

ECCL BYLAWS

ESTERO COUNCIL OF COMMUNITY LEADERS, INC.

Amended – June 8, 2019

Approved July 12, 2019

ARTICLE I – NAME & PURPOSE

Section 1 **Name**. The name of the organization shall be: Estero Council of Community Leaders, Inc. (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, major issues and developments affecting the growth and quality of life in the Estero area, including but not limited to: (a) satisfying the Estero area infrastructure needs; (b) representing the Estero area’s interest on major development projects; (c) organizing committees to represent individual communities or organizations affected by proposed projects; (d) assessing the Estero area’s long term needs and promoting projects that address those needs; (e) facilitating information dissemination to Estero area communities and organizations through their representatives and each community's or organization's communication media; and (f) assisting leaders of Estero area 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 **Members**. Each ECCL dues-paying member organization (i.e., located in the Estero area) may, through its governing body or functional equivalent, designate one member of that organization 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 organization not otherwise entitled to membership by virtue of the preceding section but who is so designated in a recognized Estero area organization (i.e., primarily serving the Estero area) may be an ECCL full dues-paying member with the same voting rights as other full dues-paying ECCL members, with the approval of the ECCL Board of Directors (BOD).

Section 3 **Individual Members**. Any person not otherwise entitled to membership by the preceding two sections, but who is approved by the Board of Directors (Board) as a person committed to working

constructively with ECCL to advance Estero area 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 section 3 of this Article, but who has provided distinguished past service to the ECCL or otherwise earned such designation, as an Honorary Member.

Section 5 **Monthly Membership Meetings.** All meetings shall be open to the public, and who will be encouraged to attend. A 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.

ARTICLE III –BOARD OF DIRECTORS & BOARD OFFICERS

Section 1 **Board of Directors Role.** The Board is responsible for oversight and overall policy and direction of the ECCL, delegating responsibility for day-to-day operations to the President. The President shall be appointed by the Board and is subject to dismissal by the Board.

Section 2 **Board Composition and Responsibilities.** The Board of Directors shall be composed of nine (9) voting members including a Chairperson and eight (8) directors, one of whom may be selected by the full board to serve as Vice Chairperson. They shall be selected considering their experience in participating on community boards, their commitment to civic engagement, their willingness to support and sustain the work of ECCL providing governance leadership, and their willingness and ability to engage in, and support, advocacy fundraising.

Section 3 **Elections.** The members shall be provided the opportunity to elect or re-elect Board members at a member meeting every three (3) years, by simple majority vote of voting members, 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, individual Board members may be replaced by a membership vote as required. BOD terms will be staggered. Three members term will be for one (1) year, three (3) members term will be for two (2) years, three (3) members term will be for three (3) years.

Section 4 **Member Meetings.** The Board of Directors is encouraged to attend monthly membership meetings.

Section 5 **Board Meeting, Quorum, and Voting.** The Board shall normally meet four (4) times a year and on special occasions, as required to conduct business as required and 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 an alternate in their absence and the Chairperson approves the alternate 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 Board member shall be as described in Section 3 Elections or until his/her resignation or removal.

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

Section 8 **Officers Duties.** There shall be nine (9) officers of the Board consisting of the Chairperson and eight (8) Directors, one of whom may be selected by the board, to serve as Vice Chairperson.

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

The Chairperson, or in his/her absence the Vice Chairperson, 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 Chairperson, the Vice-Chairperson shall perform such other duties as are ordinarily performed by the Chairman.

The Chairperson will assure the Secretary or a suitable person will 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.** If any member of the Board resigns, dies or otherwise is unable or unwilling to continue to serve on the Board, the Chairperson 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 Chairperson. A member may be removed by a vote of a majority of the Board. The vote will be taken only after the member at issue has had an opportunity to meet with the board should he or she so choose, and only 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 public statements or actions taken inconsistent with the organization's mission, policies, and decisions.

Section 11 **Special Meetings**. Special meetings of the Board shall be called upon the request of the Chairperson 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 – EXECUTIVE MANAGEMENT TEAM & OFFICERS

Section 1 **Members of the Executive Management Team**. The Executive Management Team (“EMT”) shall be comprised of the President, the Chief Operating Officer (“COO”), Chief Financial Officer (“CFO”), Chief Membership Development Officer (“CMDO”) and Chief Communications Officer (“CCO”).

Section 2 **Role of the EMT**.

The role of the EMT is to implement the President's fiduciary, strategic, and generative plans, policies, and decisions consistent with the ECCL's Vision, Mission and Guiding Values. The EMT members report to, counsel and supports the President engaging in decision making between Board meetings (or in urgent or crisis circumstances). The EMT members are responsible for implementing the Presidents directives.

Section 3 **Appointment of Officers**.

The President in consultation with the Board will appoint the Chief Operating Officer, Chief Financial Officer, Chief Membership Development Officer and Chief Communications Officer who will serve at the pleasure of the President

Section 4 **Summary Responsibilities of the President, COO, CFO, CMDO, and CCO**.

The President shall:

The President, reporting to the Board of Directors, is the singular organizational position that is primarily responsible to carry out Board policies and strategic plans as established by the board of directors. The President sets the direction and oversees the operations of the ECCL and assures the organization and its mission, advocacy efforts, and services are consistently presented in a strong, positive image to relevant stakeholders.

The President is the chief spokesman of the ECCL and develops working relationships with civic, local, Village, County, and State executives and influencers. The President is responsible for managing the organization. Excellent relationship building, analytical and communication skills are essential. Working knowledge of business management, finance, communication, service delivery, and any other related knowledge is helpful. Sound knowledge of human resource management is also helpful as he/she manages volunteers. The President shall arrange to maintain and make available to any member and to the public, a reasonably current list of the ECCL members.

The COO shall:

The Chief Operating Officer (COO) reports to the President and is second-in-command within the ECCL. The COO is tasked with overseeing the day-to-day administrative and operational functions of the ECCL. The COO monitors all Advocacy Councils and is responsible for monitoring the execution of the ECCL's plans at the Council level. The COO oversees and makes sure the day-to-day operations of the organization run smoothly. And because the COO is responsible for directing multiple Committees and Councils, the COO must be a resourceful problem solver and must possess strong leadership skills.

A member of the Executive Management Team, the COO participates in long-term strategic planning meetings. The Executive Management Team helps develop operating strategies to attain ECCL goals. In these meetings, the COO will provide detailed information to team members regarding the performance capabilities of each Advocacy Council, which he has learned through regular meetings with Council Chairpersons and has a good understanding of the financial status of the ECCL.

The CFO shall:

Reporting to and partnering with the President, the Chief Financial Officer (CFO) will set ECCL's financial policy and direction while also being an active participant in the organization's overall strategy. She or he will lead all financial administration and budgeting. As a member of the senior leadership team, the CFO will work closely with Finance Committee members and the Executive Management Team and Board of Directors as appropriate.

The CMDO shall:

Reporting to and partnering with the President, the Chief Membership Development Officer (CMDO) is a senior executive tasked with overseeing the operational and membership development functions of the ECCL. Reporting to the President, the CMDO is responsible for addressing the needs of ECCL membership, including service delivery, recruiting, and retaining members in accordance with ECCL

by-laws and policies. The role is also responsible for developing relationships with the Village of Estero, Chamber of Commerce, Estero area businesses, and not-for-profit leadership to understand how members may contribute to problem resolution and meet their needs and seek membership growth opportunities.

The CCO shall:

The Chief Communications Officer (CCO) plays an integral role in promoting and telling the ECCL success story. The CCO holds ultimate responsibility for the ECCL's communications activities and oversees the development and delivery of a fully integrated communications plans and strategies for the organization and will lead and participate in the execution of that plan.

Section 5 **Committees and Councils.** The President and/or COO may create, and disband, Committees or Councils as needed. The Advocacy Council Chairpersons shall report to the COO. The COO in consultation with the EMT may appoint or remove Advocacy Council Chairpersons. Advocacy Councils shall include Transportation, Education, Community Development, Health, Environmental, and Arts & Entertainment and other Committees or Councils as required.

ARTICLE V -- 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 advance notice has been given under Article 3 section 4 and 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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