

BYLAWS OF THE MATLACHA CIVIC ASSOCIATION

ARTICLE I. NAME

The name of the organization shall be: The Matlacha Civic Association.

ARTICLE II. PURPOSE

The purpose of this organization is to form an association of concerned citizens to accomplish the following:

Section 1. Provide a unified voice on civic problems so that the best interests of Matlacha can be effectively presented to our County Commissioners, State Legislatures, other elected officials and the general public.

Section 2. Furnish a forum for members to express their views and present worthwhile projects for consideration and action.

Section 3. Conduct monthly meetings and promote social functions for residents to get acquainted and become friends with their neighbors.

ARTICLE III. MEMBERSHIP

Section 1. Eligible for membership will be any resident, property owner, business owner or operator in the unincorporated Lee County area known commonly as Matlacha. The area begins with Matlacha Isles subdivision and goes to and includes property on Little Pine Island.

Section 2. Persons although not meeting Section I requirements who the Board

and general membership may consider an asset to the organization may become

an Associate Member. Dues will be the same as for a general member, but an

Associate Member may not hold elected office nor vote on any issue. The Board may deny such membership at its discretion.

Section 3. (A) Annual dues will be established by the Board and approved by the general membership. Dues will be on a per person basis.

(B) Dues shall be payable October 1 of each year. A membership year shall run from October 1 to September 30. Delinquent members may neither hold elected office nor vote.

Section 4. Liability of Members

(A) A member of a corporation is not, as such, personally liable for any act, debt, liability, or obligation of the corporation.

(B) A member may become liable to the corporation for dues as provided by law.

ARTICLE IV. ELECTION OF DIRECTORS

Section 1. At each November meeting, a nomination committee of three members shall be appointed by

the President to nominate candidates to fill any vacant Board seats or seats whose term will expire within one (1) year.

Section 2. A candidate for Director must be a member in good standing prior to nomination. Nominations will be made at the December meeting each year. Additional nominations from the floor will be accepted at that meeting.

Section 3. Two members of the same household shall not serve on the same Board of Directors, unless neither member is on the nomination committee.

Section 4. Elections will be held at the December general meeting and the new Board members will immediately assume their duties in advance of the regular January meeting. The Board of Directors will select their officers at the first Board meeting following their election.

Section 5. Removal of a Board Member:

- A. Once elected as a Board Member a member shall serve a complete one-year term unless one of the following occurs.
 - a. The Board Member submits a written resignation to the Board of Directors.
 - b. Any member of the board of directors may be removed from office with or without cause by: a 2/3 majority of all votes of the directors, if the director was elected or

appointed by the directors; or A 2/3 majority of all votes of the members, if the director was elected or appointed by the members.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of a minimum of seven (7) members and a maximum of thirteen (13) members. Every effort shall be made to provide equal representation on the Board.

Section 2. Board Members shall conduct regular monthly meetings as convened by the President. Any Board member can request special meetings.

Section 3. The Board shall be comprised of five (5) officers and two (2) to eight (8) members-at-large.

Section 4. Board Members shall not be elected to serve in the same officer position more than three (3) consecutive years.

Section 5. The Board shall:

- a. Assist the officers, recommend committees and assist in forming them.
- b. Prepare and maintain by-laws as adopted by the membership.
- c. Fill seats on the Board which may become vacant prior to the end of the respective term of office. A vacant seat may be filled by nomination of

a member and a majority vote of the Board.

Section 6. The Board is authorized to spend up to five hundred (\$500) for any Association service or purpose without a prior vote of the membership.

ARTICLE VI. OFFICERS AND DUTIES

Section 1. Officers shall consist of President, Vice President, Secretary, Membership Director and Treasurer. The term of office shall be from January to December.

Section 2. The President shall:

- a. Preside over Association and Board meetings.
- b. Call Board and committee meetings as required.
- c. Be sure all officers and committee chairs are prepared for the next meeting.
- d. Sign checks in the absence of the Treasurer.
- e. Assign committees as recommended by the Board or as required.

Section 3. The Vice President shall:

- a. Preside at meetings in the absence of the President.
- b. Act as program and publicity chair and assist other committees as necessary.

Section 4. The Secretary shall:

- a. Take minutes of Association and Board meetings.

- b. Act as custodian of all records, except those otherwise delegated.
- c. Preside over meetings in the absence of the President and the Vice President.

Section 5. The Treasurer shall:

- a. Collect and deposit all funds, write and sign checks, pay bills and submit a financial report at each meeting.
- b. Keep a current membership book of dues paid.
- c. Contract and pay for building rental for meetings if applicable.
- d. Serve as chair of any finance sub-committee and recommend to the Board every April a projected budget for the coming year to be presented to the membership in the April general meeting.
- e. Keep an up-to-date inventory of all Association assets.

Section 6. The Membership Director shall:

- a. Conduct annual polling at the direction of the Board of issues, concerns and will of all eligible members. A report should be presented to the Board at the February Board meeting.
- b. Encourages eligible persons to join the

association and executes an annual membership drive.

ARTICLE VII: MEETINGS

Section 1. Regular membership meetings shall be held each of the months of November through April.

Section 2. Meeting dates will be established on the basis of the availability of the meeting venue.

ARTICLE VIII. PROCEDURE AND ORDER OF BUSINESS

Section 1. Robert's Rules of Order shall govern.

Section 2. The order of business at Association meetings shall be:

- a. Open meeting
- b. Pledge of Allegiance to the flag
- c. Reading and acceptance of minutes
- d. Communications and correspondence
- e. Treasurer's report
- f. Committee reports
- g. Old Business
- h. New Business
- i. Adjournment

Section 3. For Board meetings and general meetings, a quorum of members should be in attendance to conduct business.

- a. For meetings of the Board a quorum should consist of 5 members.
- b. For general meetings of the MCA a quorum should consist of 12 members.

Section 4. The association shall follow the rules set forth in Title XXXVI Chapter 617 of the Florida statutes.

ARTICLE IX. COMMITTEES

Section 1. The Board of Directors may appoint Chairs and form committees as deemed necessary to the successful operation of the organization.

ARTICLE X. BYLAWS

Section 1. Any member may propose a change in the by-laws under "New Business" at a regular meeting. If the proposal is seconded, discussion is in order.

Section 2. The President shall then appoint a By-Laws Committee of three (3) members who will review the proposed change and report to the Board at their next meeting.

Section 3. The proposed change can then be presented at the next general Meeting. A 2/3 majority of the members present shall be required to adopt the proposed change.

APPROVED: October 27,
1980 January 25, 1982
October 28, 1985
January 2, 1986
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