplied the member, shall fix the date for the payment of such charges, and shall notify each member of the amount of such charges and the dates for the payment thereof. A member to be entitled to the delivery of water shall pay such charges at the office designated by the Association at or prior to the dates fixed by the Board of Directors. Adjustments in the Schedule of Fees and Water Rates are subject to approval of the Board of Commissioners, Lee County, Florida. (2-28-78, 3-11-81, 2-24-83, 2-25-92, 2-22-94, 2-25-97)

- Section 5. The Board of Directors shall be authorized to required each property owner to enter into a Water User's Agreement which shall embody the principles set forth in the foregoing section of this article.
- Section 6. Valid members of the Association may request and receive information, copies of records and documents pertinent to the financial operation of the Association. Procedures for requesting such items will be published in the Association's policy and procedures manual and be available to all members. If the item(s) requested are readily available, they will be provided upon receipt of the request. However, if not readily available, the requester will be so advised and given an estimated time when the requested items will be available. Cost of reproducing such items will be borne by the requester. (8-13-91, 2-23-10)

## **ARTICLE XII**

### **PURCHASING PROCEDURES**

- Section 1. The Board of Directors will establish and maintain a Purchasing Policy Manual, that will set forth the guidelines, rules, and procedures to be followed by Association employees when making purchases on behalf of the Association. The Purchasing Policy Manual shall include, but not be limited to, defining spending limits, the competitive bid process, sole source issues, and the standardization of materials, goods and services, including professional services, as needed. The Purchasing Policy Manual will be reviewed no less than every two (2) years to determine if amendments, modifications, or revisions are required. The Purchasing Policy Manual shall be approved by a majority vote of the Board of Directors and may be amended, modified, or revised by a similar majority vote of the Board of Directors. A maximum spending limit will be set allowing the General Manager to initiate purchase orders without soliciting competitive bids. Any purchases exceeding this established limit will be by competitive bids from acceptable bidders. The lowest bidder will be awarded the contract unless the Board determines it is in the best interest of the Association to select a higher bidder. All bids and contracts will be maintained in the Association's records for at least five (5) years. (8-13-91, 2-22-00, 2-25-03)
- Section 2. Emergency Purchases – In case of emergency, the General Manager is authorized to make purchases and to enter into agreements, upon the best terms available, without the limitations set forth in this Article. As soon as practical, the General Manager shall advise the Board of Directors of the nature of the emergency and the extent of the expenditures or commitments and seek ratification. Upon finding that the emergency exists, the Board of Directors will ratify the actions of the General Manager. (2-26-02, 2-25-03)

## ARTICLE XIII

### DISTRIBUTION OF SURPLUS FUNDS

Section 1. It is not anticipated that there will be any net income. If there should be any, then at the end of the fiscal year, after paying the expenses of the Association for operation and otherwise, and after setting aside reserves for depreciation on all buildings, equipment and office fixtures and such other reserves as the Board of Directors may deem proper and after providing for payment on interest and principal of obligations and amortized debts of the Association, and after providing for the purchase of proper supplies and equipment, the net earning shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the system and property of the Association and for such other purposes as the Board of Directors may determine to be for the best interest of the Association.

## ARTICLE XIV

### AMENDMENTS

Section 1. These By-Laws may be repealed or amended by a vote of a majority of the voting members present in person or by absentee ballot, at any Regular Meeting of the Association, or at any Special Meeting of the Association called for that purpose, except that the voting members shall not have the power to change the purposes of the Association so as to decrease its rights and powers under the laws of the State, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the Association or its members, or so to amend the By-Laws as to effect a fundamental change in the policies of the Association. Notice of any amendment to be made at a Special Meeting of the voting members must be given at least ten (10) days before such meeting and must set forth amendments to be considered. (11-29-78, 2-24-83, 2-22-94)

Section 2. The voting members of this Association may cause to be placed on the Annual Meeting agenda proposed By-Law amendments or additions by the following process:

- A. Proposed By-Law amendments or additions submitted in writing and signed by fifty (50) eligible voting members of the Greater Pine Island Water Association, Inc. must be presented to the principal office of the Association prior to July 1 for legal review by the Association's legal counsel.
- B. If the proposed By-Law amendments or additions are approved by the Association's legal counsel, the petitioning members shall be notified by certified mail, return receipt requested, and will have until August 1 to pick up

petition forms for the proposed By-Law amendments or additions at the Association's principal office.

- C. The petition for the proposed By-Law amendments or additions shall be signed by at least ten percent (10%) of the voting members and returned to the principal office of the Association not later than November 1 for certification of signatures.
- D. If a minimum of 10% of the submitted signatures are certified by the Greater Pine Island Water Association, Inc. the proposed By-Law amendments or additions will be placed on the next Annual Meeting agenda and shall be decided by a vote of a majority of the members voting thereon as provided by the Articles of Incorporation and By-Laws.(2-24-98)

## **ARTICLE XV**

### **WATER ALTERING PROCEDURES**

Addition, removal, or alteration of substances into, or from the water supply that are intended for processing and sanitation of water shall be exempt from this Article.

Nutrients and other substances that are deemed beneficial to public health may be added to, or removed from the Greater Pine Island Water Association, Inc. water supply system by a majority vote of the voting membership in a regular or special meeting of the Association unless specifically mandated or prohibited by law or regulatory agency.

The Board of Directors shall not be authorized to add, remove, or alter the level of nutrients and other substances to or from the water upon their discretion without the passage of a majority vote of the voting membership in a regular or special meeting, except upon the immediate need or cause of public safety. If the Board of Directors add, remove, or alter the level of nutrients or other substances for the purpose of immediate public safety concern, they must notify the members of such action, and schedule a meeting not later than thirty days from the action for the purpose of calling a vote of the membership for the majority approval or disapproval of the action. Such actions that are disapproved by a majority vote of the membership shall be reversed, and the water shall be restored to its previous condition. (2/26/13)

I hereby certify that the foregoing Amended By-Laws of the Greater Pine Island Water Association, Incorporated, were duly adopted by a majority vote of the members of the Association at an Annual Meeting held for that purpose at the Greater Pine Island Water Association, Inc. Board Room on February 27, 2018.

IN WITNESS WHEREOF, I have hereunto set my hand and the Official Seal of the Association, this 27<sup>th</sup> day of February, 2018.

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Tim Saulsbery, Secretary