

# BYLAWS

## ESTERO COUNCIL OF COMMUNITY LEADERS, INC.

Amended – November 30, 2018

### ARTICLE I – NAME & PURPOSE

Section 1 **Name** The name of the organization shall be: Estero Council of Community Leaders (hereinafter, “ECCL”).

Section 2 **Purpose**. The purposes for which the corporation is organized are: to provide a forum to learn about, discuss and take action on, if appropriate, major issues and developments affecting the growth and quality of life in Estero, including but not limited to: (a) satisfying Estero's infrastructure needs; (b) representing Estero's interest on major development projects; (c) organizing committees to represent individual communities or organizations affected by proposed projects; (d) assessing Estero's long term needs and promoting projects that address those needs; (e) facilitating information dissemination to Estero communities and organizations through their representatives and each community's or organization's communication media; and (f) assisting leaders of Estero communities and organizations to inform and involve their members regarding the preceding matters. These activities are limited to those for any lawful purpose or purposes which are not for pecuniary profit, and are not specifically prohibited to corporations under other laws of this state. Notwithstanding other language (or provisions) in these By Laws, the purposes will be limited exclusively to exempt purposes within the meaning of IRC 501(c)(4).

### ARTICLE II – MEMBERS

Section 1 **Community Members**. Each ECCL dues-paying Estero community (i.e., located at least in part in Estero) may, through its governing body or functional equivalent, designate one member of that community to participate in the ECCL as a voting member and one alternate person who may vote in the absence of the principal member.

Section 2 **Organizational Members**. Any person not otherwise entitled to membership by virtue of the preceding section but who is so designated a formal Estero organization (i.e., primarily serving the Estero area) may be designated by such organization to be an ECCL member, with the approval of the ECCL board.

Section 3 **Individual Members**. Any person not otherwise entitled to membership by virtue of the preceding two sections, but who is approved by the Board as a person committed to working constructively through ECCL to advance Estero interests, may participate in the ECCL as a non-voting member.

Section 4 **Honorary Members.** The Board may designate a person not otherwise entitled to membership by virtue of the first two sections of this Article, but who has provided distinguished past service to the ECCL or otherwise earned such designation, as an Honorary Member

Section 5 **List of Members.** The Board shall arrange to maintain and make available to any member and to the public, a reasonably current list of the ECCL members.

### **ARTICLE III –BOARD OF DIRECTORS AND OFFICERS**

Section 1 **Board Role.** The Board of Directors is responsible for overall policy and direction of the ECCL, delegating responsibility for day-to-day operations to the Chairman and to other individual directors in accordance with section eight (8).

Section 2 **Board Composition.** The Board of Directors shall be composed of a chairman and eight (8) functional directors, one of whom may be selected by the full board to serve as vice chairman. They shall be selected with two primary considerations in mind – (a) first and foremost being their expertise for the function they head and their ability and willingness to serve, and (b) the objective, insofar as feasible consistent with representing various Estero communities and formal organizations, involved in the promotion or betterment of Estero.

Section 3 **Elections.** The members shall be given the opportunity to elect or re-elect Board members at least annually, by simple majority vote of those present and voting, and individual members may be replaced by membership vote more often if a position is vacated for any reason during a term in office in accordance with sections nine (9) or ten (10) of these By-Laws.

**Section 4 Member Meetings.** The Board of Directors shall, except as otherwise agreed upon by the Board, meet with members on a monthly basis at a time and place agreed upon by the Board that is convenient to the attendees. All meetings shall be open to the public, who shall be encouraged to attend, and notice of the date, time and location of each meeting shall be posted on the ECCL web site at least one week in advance of such meeting. Anyone attending a meeting shall be recognized to speak (a) on any agenda topic, when that topic is being discussed, or (b) on a germane subject not on the agenda, time permitting. Members may propose the addition of agenda items before or during such meetings.

Section 5 **Board Meeting, Quorum and Voting.** The Board shall normally meet at a reasonable time prior to the monthly members meeting to plan and arrange for the members meeting and to conduct such other business as is needed. A quorum shall require the presence of at least a simple majority of Board members, including any alternate members as a member may designate in their

absence and the Chairman approves for a given meeting. Each Board member (including approved alternates) shall have one vote. All decisions shall be made by a majority vote of the Board members present and voting. In lieu of a meeting, the Board of Directors shall be authorized to conduct business in such manner as by written resolutions as permitted by the Florida Statute governing "Corporations Not for Profit".

Section 6 **Board Member Terms**. The term of office for each member shall be until the first to occur of: his/her resignation or removal or the annual meeting of the Board next occurring after such members becoming a member.

Section 7 **Notice**. An official Board meeting requires that each Board member shall be sent written notice, which shall include e-mail, 5 days in advance or any regularly scheduled meeting, which shall include an agenda of the issues to be discussed.

Section 8 **Officers Duties**. There shall be nine officers of the Board consisting of the Chairman and eight (8) functional Directors, one of whom may be selected by the board, from time to time, to serve as vice chairman. Functional positions, which the Board may change from time to time as it sees fit shall be: Communications, Community Planning, Education Outreach, Environmental, Finance (Treasurer), Health, Membership and Transportation.

The Board shall designate or appoint a suitable person, not necessarily one of the officers, to perform the function of Secretary, keeping suitable written records of actions taken at Board and Members meetings.

Designation of the roles of the directors shall be made by the Board in advance of each annual membership election of Board members, with the designation of each member included in the information provided to the members at such election.

The Chairman, or in his/her absence the Vice Chairman, shall schedule regular and special meetings of the Board, prepare and distribute the agenda and supporting documents for the meeting, and shall conduct the meetings of the Board. In the absence of the Chairman, the Vice Chairmen shall perform such other duties as are ordinarily performed by the Chairman.

The Treasurer shall maintain the financial accounts of the Board, open and maintain a bank account in the Board's name, prepare and file tax returns for the Board and make a financial report to the Board at least quarterly. The Treasurer shall assist in the preparation of the annual budget, help develop fundraising plans, and make financial information available to Board members and the public and keep corporate records.

The Chairman, in consultation with the Communications Director, shall appoint a recording secretary to keep records of Board actions, including the taking of minutes at board meetings, and shall, as needed, send out meeting announcements, distribute copies of minutes and the agenda to each Board member.

Section 9 **Vacancies**. In the event that any member of the Board resigns, dies or otherwise is unable or unwilling to continue to serve on the Board, the Chairman shall appoint a temporary replacement to serve until a new member is elected.

Section 10 **Resignations, Terminations**. Resignation from the Board must be in writing and received by the Chairman. A member may be removed by a vote of a majority of the Board, such vote only to be held after the member at issue has had an opportunity to meet with the board should he or she so choose after receiving reasonable advance written notice of the grounds for his or her proposed removal. Grounds for such termination shall include excessive absences from meetings, inattention to his or her assigned duties, or actions taken inconsistent with the organization's policies and decisions.

Section 11 **Special Meetings**. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked at least one week in advance insofar as possible.

Section 12 **Committees**. The Board may create committees as needed

#### **ARTICLE IV -- AMENDMENTS**

These Bylaws may be amended by votes of both (1) a majority of the Board of Directors and (b) a 2/3 majority of members voting and present at a subsequent meeting for which the advance notice under Article 3 section 4 contains the text of the amendment and advises that member attendees will be asked to vote. Proposed amendments must be submitted to the Secretary to be sent out with the related Board agenda.

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