

**FORT MYERS VILLAS EDUCATIONAL, LITERARY AND CHARITABLE INSTITUTION, INC.,
doing business as
FORT MYERS VILLAS CIVIC ASSOCIATION**

CONSTITUTION AND BYLAWS

ARTICLE I PREAMBLE

SECTION I The name of this corporation shall be the Fort Myers Villas Educational, Literary and Charitable Institution, Inc., doing business as Fort Myers Villas Civic Association, henceforth referred to in this document as the "Corporation".

SECTION II The Corporation address is 2316 Sunrise Blvd., Fort Myers, Florida 33907, which is located in the Fort Myers Villas, Lee County, Florida. This area is bounded by the Easterly boundary of the lots on the East side of Fordham Street on the East; the Southerly boundary of the lots along the South side of La Salle Avenue to the Southerly boundary of the lots along the South end of Geneva Street including all of Undivided Lot C and across the Drainage Right-of-Way then northerly along the West Boundary of said Drainage Right-of-Way to the Southerly boundary of the lots along the South side of Jasper Avenue extending said boundary line to the Easterly Right-of-Way of U.S. Highway 41 (Cleveland Avenue) on the South; the Easterly Right-of-Way of U.S. Highway 41 (Cleveland Avenue) on the West; the Southerly Right-of-Way of Crystal Drive on the North.

ARTICLE II PURPOSE

SECTION I The Corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

SECTION II The purpose of the Corporation is to secure the benefits of and foster the educational, literary and recreational development of the real estate owners and residents of the subdivisions collectively known as the Fort Myers Villas and to unite the residents for the purpose of planning and working together for the betterment of the community, to maintain the community buildings and monuments, to lessen the burden of the government, lessen neighborhood tensions, and combat community deterioration and juvenile delinquency.

ARTICLE III MEMBERSHIP & VOTING RIGHTS

SECTION I The Corporation shall have two classes of membership, both of which are voluntary. General Membership will be limited to adults who are owners in their own right, or in common with others, of at least one entire build-able lot in one of the several subdivisions within the boundaries stated in Article I Section II of these Bylaws, collectively known as the Fort Myers Villas, located in Lee County, Florida, and have paid their dues to the Corporation for the current year.

Associate Members are defined as current residents (non owners), or former members who have moved from the area and kept their dues current, with no lapse of dues for any year while not a resident.

SECTION II Each General Member shall be entitled to one vote, except that when there are multiple owners of one build-able lot, there will be only one vote for that lot. Owners of more than one build-able lot, with each lot having its own separate mailing address, may have a vote for each qualifying lot for which said owner has paid dues for the current year. No build-able lot may have more than one vote, regardless of having more than one membership per household. Associate Members have no voting privilege.

SECTION III General Membership voting rights may be transferred to an Associate Member who is an immediate family member living on the property for which the General Member's voting rights exist. Both the General Member and Associate Member must be current on membership dues. The transfer of said rights may be revoked at any time by the General Member, and is automatically terminated immediately upon the sale of said property.

SECTION IV The Board of Directors may in its discretion issue a membership card or certificate to members of the Corporation.

ARTICLE IV **DUES**

SECTION I Annual dues shall be the amount suggested and approved by the majority of Board of Directors and subsequently approved by a majority vote of the General Membership at a regularly scheduled meeting.

SECTION II Annual dues shall cover one calendar year (January 1 - December 31).

ARTICLE V **GENERAL MEMBERSHIP MEETING**

SECTION I Regular meetings of the General Membership shall be held every third Thursday of the month at 7:00 pm in the Civic Association Building, unless changed as to the time and/or place by the Board of Directors. Notice of a change to the time and/or place of said meeting must be made at minimum of two (2) days, but preferably a week prior to the meeting. Notice to be given as stipulated in membership documents.

SECTION II A special meeting may be called by the President or, in his/her absence, by the Vice-President, or by a majority of the Board of Directors as it may deem reasonable and proper. Notice of said meeting must be made at minimum of two (2) days, but preferably a week prior to the meeting. Notice to be given as stipulated in membership documents.

SECTION III The method of voting by the members shall be as directed by the President or the Chairperson of the meeting, except when a secret ballot may be required or requested by a majority of the General Membership present.

SECTION IV A quorum for the transaction of business at any meeting shall consist of not less than Ten (10) General Members.

ARTICLE VI **GOVERNING BODY OF THE CORPORATION**

SECTION I The governing body of the Corporation shall be the Board of Directors. All members of the board must be General Members of the Corporation in good standing (defined as having paid dues for the current year and not being subject to any form of disciplinary action as decided by majority vote of the General Membership of the Corporation).

SECTION II The board will consist of Eight (8) members, each of whom shall be elected or otherwise appointed and sworn in by the President. Each elected Director shall serve in this capacity for two (2) years. Directors appointed to fill vacancies on the Board shall serve until the next annual election of Directors, per Florida Statutes 617.0809. The Directors will serve in staggered terms, four (4) Directors are to be elected in the even numbered years, the other four (4) in the odd number years. Directors shall be elected each year to replace the directors whose term is coming to conclusion, or appointed to fill a vacancy. A Director whose term is to conclude may seek to be re-elected.

SECTION III Immediately following the annual election of Directors, or at the next Board Meeting the Directors will elect from amongst themselves the Officers who will fill the positions of President, Vice-President, Secretary, and Treasurer. The Officers will be elected to serve in this capacity for one calendar year (January 1 - December 31).

SECTION IV The immediate Past-President shall be an ex-officio member of the Board of Directors, with a voice therein and a right to vote only in the event of a tie of the Board of Directors. The Past-President shall serve in this capacity for One (1) year.

SECTION V Standing Committee Chairpersons may attend Board meetings with a voice therein, but no voting rights.

SECTION VI Vacancies on the Board of Directors will be filled by a majority vote of the Board at a regularly scheduled Board meeting.

SECTION VII Any Officer or Director may be removed from office as stated in Florida State Statute Chapter 617.0808.

SECTION VIII A quorum for a meeting of the Board of Directors shall be a simple majority of Board Members, but not less than Four (4).

ARTICLE VII NOMINATIONS AND ELECTIONS

SECTION I In the September general meeting of each year, the board of Directors shall appoint a Four (4) member nominating committee of General Members to compile a slate of nominees for the Directors whose terms are concluding. Nominees must be General Members in their own right in good standing and will have agreed to serve, if elected. This committee is to be of service to the General Membership.

SECTION II The nominating committee shall submit their slate of nominees to the President in the October Board meeting. The committee chairperson shall then present the names of all the nominees to the membership and introduce those who are present at the October General Membership meeting. Other nominations may be made from the floor in both the October and November General Membership meetings. In the November General Membership meeting the final slate of nominees shall be announced to the Members. The nominees shall each be given a chance to speak. The election shall then be conducted by secret paper ballot and the results shall be immediately publicly tallied and accepted by the Membership via a motion and majority vote of the General Membership.

SECTION III Formal installation of Directors shall be conducted in the December General Members meeting, with their term starting January 1.

ARTICLE VIII BOARD OF DIRECTORS - MEETINGS AND DUTIES

SECTION I The monthly meeting of the Board of Directors shall be held every second Monday of the month at 6:30 pm in the Civic Association Building, unless changed as to the time and/or place by a majority of the Board.

SECTION II Special meetings of the Board may be held from time to time as a majority of the Directors may designate or they may be called by the President. Proper notice of time and place of the meeting to all Directors is required at least two (2) days prior to said meeting.

SECTION III Any absence of a Director from three (3) consecutive meetings without justifiable reason shall be interpreted to mean that he/she is no longer interested in fulfilling the responsibility thereof and that Director shall be released from further duty.

ARTICLE IX OFFICERS - DUTIES

SECTION I The President or the Vice-President shall preside at all Directors and Members meetings. The President shall have general supervision over the affairs of the Corporation and over other Officers and Directors, and shall appoint chairpersons of standing and special committees. The President shall have control over all administration passwords for programs, apps, social media accounts, etc upon taking the office of President. Upon the next Board of Directors meeting the President will grant access to those Officers and/or Directors he/she deems necessary to fulfill the duties of each office held. One of the duties of the President is to prepare a budget for the fiscal year with the Officers of the Board as members of this budget committee. He/she shall perform all other duties relative to this office.

SECTION II The duty of the Vice-President is to take the place of the President when not available to conduct the business of the Corporation and shall perform all other duties relative to this office.

SECTION III The Secretary shall attend and keep minutes of all Board and General Members Meetings. He/she shall have charge of all corporate books, records, files (electronic and/or hard copy) and papers (with the exception of the financial books/programs, which will be held by the Treasurer) and shall perform all duties relative to this office. In the case of absence or disability of the Secretary, duties shall be performed by the Secretary Pro-tem to be appointed by the President.

SECTION IV The Treasurer shall have custody of all money and securities of the Corporation. He/she shall have charge of all financial books/programs, and shall submit them together with all vouchers, receipts, records and reports, along with other papers to the Directors for their examination and approval as often as they may require or desire. All other duties shall be performed as are relative to this office. In case of absence or disability of the Treasurer, duties shall be performed by a Treasurer Pro-tem to be appointed by the President.

ARTICLE X **FINANCIAL PROVISIONS**

SECTION I The funds of the Corporation shall be deposited as directed by the Board of Directors.

SECTION II The President and/or the Treasurer shall sign all checks, with a requirement of two (2) signatures on all Corporation checks. There shall be a minimum of three(3) Officers authorized to sign Corporation Checks.

SECTION III The Treasurer may be bonded by such sum as the Board of Directors stipulates, the Corporation bearing the cost of such action.

SECTION IV All non-recurring expenditures over \$50.00 shall be pre-approved by the President. All expenditures over \$200.00 must be pre-approved by the Board of Directors and General Membership, except for emergency expenditures that pertain to the building or property. Expenditures of any funds acquired by the Corporation including Designated Funds must meet these requirements.

SECTION V No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE XI **LIMITATIONS AND RESTRICTIONS ON USAGE OF THE CORPORATION FACILITIES**

SECTION I The Board of Directors may allow use of the Civic Association Building, equipment and/or grounds with the amount of the fees to be determined by said Board.

SECTION II The Board of Directors may authorize usage of the Civic Association Building, equipment and/or grounds without payment of building use fee only to those groups or individuals whose activities are non-profit, non-political, and are educational, literary, charitable, or recreational in nature.

ARTICLE XII **PROHIBITION OF ALCOHOL AND NARCOTICS**

SECTION I No narcotics shall be permitted in the Civic Association Building or on the grounds at any time. Alcoholic beverages shall be permitted on a per event basis with prior Board of Directors approval.

ARTICLE XIII PARLIAMENTARY PROCEDURE

SECTION I This Constitution and Bylaws of the Corporation may be amended, rescinded, and/or additions may be made hereto by a majority vote of the Members at any regular General Members Meeting after such intention has been announced to the Members, including the wording and intent of any such changes, at a previous General Members Meeting.

SECTION II *Roberts' Rules of Order*, shall be the parliamentary authority of this Corporation, except for the parliamentary action set forth in this document.

This Constitution and Bylaws of the Fort Myers Villas Educational, Literary and Charitable Institution, Inc., when adopted by the majority vote of the Members in attendance, shall supersede all previous Bylaws.

Adopted by the Members in the General Members Meeting held on October 15, 2020

Signatures:

Revision Chairperson 
President 
Secretary 