

# COMMITTEE OF THE ISLANDS, INC. BY-LAWS - 2009 REVISION

## **ARTICLE I - ORGANIZATION**

### Section 1. **Name.**

The name of the organization is Committee of the Islands, Inc. ("the Corporation") which is organized under provisions of Florida statutes as a not-for-profit corporation.

### Section 2. **Purpose.**

The purposes of the Corporation are to develop and promote policies and positions as set forth in the Articles of Incorporation designed to maintain, enhance, and preserve the sanctuary quality of life on the Islands and their unique and natural characteristics.

### Section 3. **Civic Advocacy.**

The aforementioned purpose of the Corporation shall be pursued by actively promoting participation by all in the civic life of the islands and actively advocating policies and promoting positions that further protect, preserve and enhance our community.

## **ARTICLE II - MEMBERSHIP**

### Section 1. **Membership Eligibility.**

Membership in the Corporation shall be open to all who subscribe and support the principles, purpose, and mission of the Corporation and who further qualify by completing a membership application and payment of the annual membership fee. The rights and privileges of all members shall be equal.

### Section 2. **Membership Classes.**

The Board of Directors shall establish membership classifications as it deems advisable.

### Section 3. **Voting Rights.**

Subject to the provisions of this section, all members of the Corporation shall have equal and full-voting rights provided they have paid their annual dues and are in good standing at the time of a vote. Two adults living as a family unit who subscribe for family membership shall each have one vote. Corporate members shall each have one vote.

### Section 4. **Membership Liability.**

No member of the Corporation shall be personally liable for any debts, liabilities, or obligations incurred by the Corporation.

### Section 5. **Membership Fee**

The Board of Directors shall establish an annual membership fee that will be charged and collected on a calendar year cycle. No member will be subject to any assessment.

### Section 6. **Rules Governing Membership**

Membership in the Corporation is non-transferable. Membership shall terminate on the resignation, death of the member, or on the member's failure to pay the annual membership fee. A member whose membership has been terminated may apply for

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reinstatement by completing a new membership application and paying the annual membership fee.

### **ARTICLE III - BOARD OF DIRECTORS**

Section 1. **Powers & Number.**

The business, property, and affairs of the Corporation shall be managed by a Board of Directors who shall be members of the Corporation. The Board shall be composed of no fewer than nine nor more than fifteen Directors and shall always be an uneven number, except when a vacancy occurs pending the filling of the vacancy pursuant to Article III, Section 4.

Section 2. **Election.**

Election of Directors shall be by the membership at the annual Membership Meeting.

Section 3. **Term.**

Directors shall be elected for a term of two years and shall not be eligible to serve more than two consecutive terms. However, after a lapse of service of one year, former Directors will be eligible for re-election.

Section 4. **Vacancies.**

Whenever a vacancy occurs on the Board, whether by death, resignation, or otherwise, the Board shall elect a person to fill the unexpired portion of that term. At the completion of the term, the individual elected to fill the vacancy will then be eligible for election by the membership for two full terms or four additional years of service.

Section 5. **Removal.**

A Director may be removed by a majority vote of the Board of Directors when, in the judgment of the Board, the best interests of the Corporation will be served thereby. Failure to attend three (3) consecutive meetings without a valid reason shall constitute cause for removal.

Section 6. **Former Presidents.**

A former President, whose term on the Board has expired and who is not otherwise eligible for re-election to the Board, may be invited by vote of the Board and approved by the membership at its annual meeting to serve an additional term of one year as a member of the Board of Directors, provided that such person shall not hold any office in the Corporation during such term.

Section 7. **Meetings.**

The regular annual meeting of the Board of Directors shall be held within thirty (30) days after the annual membership meeting, at such time and place as shall be determined by the Board of Directors, for the purpose of electing officers and transacting such other business as may come before the meeting. The Board of Directors may provide for additional regular meetings at such time and place as it may determine and such regular meetings may be held without any further notice. Specials meetings of the Board of Directors may be called by the President, or in the case of his/her absence, death, or disability, by the Vice President, or by petition of five directors. Notice of special meetings of the Board shall be sent to each Director not less than five (5) days before the date of the meeting, or in lieu thereof, telephone notice, or notice by email or

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other means, or personal notice shall be given not less than two days before the date of the meeting. Any Director may waive in writing, or by mail or other means, notice of any meeting and that waiver may be given before or after the meeting. A conference among Directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a Board meeting, if the notice requirements have been met and if the number of Directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. In addition, a conference among Directors by email or other similar means shall constitute a Board meeting, if the notice requirements have been met and if the number of directors participating in this means of communication would be sufficient to constitute a quorum at a meeting, provided that this method may not be used in the case of endorsement of candidates or the adoption of positions on ballot issues.

### **Section 8. Quorum.**

A majority of all the Directors shall constitute a quorum for transacting business at any regular or special meeting of the Board of Directors. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors, except in the case of the endorsement of candidates, or the adoption of positions on ballot issues, when the provisions of Article VI, Section 3 of these By-Laws shall govern.

### **Section 9. Action in Writing Without a Meeting.**

No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action, and such written consent or consents is/are filed with the Minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors.

### **Section 10. Personal Liability.**

The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

### **Section 11. Nomination by Petition.**

A person may be nominated as a candidate for election to the Board of Directors by a written petition signed by not less than twenty per cent of the voting members of the Corporation who are in good standing at the time said petition is submitted to the Nomination Committee. Each such petition must be delivered to the Nominating Committee not less than ten (10) days prior to the regular February meeting of the Board of Directors and if found to be sufficient by the Nominating Committee, the name of each person so nominated shall be submitted to the Board of Directors at its February meeting, as a candidate for election by the voting members of the Corporation at the Annual Meeting the following month. The decision of the Nominating Committee as to sufficiency of any such petition shall be final.

### **Section 12. Exclusive Methods of Nomination.**

Except for persons selected by the Board of Directors to fill vacancies as expressly provided in these bylaws, only persons who are nominated in accordance with the express provisions of these By-laws shall be eligible for election to the Board of Directors.

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## ARTICLE IV - OFFICERS

### Section 1. Designation of Officers.

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### Section 2. Election and Term of Office.

The officers of this Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

### Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the Corporation would be best served. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

### Section 4. President.

The President shall be the chief executive officer of the Corporation and shall exercise general supervision and control over all activities of the Corporation.

The President:

- (a) shall preside at all meetings of members and of Directors;
- (b) may sign, with the Secretary or another officer, duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments of execution which have been authorized by the Board of Directors, except in cases where the signing and execution of such instruments has been expressly delegated to the Board of Directors by these By-laws, or to some other officer or agent of the Corporation by law; and
- (c) shall perform all other duties generally incidental to the office of President and such other duties as may be prescribed by the Board of Directors.

### Section 5. Vice-President.

In the absence of the President or in the event of the President's inability or refusal to act as authorized under these By-Laws, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall perform such additional duties as may, from time to time, be assigned by the President or by the Board of Directors.

### Section 6. Treasurer.

The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation;

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- (b) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board of Directors;
- (c) receive and give receipts for moneys due and payable to the Corporation from any source and deposit all such moneys in the name of the Corporation in such banks, trust companies, or to other depositories as shall be selected by the Board of Directors; and
- (d) perform all duties generally incidental to the office of Treasurer and such other duties as may, from time to time, be assigned to the Treasurer by the President or the Board of Directors.

### **Section 7. Secretary.**

The Secretary shall:

- (a) keep the minutes of meetings of members and of the Board of Directors in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these By-laws or as required by law;
- (c) be custodian of the Corporate records and of the seal of the Corporation;
- (d) keep a membership book containing the names and addresses of all members and Directors of the Corporation;
- (e) perform all duties incidental to the office of the Secretary and such other duties as may, from time to time, be assigned to the Secretary by the President or the Board of Directors; and
- (f) prepare a list of members entitled to vote, which list shall be available and subject to the inspection of any member at any Directors' or members' meeting as well as for a period of ten (10) days prior to the annual membership meeting.

### **Section 8. Conflict of Interest.**

Members of the Board of Directors shall excuse themselves from voting on issues in which they have a financial or otherwise conflicting interest. The same policy of disengagement shall govern when candidates for public office are considered if such candidates are related in any manner to a member of the Board. Members of the Board who have such conflicts of interest shall have an opportunity to voice their views on such issues before abstaining from voting on these matters.

## **ARTICLE V - COMMITTEES**

### **Section 1. Executive Committee.**

The Board of Directors, by resolution adopted by an affirmative vote of a majority of the Board, may designate from its members an Executive Committee, such committee to consist of three or more directors and to have such powers and authority as may be provided in such resolution, provided, however, that the Executive Committee shall not have power to endorse candidates for public office or to take positions on ballot issues.

### **Section 2. Nominating Committee.**

The Board of Directors shall appoint a Nominating Committee not later than January 1 each year, composed of no fewer than five members or more than seven, two of whom shall be non-Board members of the Corporation, to propose candidates to replace those Directors whose terms are expiring. The Committee shall select and subsequently present its nominees to the Board for its approval and submission to the

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membership at the Annual Meeting. Nominees shall be members in good standing of the Corporation at the time of nomination and have consented in writing to serve on the Board.

### **Section 3. Audit.**

The Board shall appoint a committee which shall audit the accounts of the Corporation annually.

### **Section 4. Standing Committees.**

In addition to the Executive Committee and Nominating Committee, the Board shall establish standing committees to address the following functions: City Governance, Environment, Community Outreach, Nominations and Endorsements (for public office), Land Use Planning, Island Congestion, and Membership. The Board may establish other standing committees and/or disband any committee at its discretion, with the exception of the Executive and Nominating Committees.

### **Section 5. Organization of Committees.**

The President shall appoint the chairperson of all committees for a term of one year. The chairpersons of such committees shall select members of the Corporation to serve on such committees. Members of all Corporation committees shall be appointed for a term of one year but may be reappointed for additional terms at the discretion of that committee's chairperson. Chairpersons shall strive to appoint, when practicable, and maintain an equal number of non-Board members to Board members on all Corporation committees.

### **Section 6. Committee's Plan of Action.**

Within sixty (60) days of being established or re-convened, each committee shall prepare and submit to the Board for its review and approval:

- (a.) a list of its members,
- (b.) a statement of work,
- (c.) a description of its goals and objectives, and
- (d.) a schedule for completion of its tasks.

Chairpersons of all committees shall be responsible for periodically reporting to the Board on its activities.

### **Section 7. Authority of Committees.**

Actions and decisions of all committees of the Corporation shall be advisory subject to review and approval by the Board. No committee shall have authority to speak for the Corporation unless specifically authorized by the President and/or the Board of Directors. All members of committees shall be entitled to vote on matters before the committee.

## **ARTICLE VI - PROGRAM**

### **Section 1. Selecting Issues.**

The Board of Directors shall be responsible for reviewing and selecting issues to be studied and pursued. The appropriate committee of the Corporation shall provide input in determining which issues to pursue, with due consideration given, to the views of the membership. Issues determined as appropriate for action shall be selected by the Board of Directors.

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### Section 2. **The organization shall engage in those actions that are deemed to further the mission of the Corporation and shall include among other issues:**

- (a) Endorse, support, or oppose:
  - (1) candidates for public office and
  - (2) ballot issues,
- (b) Recommend to any governmental body Corporate positions and policies,
- (c) Encourage the general public to support policies and/or positions advocated by the Corporation.

### Section 3. **Endorsements.**

If the Corporation determines to endorse or oppose candidates or ballot issues, it shall, to the extent practicable, take into consideration the views expressed by its members. Decisions to endorse or oppose a candidate for public office or a ballot issue shall be made by the Board of Directors at a Board meeting and require a vote of two-thirds of the members of the Board for approval.

## **ARTICLE VII - MEETINGS**

### Section 1. **Annual Meeting.**

The annual membership meetings of the Corporation shall be held during the month of March at such time and place as the Board shall designate.

### Section 2. **Notification of Meetings.**

Written notification of the Annual Meeting shall be mailed, together with a proxy, to each member of the Corporation at his or her address on file with the Corporation, not less than 20 days prior to the date of the meeting. The notice shall include an agenda for the meeting that lists the nominees for the Board of Directors and to the extent known by the Board at the time of the notice, the issues to be voted on, and any other matters to be discussed at the meeting.

### Section 3. **Participation in Meetings of the Board.**

Notification of the annual meetings shall be announced on the Corporation's web-site. Notification of all meetings of the Board of Directors also shall be listed on the Corporation's web-site. Except for meetings in executive-session when sensitive matters are to be discussed, members of the Corporation shall be free to attend all Board meetings and, at the invitation of the Board, participate in the deliberations of the Board. However, only members of the Board of Directors shall be entitled to vote and set Corporation policy.

### Section 4. **Membership Meeting Quorum.**

The members present in person or proxy shall constitute a quorum at any meeting of the membership of the Corporation. A majority vote of such members so present shall constitute a sufficient vote for the transaction of all business.

### Section 5. **Special Membership Meetings.**

Special meetings of the membership may be called by the President, by written request of five (5) Directors or by written request of fifteen (15) members of the Corporation. At least ten (10) days written notice stating the time, place, and purpose of the special meeting shall be given to each member at his or her address on file with the Corporation.

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### Section 6. **Publication of Minutes.**

Should the Board decide to publish minutes of its meetings on the Committee of the Islands website, the regular minutes approved by the Board will be sufficient.

### Section 7. **Roberts Rules of Order.**

The proceedings at all meetings of the Board of Directors and Membership shall be governed by Roberts Rules of Order, Newly Revised, except in those cases where such Rules are inconsistent with these By-Laws of the Corporation.

## **ARTICLE VIII - MISCELLANEOUS PROVISIONS**

### Section 1. **Fiscal Year.**

The fiscal year of the Corporation shall commence on April 1 of each year and end on March 31 of the following year.

### Section 2. **Bond.**

If so requested by the Board of Directors, the officers shall give bond in such amount as specified by the Board, and the Corporation shall pay the premium on such bond.

### Section 3. **Amendments to the By-laws**

These By-laws may be altered, amended, modified or repealed through the following procedure:

- (a) A majority of the Board of Directors must vote in favor of the proposed changes or revisions.
- (b) The proposed changes must be mailed to the membership, together with a proxy and notice of a membership meeting, at least ten (10) days before the date of the meeting.
- (c) A majority of those members present at the meeting, either in person or by proxy, must vote in favor of the proposed changes.