

Bylaws

Northwest Cape Coral Neighborhood Association, Inc.^{2a}

Revised On: 11/14/2019

PREAMBLE

It is an accepted premise that the northwest neighborhoods of Cape Coral, bordered on the west by a pristine, environmentally important State Preserve park, and; encompassing an extensive, fully navigable, interconnected, Gulf access waterway system and, in addition; encompassing the major City golf course, offers the promise of evolving into a uniquely diverse and attractive residential community. To achieve this goal will require the continued progressive and effective leadership of city government working cooperatively and in partnership with neighborhood homeowners and residents.

Article I^{2b}: Name of Organization

The name of this non-profit neighborhood organization shall be the Northwest Cape Coral Neighborhood Association, Inc. [hereinafter referred to as: NWNA or Association].

Article II: Goals and Purpose

The NWNA^{2c} exists to maintain and enhance the general good and welfare of the residents/homeowners/property owners of the neighborhood, as hereinafter defined, by providing a forum for community interaction in a variety of ways including, but not limited to the following:

- II.1** To promote programs/activities that are directed at maintaining/increasing property values.
- II.2** To provide an open forum for the free discussion of issues that are important to and affect the neighborhood.
- II.3** To support the existing favorable land use and zoning designations.
- II.4** To serve as the liaison between the Association and governmental agencies.
- II.5** To promote and encourage the safety, beautification and general quality of life throughout the neighborhood.
- II.6** To encourage, promote and facilitate social interaction and promote community welfare.

Article III:^{25,26} Boundary/Geographic Area

The boundaries of the Association are defined by that area within the City limits of Cape Coral extending north from the north side of Pine Island Road as the southern limit and west from the west side of Santa Barbara Boulevard as the eastern limit.

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Article IV: Membership and Dues

IV.1 Membership in the Association is open to the following:

IV.1.1 General membership is open to all residents/homeowners/property owners living within the Association boundaries who pay dues either per household or individually.

IV.1.2 Membership in the Association shall be available without regard to race, color, creed, or national origin.

IV.1.3 Full year memberships run from January 1 to December 31.

IV.1.4 Honorary membership.

IV.1.4.1 Honorary membership can be extended, by election of the Association membership, to persons representing the Association in an official capacity and/or contributing in a special way to the Association, that is, certain city, county or other governmental officials.

IV.1.4.2 The election of honorary members shall be by the affirmative vote of the majority of the quorum.

IV.1.4.3¹ Honorary members may not hold Association office nor have the right to vote on Association business matters.

IV.2 Membership Responsibilities:

IV.2.1 Accept the Goals and Purpose of the Association.

IV.2.2 Support the Association through attendance at meetings, service on committees, and acceptance of leadership responsibilities whenever feasible.

IV.2.3 Pay established membership dues.

IV.3 Membership dues

IV.3.1^{3a, 8, 9} Membership dues are established in the amount of \$15.00 annually (January 1 to December 31). Renewal memberships are payable on January 1 through March 1 to be a member in good standing. Members in arrears after March 1 shall not be a member in good standing and will lose all membership benefits including, but not limited to, voting, holding office and being a member of a committee. Upon payment of dues in arrears, good standing membership will be restored.

IV.3.1.1^{3b, 5} Dues collected after November 1 shall apply to the following calendar year.

IV.3.1.2²³ Dues for first time members collected September 1 through December 31 of the calendar year shall apply to the following calendar year.

IV.3.2 The amount of annual membership dues may be changed by the affirmative vote of the majority of the quorum at any General Meeting of the Association.

IV.3.3 Dues shall not be refundable at any time.

IV.3.4 Special assessments may be required from time to time to pay for unusual, unexpected or extraordinary expenses. Such special assessments must be

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approved by the affirmative vote of the majority of a quorum voting at any General Meeting of the Association.

IV.3.5 Dues payment should be made by either check or money order whenever possible.

Article V: Voting

V.1 Voting must be done in person at any meeting of the Association.

V.2 No voting by proxy will be permitted.

V.3 Each household or membership will be allowed to cast a maximum of one vote.

V.4 A quorum shall be necessary for a vote to be official and binding. A quorum shall be constituted with ten percent of the active members present.

V.5 Except as otherwise noted in the Bylaws, an affirmative vote of the majority of the quorum present and voting at any General Meeting of the Association or at any committee meeting will be binding on the Association or the committee.

V.6 The presiding officer will determine the manner in which a vote is taken; either by voice, a show of hands or by secret ballot.

V.7 The rules contained in Robert's Rules of Order, Revised, shall govern the association in all votes taken for which they are applicable and not in conflict with these Bylaws.

Article VI: Officers

VI.1 The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer. All officers must be members of the Association.

VI.2 Officers shall be nominated by a Nominating Committee and/or by nomination from the floor at the Annual Meeting of the Association. Officer elections shall be the first order of business at the Annual Meeting.

VI.3 The officers will be elected to serve for a period of one year from January 1 to December 31

VI.4²⁶ Each officer may serve no more than two successive terms in a particular office unless there are no nominees as successors.

VI.4.1¹⁷ In the event of an Officer vacancy, the Board of Directors may appoint a replacement.

VI.5 Officer Responsibilities:

VI.5.1¹⁰ The President shall prepare the agenda for and preside at all General Meetings of the Association; shall conduct the day to day affairs of the Association and such matters as directed by The Board of Directors; shall serve as the Chair of the Board of Directors; and shall serve as general spokesman for the Association. In addition, the President is responsible to see that other officers, committee chairpersons and committees act consistent with the wishes and authority delegated by the membership, and, is an ex-officio member of every Standing Committee and Ad Hoc Committee. The President shall also provide

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notification to the membership, as required herein, of all General Meetings of the Association.

VI.5.1.1¹⁸ The President, with the approval of the Board of Directors, will appoint the Nominations Committee, consisting of at least one member of the Board of Directors. This committee shall be formed at least thirty days prior to the Annual Meeting.

VI.5.2¹¹ The Vice-President shall act in the absence of the President and shall assist the President in the execution of the Association's business and is an ex-officio member of every Standing and Ad Hoc committee. In the case of the permanent vacancy of the office of President, the Vice-President shall automatically become President serving the un-expired term. The Vice-President shall also serve as the Parliamentarian.

VI.5.2.1 The Parliamentarian is responsible to see that every General Meeting of the Association is conducted as stipulated and provided in Robert's Rules of Order, Revised except when in conflict with these Bylaws.

VI.5.2.2 The Parliamentarian is responsible for maintaining direction and decorum during all General Meetings of the Association including Board of Directors Meetings, while assuring that all members who wish to speak have a full opportunity to do so.

VI.5.2.3 The Parliamentarian, in conjunction with the President, shall be responsible for interpreting the Association Bylaws.

VI.5.3⁶ The Secretary will keep permanent records of the minutes of all Association meetings, correspondence, and other Association records, property and archives; provide and coordinate meeting and other Association event notices; maintain a register of all meeting attendees; is responsible for recording all amendments to the Bylaws; and, exercises the duties of the President when so delegated by the President when the President and Vice-President are unavailable; is also ex-officio member of the Newsletter/Communications Committee.

VI.5.4⁷ The Treasurer shall be responsible for the collection and disbursement of Association monies; maintain the financial records, keeping an accurate record of receipts and expenditures; maintain the membership roster; prepare financial reports as required including an annual report to the membership at the Annual Meeting. In addition, the Treasurer will be called upon from time to time to report the financial status of the Association to the Board of Directors. The Treasurer shall draw all warrants for money spent by the Association, presenting same to the President for countersignature; and, exercises the duties of the President when so delegated by the President when the President, Vice-President and Secretary are unavailable.

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Article VII: Board of Directors

VII.1^{12,24} The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President and at-large members represented by the Chairperson of each of the Standing Committees.

VII.1.1 Responsibilities of the Board of Directors

VII.1.1.1 The Board of Directors shall have the power to conduct business and manage the affairs of the Association on behalf of the membership between Annual and Regular meetings of the Association.

VII.1.1.2 To form Ad Hoc Committees and to delegate to them such authority as deemed necessary to meet their objectives.

VII.1.1.3¹³ The Board of Directors shall determine a tentative schedule of meetings of the Board of Directors, as to frequency and location for the coming operating year; such information is then to be conveyed to the full membership in an appropriate and timely manner. The President shall provide notice to each Board member two weeks prior to each subsequent scheduled Board meeting. Any Director, with the approval of an officer and one at large Director, upon 72 hours notice to all other Directors, may call a special meeting of the Board.

VII.1.1.4 To fill vacancies on the Board of Directors (other than the Chairpersons of the Standing Committees) by the appointment of a replacement Association member; such appointment shall be valid for the remaining term of the office.

VII.1.1.5 A quorum of the Board of Directors shall consist of a majority of the Board.

VII.1.1.6 An affirmative vote of the majority of the eligible quorum present and voting shall be binding on the Board.

VII.1.1.7 Any member of the Association may attend a Board of Directors Meeting, but shall not have the right to vote on any business before the Board.

VII.1.1.8 To set rules as required for the conduct of the duties of the Board of Directors.

Article VIII: Meetings

There shall be available three types of General Meetings, open to the full membership, at which the principal business of the Association is to be transacted, as follows:

VIII.1^{4, 19} At least three meetings will be scheduled during the year. These meetings will be convened to consider the normal business before the Association and to provide for the free and open dialogue amongst the membership.

VIII.2¹⁴ One Annual Meeting will be conducted each year during either November or December. During this meeting the Officers of the Association will be nominated and

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elected. Upon completion of annual elections; the regular business of the Association is to be completed.

Article VIII.2.1 Notification of the date, time and location of the Annual Meeting must be provided to the Association membership in writing (Association newsletter and/or other form of written communiqué) at least thirty days prior to the Annual Meeting.

VIII.3 It may be necessary from time to time for the membership to convene at a Special Meeting to consider a suddenly emergent problem or issue. Special Meetings can only be approved by a majority vote of the Board of Directors.

VIII.3.1 Any member of the Association may request of any member of the Board of Directors that a Special Meeting be scheduled. This request must be accompanied with reasons supporting and justifying such meeting.

VIII.3.2 The membership must be provided with as much advance notice (by written communiqué, email, telephone or other expedient means as required) as reasonable and practical, including time and location, whenever a Special Meeting is scheduled.

Article VIII.4 The phrase, General Meeting, as herein used is intended to mean an Annual Meeting, a Regular Meeting or a Special Meeting.

Article VIII.4.1 The President shall provide the membership with the timely notification of every General Meeting of the Association, including date, time and location, as follows:

Annual Meeting: 30 days advance notice.

Regular Meeting: 30 days advance notice.

Special Meeting: provide as much notice as reasonable and possible.

Article IX: Committees

The conduct of the work and activity of the Association will be principally accomplished through the Committees: Standing, Ad Hoc and Nominating Committee.

IX.1¹⁵ Standing Committees shall be as follows:

IX.1.1 Additional Standing Committees may be established or dissolved by the affirmative vote of a majority of a quorum at any General Meeting of the Association.

IX.1.2 Membership of each Standing Committee will be secured through volunteers from the Association membership at large. It is believed that this method will best match the talents and interests of the membership with the work to be done by the individual Standing Committees. Should it be necessary, the President shall assign membership to Standing Committees.

IX.1.3 The specific responsibilities of the Standing Committees will be established and assigned by the President in consultation with the Board of Directors.

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IX.2 Ad Hoc Committees will be expressly appointed to work on emergency issues of concern to the Association or to accomplish objectives that are short term (less than one year) in nature. Need shall be determined by the Board of Directors.

IX.2.1 The President in consultation with the Board of Directors shall select the Chairperson of an Ad Hoc Committee and the make-up of the committee.

IX.2.2 Any member of the Association may serve on an Ad Hoc Committee.

IX.2.3¹⁶ The President in consultation with the Board of Directors will establish the specific responsibilities of an Ad Hoc Committee.

IX.3²⁰ The President shall establish a Nominating Committee.

IX.3.1²¹ The Nominating Committee is charged with the responsibility of submitting the name of one candidate for each office at least thirty days prior to the Annual Meeting elections, if applicable. The consent of each candidate must be obtained before his/her name is placed in nomination.

Article IX.3.1.1²² It is the responsibility of the Chairperson of the Nominating Committee to provide notification in writing (Association newsletter or other written form of communiqué) to the membership of the slate of candidates selected by the Nominating Committee.

Article IX.3.1.2 Any member may nominate any eligible Association member for any office at any time prior to the start of officer elections at the Annual Meeting. However, it is required that the nomination only be made with the prior consent of the nominee.

IX.4 With the exception of the Nominating Committee, the Chairperson of any Committee shall present plans for all contemplated or anticipated work or activity, including newsletters or bulletins, to the President for review/approval, prior to taking action.

Article X: General Provisions

X.1 The operating year of the Association will run from January 1 to December 31 and will coincide with the term of office of the newly elected officers.

X.2 The fiscal year of the Association will run from January 1 to December 31.

Article XI: Bylaws and Amendments

XI.1 These Bylaws were adopted by the affirmative vote of two thirds of the quorum at a Regular Meeting of the Association on February 18, 2004.

XI.2 These Bylaws may be amended by the affirmative vote of two thirds of the quorum at any General Meeting of the Association. Notification of the proposed Amendment must be made in writing (Association newsletter or other form of written communiqué) and provided to the membership for their review/consideration a minimum of two weeks prior to the meeting at which the proposed amendment is to be discussed and voted on.

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Article XII: Dissolution

XII.1 Upon dissolution of the Association no member shall have any right to any of the assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt purpose.

XII.2 In the event of the dissolution of the Association, the assets of the Association, after payment of all debts, will be distributed to an organization, selected by the Board of Directors, that is tax exempt under the provisions of Section 501(c)(4) of the Internal Revenue Code.