



ESTERO COUNCIL OF COMMUNITY LEADERS, INC. (ECCL)

Approved February 5, 2021 by Board of Directors

Approved March 4, 2021 by the Voting Members Present

The By-Laws of July 8, 2019 are hereby amended in total and restated as follows:

ARTICLE I – NAME & PURPOSE

Section 1 **Name** The organization's name shall be Estero Council of Community Leaders, Inc. (hereinafter, "ECCL").

Section 2, **Purpose**. The purpose for which the corporation is organized is to inform, engage, and protect our residents, government, and stakeholders to make the Greater Estero area the most desirable place to visit, work, play, and live. Using media outlets, we communicate to residents, government, and stakeholders, through community engagement, educational events, and forums to foster an understanding of environmental, construction, and economic issues critical to the greater Estero area and Southwest Florida. We are a nonpartisan, nonpolitical, volunteer charitable organization. In addition to the above, we engage in other activities, all of which are limited to those for any lawful purpose, purposes that are not for pecuniary profit and are not explicitly prohibited to corporations under other laws of Florida. Notwithstanding other language or provisions in these By-Laws, the purposes will be limited exclusively to exempt purposes within the meaning of IRS 501(c)(3).

ARTICLE II – MEMBERS

Section 1, **Members**. Each ECCL dues-paying member organization (i.e., located in the greater 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.

Section 3, **Individual Members**. Any person not otherwise entitled to membership by the preceding two sections but approved by the Board of Directors (Board) as a person committed to working constructively with ECCL to advance the greater 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. This membership category is a non-voting membership

Section 5, **Reciprocal Members**. The President may offer this type of membership to solidify a relationship with another organization. Organizations must be non-profit, the ECCL will benefit from the relationship, and the ECCL receives Reciprocal Membership in the organization. This membership category is a non-voting membership.

Section 6, **Associate Members**. The President may offer this type of membership to solidify a relationship with another organization. The organizations include but are not limited to governmental entities such as local schools, councils, and committees serving the greater Estero area. This membership category is a non-voting membership.

Section 7, **Monthly Membership Meetings**. All meetings shall be open to the public, and the public will be encouraged to attend. A notice of each meeting's date, time, and location shall be posted on the ECCL website at least one week before such a 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

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 up to nine (9) voting members. The Board shall include an elected Chairperson, who shall be elected by a majority of the full Board, and up to eight (8) Directors, one of whom may be elected by a majority of the full Board to serve as Vice-Chairperson and one of whom shall be elected by a majority of the full Board to serve as Secretary. 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 fundraising.

Section 3, **Elections**. ECCL member representatives are encouraged to nominate leaders in the community to the Board Chair to consider an appointment to the Board. The Board is responsible for electing new Board members. All Board members will serve 3 years unless they resign or are dismissed. If a Board position is vacated for any reason during a term in office in accordance with sections nine (9) or ten (10) of these By-laws, the Permanent Board Members are empowered by a majority vote to elect an individual to be permanently appointed to the Board. A simple majority of the member representatives shall be provided the opportunity to request a special Board meeting at any time and for any reason.

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

Section 5, **Board Meeting, Quorum, and Voting**. Robert's Rules of Order shall be used to conduct all Board Meetings. The Board shall normally meet six (6) 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. A majority vote shall make all decisions of the Board members present and voting. Board meetings may be held in person, telephonically, or through digital communications, provided that all members are capable of fully participating. In place 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." A simple majority of the member representatives shall be provided the opportunity to request a special Board meeting at any time and for any reason.

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 be sent a written notice, which may include email, seven days in advance, or any regularly scheduled meeting, which shall include an agenda of the issues to be discussed. The seven-day notice may be waived by the unanimous consent of all members of the Board

Section 8, **Board Member Duties**. There shall be up to nine (9) Board Members consisting of the Chairperson and up to (8) Directors, one of whom shall be selected by the Board to serve as Vice-Chairperson and one of whom shall be selected by the Board to serve as Secretary with responsibility for accurate recording of the Board's official minutes. Designation of the Directors' roles shall be made by the Board Chairperson. In his/her absence, the Vice-Chairperson shall schedule regular and special meetings of the Board, prepare, distribute the agenda and supporting documents for the meeting, and conduct the Board's meetings. In the Chairperson's absence, the Vice-Chairperson shall perform such other duties as are ordinarily performed by the Chairperson.

The Chairperson will assure the Secretary, or a suitable person will keep records of Board actions, including taking 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 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 their assigned duties, inappropriate social media postings, 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 Chairperson's request or one-third of the Board. Notices of special meetings shall be emails sent out by the Secretary or a suitable person to each Board member postmarked at least one week in advance insofar as possible. The seven-day notice may be waived by the unanimous consent of all members of the Board

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

Section 13, **Conflict of Interest**. The Board shall establish a conflict-of-interest policy. Every member of the Board, Officers, Council, Committee, and Chairpersons, and others in the organization affecting policy will be required to affirm in writing to this policy.

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 EMT's role is to implement the President's fiduciary, strategic, and generative plans, policies, and decisions consistent with the ECCL's Vision, Mission, Goals, Guiding Values, and

Board of Director's policies. Reporting to the President, the EMT members investigate, analyze, and provide counsel to the President in decision making. The EMT members are responsible for implementing the President's directives.

Section 3, Appointment of Officers.

In consultation with the Board, the President will appoint the Chief Operating Officer, Chief Financial Officer, Chief Membership Development Officer, and Chief Communications Officer. They will serve at the pleasure of the President.

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

The President:

The President, reporting to the Board of Directors, is the singular organizational person primarily responsible for carrying 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 robust and positive image to relevant stakeholders. The President will serve as an ex-officio non-voting member of the Board.

The President is the chief spokesperson 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. The President leads the Executive Management Team and assigns tasks as needed. The President may create and disband special teams/committees as required to support the effort of the ECCL

Excellent relationship building, analytical, and communication skills are essential. Working knowledge of business management, finance, communication, service delivery, and any other related understanding is helpful. Sound knowledge of human resource management is also beneficial as he/she manages volunteers. The President shall ensure that a reasonably current list of ECCL members is available to any member and the public.

The COO:

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 and goals at the Council level. The COO oversees and makes sure the day-to-day operations of the organization run smoothly. Because the COO is responsible for directing multiple Committees and Councils, the COO must be a resourceful problem solver and possess strong leadership skills. Foremost in the

COO's duties are working with the Council Chairs to understand the need and process of developing their Council members and succession planning.

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 performance capabilities, which the COO has learned through regular meetings with Council Chairpersons. The COO helps the Council Chairs understand how their activities interact with other Councils and the EMT. The COO oversees the scheduling of and identification of potential community speakers for the monthly meetings. Monthly meetings can be held in person or virtually. The COO should have a good understanding of the financial status of the ECCL.

The CFO:

Reporting to the President, the Chief Financial Officer (CFO) collaborates with the President on all financial issues and is an EMT member. The CFO is responsible for reviewing all contracts and agreements before execution. The CFO is accountable for establishing financial policy and direction and actively participates in developing ECCL's overall strategic plan.

The CFO is responsible for financial and fundraising administration, financial reporting, statutory compliance, and budgeting. The CFO oversees other financial staff volunteers and the Finance Committee. The CFO will collaborate with the Council Chairpersons, helping to prepare estimates for activities and advocacy efforts. The CFO will assist the Board of Directors and other committees/teams as required.

The CMDO:

Reporting to the President, the Chief Membership Development Officer (CMDO) is responsible for membership recruiting and retaining members per related ECCL by-laws and policies. The CMDO is tasked with overseeing the operational and membership development functions of the ECCL. The position is also responsible for developing relationships with local officials, chamber of commerce, area businesses, and not-for-profit leadership to seek membership growth opportunities. ECCL membership development aims to grow, engage, and retain membership located throughout the greater Estero area.

The CCO:

The Chief Communications Officer (CCO) reports to and partners with the President to promote and tell the ECCL success story. The CCO holds ultimate responsibility for the ECCL's communications activities and oversees the development and delivery of communications plans and strategies for the organization and will lead and participate in executing those

plans. The CCO has oversight responsibility for the ECCL Website. The CCO will work closely with the Communications Committee to help Councils and Committees prepare communications for publication.

Section 5, Committees, and Councils. The President and 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 President, may appoint or remove Advocacy Council Chairpersons. Advocacy Councils / Committees shall include a focus on Safety /Transportation, Education, Community and Economic Development, Health, Environmental, and Culture & Recreation and other Committees or Councils as required.

ARTICLE V – AMENDMENTS

These By-laws may be amended by votes of both (a) a majority of the Board of Directors and (b) a 2/3 majority of voting members present at a subsequent ECCL member meeting for which seven days advanced notice has been given 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 include with the related Board agenda.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the By-Laws the undersigned has attested to these By-Laws effective as of the March 4, 2021.

Signed  Date 3/6/21
JAMES J GILMARTIN
President of the Estero Council of Community Leaders, Inc. (ECCL)