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**BYLAWS
OF
LEHIGH ACRES COMMUNITY PLANNING CORPORATION**

ARTICLE 1 - NAME AND OFFICE LOCATION

- 1.1. **Name.** The name of this corporation is the Lehigh Acres Community Planning Corporation, Inc. (hereinafter referred to as LACPC).
- 1.2. **Seal.** **The seal of the** LACPC shall be circular in form and shall bear on its outer edge the words Lehigh Acres Community Planning Corporation, Inc. ~~and in the center the words and figures Corporation Not For Profit 2004 Florida.~~****** The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

****** Because of the issues the articles of incorporation of the LACPC should be changed at this time and resubmitted to the State of Florida.

- 1.3. **Offices.** The registered office of the LACPC shall be at such location in the State of Florida as may be appointed by the Board of Directors. The LACPC also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the LACPC may require.

ARTICLE 2- PURPOSES AND POWERS

2. **Purpose.** LACPC exists and operates for the purposes described in its Articles of Incorporation.
 - 2.1. The LACPC will make every effort to include the citizens [who reside within the boundaries of the planning area as defined by the LACPC]

- in the planning process to the maximum extent possible.
- 2.2. Solicitation. LACPC may solicit and receive funds, gifts, endowments, donations, devises and bequests.
 - 2.3. Benefit to Public. The Board of Directors of the LACPC shall ensure, to the greatest extent possible, that funds expended by the LACPC directly benefit the public and are employed directly in activities contemplated by the purposes of the LACPC.

ARTICLE 3- VOTING

- 3.1. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors. The chairman/president shall vote only in the event of a tie.
- 3.2. All votes shall be by voice or show of hands, or written public ballot at all meetings.

ARTICLE 4- BOARD OF DIRECTORS

- 4.1. Qualifications of a board member are:
 - Legal adult
 - Permanent resident within the planning area of Lehigh Acres as defined by the LACPC (see addendum 2) (map)
- 4.2. The property and activities of the LACPC, shall be maintained and conducted in accordance with policies established by the Board of Directors.
- 4.3. Quorum will be 50% +1 according to the membership of the Board at that time.
- 4.4. In the event of a conflict of interest involving a member, or members, of the Board of Directors, the situation will be resolved in the following way: When a conflict arises, the board member will disclose the nature of their conflict, and excuse himself/or herself from the discussion and vote prior to the beginning of the discussion. Once a conflict has been declared, those board members who have

excused themselves will not be allowed to participate in any part of the discussion, disposition, or subsequent vote on that particular issue. Failure of any board member to take the aforementioned actions will constitute Malfeasance.

- 4.5. Directors shall not receive any compensation for their service on the Board of Directors, but may be reimbursed for reasonable expenses incurred in the conduct of business of the LACPC. A Director may not serve the LACPC as an employee and receive compensation. Reimbursement shall be authorized by the board prior to payment of the expense.
- 4.6. Any Director may be removed from office upon vote of not less than two-thirds (2/3rds) of the Board of Directors in attendance at a meeting of the Directors, provided notice of such proposed action shall have been furnished, in writing, to all members of the Board of Directors at least ten (10) days prior to the meeting.
 - Grounds to be removed: As defined by Florida State Law
 - Malfeasance
 - Misfeasance
 - Non-Feasance
 - Drunkenness
 - Incompetence
 - Permanent inability to perform official duties
 - Conviction of a Felony
- 4.7. The Board of Directors may establish policy for LACPC, and make business decisions.
- 4.8. Directors with ~~(4) four total absences within (1) one year of the anniversary of their election shall be removed from the Board.~~ (3) three unexcused absences, or (4) four total absences within (1) fiscal year, (December 1- November 30) shall be removed from the Board. Unexcused absences are defined as those excuses that have not been provide to the President within 24 hours of the regularly scheduled monthly Board meeting. The validity of the "Excused Absence" shall be at the discretion of the President.

ARTICLE 5 - OFFICERS

The officers of the LACPC shall include a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be approved by the Board of Directors.

The appointments to the Board of Directors shall be as follows:

- 5.1 Officers shall be elected for terms of one year from among the membership of the Board at the next meeting of the Board following the annual meeting of the Board of Directors. The Officers shall serve until their successors have been elected.
- 5.2 The President shall be the Chief Executive Officer of the LACPC and shall have the general responsibility for all operations. The President shall arrange for and shall preside at meetings of the Board of Directors. The Board shall appoint the chairmen and other members of Committees established by the Board of Directors. The President shall be an ex-officio member of all Committees.
- 5.3 The Vice-President shall fulfill the duties of the President in the President's absence and shall perform such other duties as may be assigned by the President or the Board of Directors.
- 5.4 The Treasurer shall be responsible for the financial management of the LACPC and shall be an ex officio member of all committees dealing with financial or investment matters.
- 5.5 The Secretary shall be responsible for the recording and maintaining records of all meetings of Directors, and shall maintain records of all Committees. The Secretary shall also be responsible for mailing notices of annual and special meetings, and other correspondence, to Directors.
- 5.6 All instrument of assignments, transfer, conveyance, release and contract including checks, notes and drafts requiring execution of the LACPC shall be signed by the President and Treasurer or their designees, provided, however, that these Officers are authorized to designate others by vote of the Board of Directors.

ARTICLE 6- COMMITTEES AND ADVISORY BOARDS

- 6.1 A Fund raising Committee shall be nominated and voted on by the Board. This committee shall organize and coordinate activities, which will provide the funds necessary to operate the organization and to achieve the goals, objectives and mission of the organization as set forth in the Articles of Incorporation and By-Laws of the LACPC.
- 6.2 A Communications Committee shall be nominated and voted on by the Board. This committee shall organize and coordinate activities, which inform the membership, interested parties, and the general public about the mission and actions of the LACPC.
The standing or ad hoc committees and Advisory Boards may be established by the Board of Directors such as:
- > Community Involvement
 - > Finance
 - > Parks & Rec / School Personnel & Youth Activities
 - > Sidewalks, Bike Paths / Utilities & Infrastructure / Roadways & Public Transportation
 - > Law Enforcement / Public Safety
 - > Architectural Review & Code Enforcement
 - > Planning, Zoning & Land Use
 - > Community Healthcare / Charitable and Civic Organizations
 - > Conservation and Beautification
- 6.3 The Chair of each Committee or Advisory Board shall be nominated and voted on by the Board. The Chair of each Subcommittee may appoint Committee or Advisory Board members in addition to those nominated by the Board at a duly assembled Subcommittee Meeting.

ARTICLE 7 AMENDMENTS

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- 7.1 These By-Laws may be amended by a 2/3 vote of the Directors attending ~~an annual meeting~~ at any monthly meeting provided that the proposed changes are mailed to all Directors at least 15 days before the date of the meeting. No changes may be approved that would cause a loss of the LACPC federal tax-exempt status.

Robert Anderson idea

- 7.1 These By-Laws may be amended by a 2/3 vote of the Directors attending

an annual meeting provided that the proposed changes are mailed to all Directors at least 15 days before the date of the meeting. No changes may be approved that would cause a loss of the LACPC federal tax-exempt status.

- 7.2 The LACPC Board can make a policies and procedures at any monthly board meeting with a 50% + 1 vote, but these policies and procedures may not interfere with or be on conflict with the by-laws or the articles of incorporation of the LACPC

ARTICLE 8 RULES OF ORDER AND PARLIAMENTARY PROCEDURE

- 8.1 The rules contained in Robert's Rules of Order (The Tenth Edition of Robert's Rules of Order Newly Revised) shall govern the conduct of the business of the LACPC in all matters in which they are applicable and which are not in conflict with any provision of these By-Laws. The parliamentarian shall be a ex-officio member of the board per Robert's Rules of Order.

ARTICLE 9 PROHIBITED ACTIVITIES

- 9.1 Notwithstanding any provision of these By-Laws, no Director, officer or agent of the LACPC shall take any action or carry on or conduct any activity on behalf of the LACPC not permitted to be carried on or conducted by an organization exempt for federal income tax under Section ~~501(e)(3)~~ 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future internal revenue law of the united States or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future internal law of the United States.

ARTICLE 10 CONTRACTS

- 10.1 The Board of Directors must enter into all contracts, unless the Board has specifically authorized an officer to enter into such contract on its behalf.

ARTICLE 11 BOOKS AND RECORDS

- 11.1 The LACPC shall keep current and complete books and records of accounts and shall keep minutes of the proceedings of its members, officers, and committees having any of the authority of the LACPC.
- 11.2 A written record will be kept of all motions brought to a vote, along with the results of that vote. These records will be made available at the designated website of the LACPC.
- 11.3 Every Board meeting will be recorded. Subcommittee meetings may be recorded at the discretion of the respective chairman, unless otherwise specified.
- 11.4 The Board Secretary will take minutes at each board meeting. A final copy of the minutes will be made available online [the secretary may use the recording of the meeting to ensure the accuracy of the minutes].
- 11.5 The written minutes and recordings of each meeting will be made available online within one [1] week after the final version of the minutes were approved by the Board of Directors.
- 11.6 The sound recordings of the minutes will be available upon request through the secretary or president.
- 11.7 The LACPC shall keep a register of the names and addresses of its Directors All books and records of the LACPC are subject to Chapter 119, Florida Statutes, commonly known as Florida's "Public Records Law".

ARTICLE 12 INDEMNIFICATIONS

- 12.1 The LACPC shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 13 FISCAL YEAR AND ANNUAL MEETING

- 13.1 The fiscal year of the LACPC shall begin on December 1 and end on November 30 of such year.
- 13.2 Annual Meeting of the Board of Directors shall be held at the first regularly scheduled Board meeting in the month of January.

ARTICLE 14 DISSOLUTION

Upon the dissolution of the LACPC or the winding up of its affairs, the assets of the LACPC remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to social welfare organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code or to the Regulations there under as they now exist or as they may hereinafter be amended, or to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or Director of the LACPC or to any private individual.

These Bylaws approved this ____11th____ day of __January, 2006.