

**BY-LAWS  
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.
- 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**

- 2.1. **Purpose.** LACPC exists and operates for the purposes described in its Articles of Incorporation.
- 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 - MEMBERSHIP**

The LACPC shall not have members.

**ARTICLE 4 - DIRECTORS**

Willard Barker	Desmond Barrett
Charlie DiFelice	Frank LaRosa
Liz Eilf	John Miller
Wayne Elrod	
Colin Feng	Jim Fleming
Azelma Simmons	Keith Richter
Bo Turberville	John Dixon Morrow

## **ARTICLE 5 - VOTING**

- 5.1. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.
- 5.2. All votes shall be by voice or show of hands, or written public ballot at all meetings

## **ARTICLE 6 - BOARD OF DIRECTORS**

- 6.1. The property and activities of the LACPC, shall be maintained and conducted in accordance with policies established by the Board of Directors.
- 6.2. Quorum will be 50% +1 according to the membership of the Board at that present time.
- 6.3. No Director may vote on any issue in which he or she, or any immediate member of his/her family, has any financial interest. Such interest shall be discussed publicly prior to any such vote.
- 6.4. 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. The Directors shall not be paid a salary or fee for attending the meeting. A Director may not serve the LACPC as an employee and receive compensation.
- 6.5. 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:
  - Malfeasance – deliberately doing the wrong thing
  - Misfeasance – continually doing the wrong thing
  - Non-Feasance - Neglect of Duty
  - Drunkenness
  - Incompetence – not being able to do the right thing
  - Permanent inability to perform official duties – sick, paralyzed, etc
  - Commission of a Felony
- 6.6. The Board of Directors may establish policy for LACPC, and make business decisions.
- 6.7. Directors with (3) three unexcused absences or (6) six total absences within (1) one year of their anniversary of election will be replaced. Unexcused absences have not provide 24hr notification to the Chair in advance of the scheduled meeting.

## **ARTICLE 7 - 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:

- 7.1. 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.
- 7.2. 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.
- 7.3. 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.
- 7.4. 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.
- 7.5. 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.
- 7.6. 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 8 - COMMITTEES AND ADVISORY BOARDS**

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.

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.

Other 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

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 9 - AMENDMENTS**

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.

#### **ARTICLE 10 - RULES OF ORDER AND PARLIAMENTARY PROCEDURE**

The rules contained in Robert's Rules of Order 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.

#### **ARTICLE 11 - PROHIBITED ACTIVITIES**

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(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 12 - CONTRACTS**

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 13 - BOOKS AND RECORDS**

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.

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 14 - INDEMNIFICATION**

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 15 - FISCAL YEAR**

The fiscal year of the LACPC shall begin on December 1 and end on November 30 of such year.

**ARTICLE 16 - 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 thereunder 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 \_\_\_\_\_ day of \_\_\_\_\_, 2004.

Jim Flemming  
President