

**AMENDED BYLAWS  
OF  
NORTH OLGA COMMUNITY PLANNING PANEL, INC.**

Handout  
9-15-11  
Panel Mtg  
M.N.

**ARTICLE I  
NAME**

The name of this not-for-profit corporation is "North Olga Community Planning Panel, Inc." and shall sometimes be referred to herein as the Corporation.

**ARTICLE II  
PURPOSE**

The Corporation is organized for the purpose of guiding planning efforts and overseeing the process of developing a community plan and other planning tools and for any and all things permitted by law to be done by corporations not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE III  
MEMBERSHIP**

Section 1. Currently, there is not a separate membership of the Corporation so that the Board of Directors is the sole decision making and voting body of the Corporation and all voting rights are currently vested in the Board of Directors.

Section 2. Because the purpose of the Corporation, as described above, is related exclusively to land planning matters, corporate membership shall be based upon and limited solely to the owners of parcels of land located within the North Olga Community Planning Area boundaries. Currently, the boundaries of the North Olga Community Planning Area are as described on Exhibit A attached hereto and made a part hereof.

Section 3. For purposes of determining membership, the parcels of land located within the boundaries of the North Olga Community Planning Area that can qualify someone as a member of the Corporation shall be the parcels of land that are recognized and assigned a parcel

identification number by the Lee County Property Appraiser. Each parcel of land with a separate parcel identification number assigned by the Lee County Property Appraiser can qualify someone for a separate and distinct membership in the Corporation. Each parcel of land with a separate parcel identification number assigned by the Lee County Property Appraiser shall only be entitled to qualify one single prospective member in the Corporation regardless of the number of individual owners or entity owners of said parcel of land; therefore, if there are multiple owners of a parcel of land located within the boundaries of the North Olga Community Planning Area, only one owner can qualify as and become a member of the Corporation. If the owner of a parcel of land located within the North Olga Community Planning Area is an entity instead of an individual, one representative of the entity who is either, an officer, general partner, trustee, manager, member, shareholder, beneficiary, or other representative appointed by the landowner entity, can be a member of the Corporation. Currently, there are 613 parcels of land located in the North Olga Community Planning Area to which a separate parcel identification number has been assigned by the Lee County Property Appraiser; therefore, the maximum number of members of the Corporation upon the date of adoption of these Amended Bylaws is 613.

Section 4. Membership shall be divided into two groups, said groups being large landowner members and small landowner members. For membership purposes, large landowners are landowners of those parcels of land located within the North Olga Community Planning Area which are \_\_\_\_ ( ) acres or more in size that are assigned a separate parcel identification number by the Lee County Property Appraiser. For membership purposes, small landowners are landowners of those parcels of land located within the North Olga Community Planning Area which are less than \_\_\_\_ ( ) acres in size that are assigned a separate parcel identification number by the Lee County Property Appraiser. If a small landowner owns several small parcels of land, the aggregate of which is \_\_\_\_ ( ) acres or more, the small landowner can elect to aggregate all of their small parcels into one large landowner membership parcel.

Section 5. In addition to the requirement of owning a parcel of land within the boundaries of the North Olga Community Planning Area as described above, the Board of Directors can, by duly adopted resolutions, rules, regulations, policies or procedures, establish incidences of membership, including membership eligibility, qualifications, payment of membership dues,

methods of suspension or termination of membership, and the method for reinstatement of members. In particular, the failure of any member to meet all of the membership requirements stated herein or in a resolution or rules and regulations or policies and procedures duly adopted by the Board of Directors shall result in the immediate termination of their membership or their suspension as prescribed by the Board of Directors.

Section 6. In order to become a member of the Corporation, a prospective member who qualifies as a large landowner or a small landowner within the North Olga Community Planning Area shall make application for membership to the Board of Directors. The Board of Directors shall consider applications for membership and either accept or reject an application for membership based upon the Board of Directors' determination of whether a prospective member is qualified for membership in the Corporation.

Section 7. Any member may resign from the Corporation by delivering a written resignation to the President or Secretary. The membership of any member shall be automatically and immediately terminated upon the termination of said member's ownership of a parcel of land located within the North Olga Community Planning Area as described above. In addition, the Board of Directors may terminate the membership of any member of this Corporation who is no longer in good standing for any reason, including but not limited to, the following reasons:

- a. Failure to pay dues on time.
- b. Performance of actions that are disruptive to the functions, operations and activities of the Corporation.
- c. Interference with the purpose of the Corporation.
- d. Failure to satisfy any of the membership requirements adopted by the Board of Directors.

Section 8. There shall be an annual meeting of the members of the Corporation during the month of January on a day to be designated by the Board of Directors. The business of the annual meeting of the members of the Corporation shall be to receive a report of corporate affairs from the President and to elect Directors for the positions on the Board of Directors that are up

for election. To participate in an annual membership meeting, a member must be physically present and must be a member of record and in good standing on October 31 of the preceding calendar year and on the date of the annual membership meeting. To constitute a quorum, at least fifty percent (50%) of the large landowner members must be present at the annual meeting of the members and at least fifty percent (50%) of the small landowner members must be present at the annual meeting of the members. The President of the Corporation shall preside over the annual meeting of the members and the order of business shall be as follows (unless varied by the President):

- a. Call to order.
- b. Roll call of large landowner members and small landowner members to determine a quorum.
- c. Invocation/Pledge of Allegiance.
- d. President's annual report of corporate activities.
- e. Public input.
- f. Election of large landowner Directors and small landowner Directors for open Directors' positions.
- g. Adjournment.

In addition to the annual meeting of the members of the Corporation, the President or the Board of Directors may call a special meeting of the members of the Corporation.

Section 9. Written notice of a meeting of the members of the Corporation shall be posted on the Corporation's website not less than ten (10) days or more than sixty (60) days before the date set for a meeting of the members of the Corporation. Such notice shall state the place, day, hour and purpose of the meeting. In addition, the meeting notice requirements of the Sunshine Law shall be satisfied, as appropriate.

Section 10. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this Corporation, nor shall any of the Corporation's property or assets be distributed to any member upon its dissolution or winding up.

Section 11. Except for the election of the members of the Board of Directors as described in these Bylaws, there shall not be any separate membership voting rights and all other voting rights shall be vested in the Board of Directors of this Corporation.

Section 12. Membership in this Corporation is non-transferrable and all rights of membership shall immediately cease upon the termination of membership.

Section 13. The Board of Directors may cause to be issued certificates, cards, or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card, or other instrument shall be non-transferrable, and a statement to that effect shall be noted on the certificate, card, or other instrument. Membership certificates, cards, or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or facsimile thereof.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Except for the election of the members of the Board of Directors by the corporate members as described herein above, all corporate powers shall be vested in and exercised by and under the authority of, and the business affairs of the Corporation shall be managed under, the direction of the Board of Directors. Each Director must be a member of the Corporation. No member may be a Director if said member is a member, director or officer of any other non-government entity or group that is involved in community planning or related activities. The Board of Directors shall consist of seven (7) Directors. Each member of the Board of Directors shall serve a two year term.

Section 2. The seven (7) Directors on the Board of Directors shall be apportioned between large landowner Directors and small landowner Directors based upon the ratio of the total acreage in all of the large landowner parcels as compared to the total acreage in all of the small landowner parcels that are located within the North Olga Community Planning Area. Currently, there are \_\_\_\_\_ acres located within large landowner parcels and there are \_\_\_\_\_ acres located within small landowner parcels in the North Olga Community Planning Area; therefore, \_\_\_\_\_ percent (\_\_\_%) of the total Planning Area acres are in large landowner parcels and \_\_\_\_\_ percent (\_\_\_%) of the total Planning Area acres are in small landowner parcels. Based upon the above percentages of the acreage in large landowner parcels and small landowner parcels, the seven (7) Directors on the Board of Directors should be comprised of \_\_\_\_\_ ( ) large landowner Directors and \_\_\_\_\_ ( ) small landowner Directors at the time of the first election of members to the Board of Directors that occurs subsequent to the adoption of these Amended Bylaws. Notwithstanding anything else contained herein to the contrary, beginning at the time of the first election of members to the Board of Directors that occurs subsequent to the adoption of these Amended Bylaws, the landowner parcel group with the smallest number of members on the Board of Directors (currently the small landowner parcel group) shall have three (3) members on the Board of Directors and the landowner parcel group with the largest number of members on the Board of Directors (currently the large landowner parcel group) shall have four (4) members on the Board of Directors.

Section 3. Beginning on September 1, 2016, and on September 1 every five (5) years thereafter, an evaluation shall be made of the division of the total acreage in the North Olga Community Planning Area between large landowner parcels and small landowner parcels by the Board of Directors no later than October 31. In the event there is a change in the percentage of the total acreage in the large landowner parcels and in the small landowner parcels which results in a change in the ratio of the number of Directors who are large landowner Directors and small landowner Directors, the Board of Directors shall adjust the ratio of large landowner Directors and small landowner Directors on the Board of Directors so that the ratio is in agreement with the percentage of the total acres in the North Olga Community Planning Area that are located in the large landowner parcels and in the small landowner parcels.

Section 4. The current members of the Board of Directors were elected in January of 2011 to a two-year term; therefore, the first official election of new members to the Board of Directors will occur in the annual membership meeting in January of 2013 so that the term of the current Directors will not be prematurely terminated by the adoption of these Amended Bylaws. At the annual membership meeting held in January of 2013, the large landowner members shall elect two (2) large landowner Directors and the small landowner members shall elect two (2) small landowner Directors as the replacements of four (4) of the current Directors. At the annual membership meeting held in January of 2014, the large landowner members shall elect two (2) large landowner Directors and the small landowner members shall elect one (1) small landowner Director to replace the three (3) remaining Directors who did not stand for election in 2013. The current Board of Directors shall determine which Directors will stand for election at the annual membership meeting held in January of 2013 and which Directors will stand for election at the annual membership meeting held in January of 2014. Thereafter, elections shall occur in the annual membership meeting of each calendar year in the same manner so that the four (4) Directors' positions that are up for election in 2013 shall be up for election in every odd numbered calendar year and so that the three (3) Directors' positions that are up for election in 2014 shall be up for election in every even numbered calendar year. In the event the ratio of large landowner Directors to small landowner Directors changes in five (5) years, or thereafter, because of a change in the percentages of the total acreage in large landowner parcels and small landowner parcels as described above, the Board of Directors shall reallocate the membership on the Board of Directors between the large landowner members and the small landowner members accordingly; however, in no instance shall either landowner parcel group of members have less than three (3) members on the Board of Directors and in no event shall either landowner parcel group of members have more than four (4) members on the Board of Directors.

Section 5. On or before October 31 of each calendar year, the Board of Directors, by a simple majority vote of approval, shall nominate candidates for the positions on the Board of Directors that are up for election at the next annual meeting of the corporate members. Only large landowner members can be nominated for large landowner positions on the Board of Directors and only small landowner members can be nominated for small landowner positions on the Board of Directors. In addition, during the last regular Board of Directors meeting held prior

to October 31 of each calendar year, large landowner members can nominate candidates for the large landowner Directors' positions that are up for election and small landowner members can nominate candidates for small landowner Directors' positions that are up for election. Any nominee for a seat on the Board of Directors, in order to stand for election, must have been a corporate member in good standing for at least one (1) year and must meet all of the membership requirements as described by the Board of Directors at the time they are nominated and at the time of their election.

Section 6. Any tie votes in the election of a large landowner Director shall be determined by the remaining large landowner Directors and any tie votes in the election of small landowner Directors shall be determined by the remaining small landowner Director(s).

Section 7. In the event a vacancy occurs on the Board of Directors, if the vacancy is in a large landowner Director's position, the remaining large landowner Directors, by a simple majority vote, shall fill the vacancy and in the event the vacancy is in a small landowner Director's position, the remaining small landowner Director(s), by a simple majority vote, shall fill the vacancy.

Section 8. At the discretion of the President, Director attendance by electronic media at a Board of Directors meeting may be acceptable. A Director who attends a Board of Directors meeting by electronic media can fully participate in the meeting, including participation in the voting on business items brought before the Board of Directors during the meeting.

Section 9. A Director shall hold office until the expiration of his or her term as provided for herein or as provided by law, and until his or her successor has been duly elected and qualified, or until his or her resignation. A Director may resign at any time by giving written notice to the Board of Directors or to an Officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the resignation by an appropriate corporate official as described above. Acceptance of such resignation shall not be necessary to make it effective.



Section 10. The Board of Directors shall exercise such duties and responsibilities as are prescribed by law, by the Articles of Incorporation, by these Bylaws, and by such other rules, regulations, policies and procedures as may be properly adopted by the Board of Directors from time to time. Except where a super majority vote of approval by the Board of Directors is required, all other action shall require a simple majority vote of approval of the Board of Directors present at a properly called Board of Directors meeting at which a quorum is present.

Section 11. No Director shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this Corporation, nor shall any of the Corporation's property or assets be distributed to any Director upon the Corporation's dissolution or winding up.

Section 12. A Directorship in this Corporation is non-transferrable.

## **ARTICLE V OFFICERS OF THE CORPORATION**

Section 1. To be an Officer of the Corporation, an individual must be a member of the Board of Directors. The Officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer can be held simultaneously by the same Director.

Section 2. The Officers of the Corporation shall be elected by the Board of Directors on an annual basis at the first Board of Directors meeting following the annual corporate membership meeting. Vacancies occurring in any Officer position shall be filled by a majority vote of the Board of Directors. Persons thus elected shall serve the balance of the Officer's remaining term. An Officer may be removed by the Directors, with or without cause, upon a positive vote for removal of five (5) Directors present at a proper meeting of the Board of Directors. An Officer shall hold office until the expiration of his or her term as provided for herein or as provided by law, and until his or her successor has been duly elected and qualified or until his or her resignation or removal occurs. An Officer may resign at any time by giving written notice to the Board of Directors or to another Officer of the Corporation. Unless otherwise specified in the

notice, the resignation by an Officer shall take effect upon the receipt of the resignation by an appropriate corporate official as described above. Acceptance of such resignation shall not be necessary to make it effective.

Section 3. The duties of the Officers are as follows:

- a. The duties of the President are:
  1. To act as the Chief Executive Officer and Principal Officer of the Corporation.
  2. To supervise and control all of the business and affairs of the Corporation.
  3. To call and preside at all meetings of the Corporation.
  4. To serve as public spokesperson for the Corporation.
  5. To plan and prepare the agenda for each meeting of the Corporation.
  6. To perform such other duties as are prescribed by law, the Articles of Incorporation, the Bylaws, and as directed by the Board of Directors.
- b. The duties of the Vice-President are:
  1. To perform whatever duties may be delegated by the President.
  2. To act as the Chief Executive Officer and preside over meetings in the absence of the President and to otherwise act as the President in his or her absence.
- c. The duties of the Secretary are:
  1. To cause minutes of all meetings to be taken.
  2. To keep records of the minutes of all meetings.
  3. To keep all other corporate records as required by law or as directed by the President or the Board of Directors.
- d. The duties of the Treasurer are:
  1. To supervise the maintenance of all corporate funds in a depository designated by the Board of Directors.
  2. To keep, or cause to be kept, books of account and records of all financial transactions or other financial matters of the Corporation.
  3. To disburse funds, or cause them to be disbursed, as ordered by the Board of Directors, or their designee, and to present, or cause to be presented to the Board of Directors, an accounting of all financial transactions of the Corporation.

**ARTICLE VI  
MEETINGS**

Section 1. All meetings of the Corporation, including but not limited to, membership meetings, Board of Directors meetings, and Officers meetings, shall satisfy the requirements of the Sunshine Law of the State of Florida, as applicable.

Section 2. A meeting quorum of a meeting of the Board of Directors shall be a simple majority (4 Directors).

Section 3. Robert's Rules of Order may be used as a guide for corporate meetings.

Section 4. The President shall have the discretion and authority to remove anyone from a corporate meeting who is disruptive or unruly or who is otherwise interfering with the completion of the business of the Corporation or who is otherwise interfering with the accomplishment of the purposes of the Corporation.

**ARTICLE VII  
AMENDMENTS**

Any official action by the Board of Directors to amend the Articles of Incorporation or the Bylaws shall require a vote of approval of at least five (5) members of the Board of Directors who are present at the Board of Directors meeting where such matter is being considered.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the Corporation shall commence on January 1 of each calendar year and end on December 31 of each calendar year.

**CERTIFICATION**

The foregoing Amended Bylaws were duly adopted by the Board of Directors at a regularly called meeting on \_\_\_\_\_, 2011.

Secretary

President

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