

## Upper Captiva Civic Association Bylaws

January '93, Amended August '94, October '96, Revised December '00, Amended December '04, Revised October '08, Revised October '12, Revised xx '21

**1 NAME:** The name of the Association shall be the Upper Captiva Civic Association, Inc., referred to in these bylaws as the UCCA and the Association.

### 2 MISSION

**2.1:** To provide a forum in which to address common concerns

**2.2:** To establish goals that enhance the quality of island life

**2.3:** To communicate regularly with island owners

**2.4:** To serve as a conduit to county and state government

### 3 MEMBERSHIP

**3.1:** Membership in the UCCA shall be open to all persons who are interested in the Association and the affairs of the island. They must be at least 18 years old.

**3.2:** Membership is for the calendar year and may be obtained upon payment of the annual dues.

3.2.1-: Each dues payment will convey two memberships at the same mailing address with voting rights for each of the two members. They must be designated on the membership information sheet or website update, which must accompany the dues payment by check or online transaction.

3.2.2: New members that join after 30 September of each year shall receive membership for the remaining period of that first year and the full twelve months thereafter.

**4 DIRECTORS:** There shall be a Board of Directors comprised of nine persons elected from among the UCCA membership. Board members must be property owners of Upper Captiva Island ~~and/or~~ persons whose legal residential address is on island. Officers are elected by the Board from among its nine members.

**4.1:** The Board of Directors shall have full power to determine all rules and regulations and to conduct the business of the UCCA. The sole exception is changing or amending these bylaws, which must be done by a vote of the membership.

**4.2:** The Board of Directors shall be authorized to manage the monetary affairs of the association within the framework of the annual budget. The proposed budget shall be developed during the fourth quarter (October – December), presented to the Board for approval in December/January, drawn up and approved by the Board at every January Board of Director's meeting, and reported to the membership ~~in~~ a timely manner at the January General Membership meeting.

**4.3:** The property and equipment of the UCCA shall be managed at all times by the Board.

**4.4:** The Board of Directors shall hold a meeting shortly before the four yearly general membership meetings ~~unless otherwise decided by the Board.~~ Special meetings of the Board may be called at any time by the President or any two directors. There must be a quorum of a majority of Directors present in the same room and/or on the same video/teleconference system to conduct business or make any decisions for the Association. Meetings may not be conducted by email.

4.4.1: The Communications Secretary shall provide notice of every Board of Directors meeting by postings to the Association website and general membership email, as well as posting of agendas and all meeting documents on the Association website. Any general member may attend a Board of Directors meeting or working group meeting, either in person or via electronic means, with general member participation (questions or comments), as determined by any two members of the board.

4.4.2: The President shall approve the agenda of Quarterly and President-called Special Board of Director Meetings, as well as chair the meeting.

4.4.3: If a Special Board of Director Meeting is called and scheduled by two or more Directors, one of those directors shall be designated to approve the agenda, as well as chair the special meeting.

4.5: All Board decisions that impact the financials of the Association require a formal and announced Board of Directors meeting, whether conducted physically and/or electronically by video teleconference and/or teleconference. The Board shall not conduct a vote by email on any issue that affects the financials of the Association.

4.6: The Board's Recording Secretary shall provide the first draft of minutes within 48 hours of all Board and General Membership meetings to the Board of Directors for timely review that shall then be posted to the Association website within 48 hours of the Board approval.

4.7: The Board's Communications Secretary shall digitally record and post all video/teleconference recordings of Formal Board and General Membership meetings to the Associations website within 7 calendar days of the meeting's conclusion.

## **5 ELECTION OF DIRECTORS**

**5.1:** There shall be nine members of the Board of Directors. Any member who is a property owner or whose legal residence is on island may stand for election to the Board. Three directors shall be voted to office annually to serve three-year terms, the resulting staggered terms to assure continuity on the Board.

**5.2:** Directors are elected in December by majority vote of responding members. The nominating committee, appointed each year by the President, shall present the slate of candidates.

**5.3:** In the event of the resignation, ~~removal~~recall election or death of a board member or members:

5.3.1: The director's resignation email/letter will specify the effective date of the resignation and a general reason for the resignation (no longer a resident, no further interest in serving, etc.)

5.3.2: T~~he~~ President shall notify the Communications Secretary for posting of a notice of the vacancy on the Association website and generate email notifications to the General Membership for any member to nominate candidates for the vacancy within 7 days of the published notice.

5.3.3: The President shall schedule a Special Board Meeting to fill the vacancy and any other pending Association business, and shall direct the Communications Secretary to schedule physical and virtual venues for the conduct of the meeting, publish the approved agenda and meeting documents on the Association website, and provide general membership notice by Association email.

5.3.4: The remaining directors shall appoint a successor(s) ~~to~~that shall serve until thethat year's annual board election, and the successful candidate with the lowest vote total(s) of all nominees shall then

serve the remainder of the unexpired term(s), with the lowest vote count(s) filling the shortest remaining term(s) of office<sup>[B1]</sup>.

5.3.5: If the missing director(s) was an officer, the Board shall elect a successor(s) to the end of the current year-unexpired term(s), except in the case of President, when the Vice President shall assume those duties.

5.3.6: The Board shall conduct any other business announced on the published agenda.

**5.4:** Cause for removal of a director shall include but not be limited to: ~~any action that brings discredit to the membership~~

5.4.1: ~~Nand/or~~ nonattendance at ~~three~~ two (32) consecutive meetings without just cause.

5.4.2: Any general member may request a petition drive to recall any director for any reason:

5.4.2.1: The Communications Secretary (or Presidential Designee if the Communications Secretary is the subject of the recall election) must create an online petition within one week (7 days) and provide notification via website post and email to all General Members on the details of the recall petition and the cutoff date for signatures to be counted.

5.4.2.2: Ten percent (10%) of the General Membership, on the date the recall petition is launched, must electronically sign the petition for a recall election within 30 days.

5.4.2.3: If the recall petition doesn't reach the required 10% of current members electronic signatures within 30 days, the Communications Secretary (or Presidential Designee) will notify the general membership that 10% of the current members did not approve the recall.

5.4.2.4: If the recall petition reaches the required 10% of current members electronic signatures, the Communications Secretary (or Presidential Designee) will initiate an electronic election, open for an additional 30 days.

5.4.2.5: If the recall election doesn't generate a majority of current members in favor of the recall, the director remains on the Board.

5.4.2.6: If the recall election does generate a majority of current members approving the YES to recall, the director is removed and the remaining Board Members appoint a replacement, following the procedures in 5.3.

**6 OFFICERS:** Officers of the UCCA shall be President, Vice President, Recording Secretary, Communications Secretary, and Treasurer. The first duty of the new Board of Directors in January is to elect its officers from among the nine board members.

**6.1:** The ~~president~~ President shall preside over all meetings, appoint members to committees and represent the UCCA in dealings with other entities and organizations unless a substitute is designated.

6.1.1: Preside at all meetings of the UCCA Board of Directors (Board).

6.1.2: Conduct meetings in accordance with the Bylaws and Robert's Rules of Order.

6.1.3: Act on behalf of the UCCA in carrying out the purposes and decisions of the Board in dealings with other entities and organizations unless a substitute is designated.

6.1.4: Appoint members to committees.

6.1.5: Perform such duties as may be assigned by the Board.

6.1.6: Be an ex-officio member of all committees of the Board, with the exception of the Nominating Committee, without power to vote.

**6.2:** The Vice President shall:

6.2.1: Perform all ~~assume the~~ duties and exercise all powers of the President should the latter be absent, incapacitated or otherwise vacate the office.

6.2.2: Perform such other duties as may be prescribed and delegated by the Board.

**6.3:** The Recording Secretary shall:

6.3.1: Publish agendas for each Association meeting.

6.3.2: Record all proceedings of board meetings and general membership meetings.

6.3.3: Keep full and accurate minutes for all meetings of the Board.

~~He/she shall also attend to and communicate to the Board all correspondence to or from the UCCA.~~  
6.3.4: Draft and communicate to the Board first draft minutes within forty-eight (48) hours of each board or general membership meeting.

6.3.5: Keep custody of all official records of the Board.

6.3.6: Attest to the signature of the President on any Board document as required.

**6.4:** The Communications Secretary shall:

6.4.1. Attend to and communicate to the membership and public all correspondence to or from the UCCA, including email, website, blog posts, or other notices.

6.4.2: Perform all duties incident to the office and such other duties as may be required of the Board by the Bylaws.

6.4.3: Maintain general membership information and email subscription list(s).

**6.45:** The Treasurer shall:

6.5.1: Administrate and advise the Board of all financial matters of the Association.

6.5.2: ~~He/she shall~~ open checking and/or savings accounts in any FDIC member bank in Lee County, deposit monies and pay bills as required

6.5.3: ~~and render~~ Render a financial status report to the membership at all general meetings, and at such other times as the Board may determine.

6.5.4: Propose an annual budget at each January meeting.

6.5.5: Keep and maintain adequate and correct accounts of the Board business transactions consistent with applicable fiduciary principles and requirements.

**6.56:** No UCCA officer shall have authority to bind the Association without written approval of the majority of the Board.

**7 MEETINGS:** General membership meetings shall be held four times per year (January, April, July/August and October/November), with additional meetings called, if needed, by the ~~the~~ Board of Directors. Business at all General Membership and Board meetings ~~is-are~~ to be conducted according to Roberts Rules of Order (Revised), supporting members attendance both in-person and via electronic means.

**8 BYLAWS and AMENDMENTS:** The Bylaws shall be the instrument of rules and conduct followed by the Board of Directors, the officers and the members of the UCCA. Changes and amendments to the Bylaws must be approved by the membership by online or mail ballot. A two-thirds majority of the responding membership shall be required to affect changes.

### 9 SPECIAL RULES

**9.1:** The UCCA as a whole shall not endorse any candidate for political office, nor permit the Association's name to be used as an endorsement.

**9.2:** The UCCA membership list shall not be used for any commercial purpose outside the business of the Association itself.

**10 AMENDMENTS:** Upper Captiva Civic Association Bylaws **CONSIDER DELETION SINCE NONE OF THESE ARE WITHIN THE UCCA'S PURVIEW; otherwise add two "goals" for commercial and government vehicles.**

**10.1 Personal Vehicles:** It is the goal that tThe only means of transportation within the ~~planned~~ island area deemed for development ie: all surveyed lots, shall be battery operated golf carts or a similar mechanism. Vehicles for personal use or for recreation shall not be powered by an internal combustion engine. They are prohibited on this planned development community, known as Upper Captiva Island. The Board shall propose standard rules and regulations for owner and renter use of electric golf carts for voluntary adoption by members and owners in Upper Captiva.

**10.2 Commercial Vehicles:** It is the goal that all on-island businesses shall make every effort to convert all of their administrative and service vehicles to battery operated vehicles, recognizing that construction and landscaping equipment will likely continue to be powered by internal combustion engines.

**10.3 Government Vehicles:** : It is the goal that the Fire District and Lee County Sheriff's Office agree to use battery powered vehicles for routine patrols of the island, recognizing that firefighting equipment and ambulances will continue to have internal combustion engines for the foreseeable future.

The original version of the UCCA Bylaws was approved by the membership on January x, 1993. Since that time, there have been several revisions. The table below articulates details about those revisions.

<u>Revision Approval Date</u>	<u>Article Revised</u>	<u>Description of Revision</u>
<u>August xx, 1994</u>		
<u>October xx, 1996</u>		
<u>December xx, 2000</u>		
<u>December xx, 2004</u>		

<u>October xx, 2008</u>		
<u>October xx, 2012</u>		