

4-8-17

Bylaws Of The  
LITTLE GASPARILLA  
PROPERTY OWNERS ASSOCIATION, INC.

Approved by the Board of Directors on

4-8-17

Richard Leydon, Jr, President  
Little Gasparilla Property Owners Association

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## **Article I — Organization**

Little Gasparilla Property Owners Association (LGPOA) is an organization created to represent and act upon the common interests of all owners of property on Little Gasparilla Island in Charlotte County, Florida.

LGPOA was incorporated on August 11, 2003 as a tax exempt, not-for-profit organization under Section 501 of the Internal Revenue Code. LGPOA's fiscal year runs from May 1 to April 30. A Board of Directors, consisting of eight (8) members, oversees the affairs of LGPOA. Four members of the Board hold the positions of President, Vice President, Treasurer, and Secretary.

For the purposes of representation, the LGPOA has defined eight districts, each containing approximately an equal number of platted lots and condominium units in combination. Each of the defined districts is bounded by Placida Bay, the Gulf of Mexico and the common boundary between two adjacent districts, except that District 1 is bounded to the north by Don Pedro Island State Park, and District 8 is bounded to the south by Gasparilla Pass. Boundaries of the eight districts and the numbers of the lots within each district are set forth on the maps appended to the Articles of the Bylaws. Each district elects an owner of property within its district to the Director that represents the interests particular to the property owners within that district, as well as the interests that are held in common with all other owners of property on Little Gasparilla Island.

## **Article II — Purpose and Mission**

LGPOA 's purpose and mission is to discover, document, articulate, represent and disseminate information about the common interests of owners of property on Little Gasparilla Island and to act upon those common interests. The common interests of Little Gasparilla Island include, but are not limited to:

- Zoning and other such regulations, rulings, ordinances, settlements or agreements that may modify or alter the effects of underlying zoning regulations and, together with the standing zoning regulations, prescribe the legally authorized uses of property.
- Land acquisition for common community purposes including, but not limited to: parking and shelter for community equipment such as fire, rescue, and maintenance vehicles; buildings for community purposes such as meetings of island organizations and social functions; green-space for the protection of natural habitat, parks, and other recreational purposes.
- Other land use planning and implementation in addition to ordinary land acquisition, including, but not limited to: land banking (acquisition and aggregation of nonconforming lots for both resale and donation to community purposes through use of conservation trusts and other means); conservation easements; exchanges of development rights.

- Access to the mainland from Little Gasparilla Island as it pertains to the establishment, abandonment, relocation and/or changed use of docking and parking facilities on the mainland, both public and private.
- Access to Little Gasparilla Island from the mainland as it pertains to the establishment, abandonment, relocation and/or the extension of docks on Little Gasparilla Island, both public and private.
- Access between the mainland and Little Gasparilla Island as it pertains to the operation of watercraft, including restricted operating zones, restricted operating speeds and designated access corridors.
- Public access within the confines of Little Gasparilla Island as it pertains to the establishment, abandonment and/or relocation of roads and easements, both public and private.
- Permitting and operation of public utilities for the common provision of telephone, electricity, gas, water, sewerage and other such public services to Little Gasparilla Island.
- Development of working relationships between LGPOA ' s Directors and Charlotte County Commissioners, managers of County departments, and County administrative staff who have responsibilities, decision making powers and/or authority to implement and/or apply County plans, ordinances, regulations and rulings that may directly impact the common interests of Little Gasparilla Island.
- Appropriation of tax revenues collected from Little Gasparilla Island and other County funds to projects and services that directly benefit Little Gasparilla Island, including, but not limited to, the accomplishment of specific Objectives deriving from the above cited common interests.
- Development of long range community plans (a Community Plan) that, in the first place, articulates Little Gasparilla Island' s comprehensive vision of the Island's future, and, in the second place, documents comprehensive goals, specific objectives and plans of implementation that pertain to the above cited common interests.

### **Article III — Principal Office**

Little Gasparilla property Owners Association's principal office shall be located at the residence of the then serving President. The mailing address of LGPOA shall be PO. Box 3643, Placida, Florida, 33946. The registered agent for shall be on file with the Florida Secretary of State and may be changed from time to time by the Board as deemed necessary.

## **Article IV — Membership**

**Qualification:** Membership in the Little Gasparilla Property Owners Association shall be open to all owners of property (defined herein as separately platted lots or separately taxed condominium units)

**Annual Dues:** The Board of Directors each year shall set annual dues for the next fiscal year at least 45 days in advance of the beginning of the next fiscal year.

**Standing:** A new membership shall commence upon a property owner's first payment of annual dues. A new membership shall remain in good standing until the end of the fiscal year in which the first payment was made. LGPOA shall send by either USPS or email a request for payment of annual dues to all existing members at least 30 days in advance of the beginning of the next fiscal year. To maintain a membership in good standing, each existing member shall pay the total annual dues before the start of each fiscal year. If a member allows a membership to lapse, such membership shall be reinstated upon payment of dues on the same terms as a new membership.

**Voting Rights:** Each separately platted lot or separately taxed condominium unit, for which a separate membership has been paid, shall equate to a single vote on all matters brought to the members of LGPOA for vote. Accordingly, any member that owns one or more properties is entitled to a number of votes equal to the number of such properties for which a separate membership has been paid. And, accordingly, any group of persons that jointly own a single property, for which a single membership has been paid, shall be entitled to a single vote. In such cases of joint ownership, the several joint owners shall designate one such owner to be entitled to vote on behalf of all the owners.

## **Article V - Board of Directors**

**General responsibilities and powers** The Board of Directors shall provide the general governance of LGPOA and oversee all matters and affairs that pertain to the operation of LGPOA.

### **Specific powers and obligations**

- Identify, qualify, publicize, and address matters and issues that may affect the common interest of property owners, however knowledge of such issues is obtained, whether by means of questionnaires, public media, communications from individuals, communications from organizations, or communications from governmental bodies.

- Survey the members of LGPOA by means of questionnaires or like means, as frequently as the urgency of apparent issues dictate, to obtain the views of members on matters that may have an impact on the common interests of property owners, as enumerated in Article II — Purpose and Mission.
- Determine the majority and minority views of members on such aforementioned matters and issues that pertain to LGPOA's mission. Topics shall include, but are not limited to views on objectives or LGPOA's approach to solutions; methods of working; desired outcomes, commitments of financial resources, commitments of the time of the Board, appointed Directors, appointed committees, and individual members.
- Appoint committees, from time to time as deemed useful, to study specific matters and issues, to make recommendations to the Board of Directors and to undertake such specific tasks that the Board may assign.
- Hold general meetings and other meetings as further described in Article VII — Meetings.
- Conduct annual elections of members to the Board of Directors as further described in this Article.
- Maintain records of LGPOA including, but not limited to, minutes of meetings, records of operations and statements of finances.
- File such reports and statements as state and federal laws may require.

**Qualifications, Number and Term** Any member in good standing may serve as a Director. The number of Directors serving on the Board of Directors shall be eight (8). Each Director shall serve a term of two years. Terms shall be staggered such that four Directors shall be elected each fiscal year.

**Removal** A Director may be removed from the Board Of Directors, with or without cause, upon the unanimous affirmative vote of all Directors other than the Director being considered for removal.

**Vacancies** If a Director is unwilling or unable to serve a full term, Directors still serving shall appoint a member from the vacating Director's district to fill the vacancy until the vacating Director's term expires. If the vacating Director also holds an officer position, the ongoing Board including the newly appointed member shall re-elect four of its members to the named officer positions.

**Nomination of Directors** In accordance with the provision for staggered terms of two years, four of the eight Directors shall be elected each fiscal year. The Directors representing odd numbered districts shall be elected in odd numbered years, and, likewise, the Directors representing even numbered districts shall be elected in even numbered years. Each year, at least 60 days in advance of the annual meeting, the Secretary shall email to all members in each of the four districts holding an election, a notice of the bi-annual election of the Directors in said members' district. Any member in each of those districts, including the four (4) Directors whose terms expire at the end of the current year, who desires to serve as a Director for their District, shall notify the Secretary of their candidacy in writing or by email no later than 40 days in advance of the annual meeting. For each district holding an election, the Secretary shall then send by email to all members in the district the list of all candidates for Director in that district no later than 30 days in advance of the annual meeting.

**Election of Directors** A member in a district electing a Director is entitled to cast one or more votes, as enumerated in Article IV, for one of the candidates standing for election in said member's district, in person or by signed written ballot at the Annual Meeting, but may only cast as many votes as the number of that member's memberships that have been in good standing during the 60 day period preceding the Annual Meeting. Each candidate in a district receiving the highest vote count shall be elected the Director representing that district for a term of two (2) years. If only one candidate in a district stands for election, that candidate shall be automatically affirmed as the Director representing that district. The two-year term of a Director shall commence on the first day of the fiscal year.

## **Article VI — Officers of the Board of Directors**

**Elections** Four members of the Board of Directors shall also serve as officers. The four Officer positions are President, Vice President, Treasurer, and Secretary. The Board constituted to serve during the next fiscal year shall nominate and elect members of said Board to the four officer positions of said Board prior to the start of the next fiscal year.

**President** The President shall preside at all meetings of the Board of Directors at which the President is present. The President shall be the Chief Executive Officer of LGPOA, and shall oversee and supervise all of the business and affairs of LGPOA. The president may sign and execute all authorized contracts or other obligations in the name of LGPOA. The president shall also provide a general report of the activities, accomplishments and current state of LGPOA at the Annual Meeting

**Vice President** In the absence or incapacity of the President, or until a successor is elected if the President vacates the Board of Directors, the Vice President shall have the powers and perform the duties of the President, The Vice President shall also have such powers and perform such duties as may from time to time be prescribed and delegated by the President.

**Secretary** The Secretary shall distribute all notices decided by the Board of Directors, as well all notices required by the Bylaws of LGPOA. The Secretary shall also attend all meetings of LGPOA whenever possible and record minutes of the proceedings. The Secretary shall distribute the minutes to all Directors, distribute the minutes to other attendees of the meetings as deemed appropriate by the Board, and post the minutes on the web site of LGPOA. TBD? The Secretary shall also oversee all correspondence from LGPOA and maintain all historical records pertaining to LGPOA's activities.

**Treasurer** The Treasurer shall have general responsibility for the financial affairs of LGPOA. The Treasurer shall also have specific financial powers and perform specific financial duties as may be prescribed and assigned by the president. The Treasurer shall also monitor bank accounts and maintain internal accounts including, but not limited to, accounts receivable, accounts payable and funds on hand. The Treasurer shall also prepare an annual statement of operations, an annual statement of balances and any additional interim statements as the president may request. The Treasurer shall also provide a financial report at general meetings and a general statement of the financial condition of the LGPOA at the Annual Meeting.

## **Article VII — Meetings**

**General Meetings** The Board of Directors shall hold at least four (4 )general meetings per year at intervals spaced throughout the year. A Director may designate another member of the Director's district to attend and vote in said Director's stead, or may attend the meeting and vote by conference telephone. The President or his designate shall obtain agreement on the date,

time and place of a meeting and shall allow sufficient time to communicate a notice to all Directors by email. A notice of such meeting shall also be posted as soon as feasible on the web site of LGPOA and shall be distributed by email to all members at least two weeks prior to the scheduled meeting. Minutes of a general meeting shall be made available no later than 15 days after the date on which such meeting was held.

**Annual Meetings** The last general meeting of the fiscal year shall also serve as the Annual Meeting. Said last general meeting shall be held in the last two months of the fiscal year (March or April). In addition to posting a notice of said meeting on the web site of LGPOA, a notice shall also be sent by email to all members at least 30 days in advance of the agreed date for the Annual Meeting.

**Conduct of Meetings** A valid meeting shall require a quorum of five (5) Directors (including any designates present) either in person or by means of teleconference. All meetings shall be open to all members. In the absence of the President, the Vice President shall preside at a meeting. In the absence of the President and the Vice President, the Secretary shall preside. In the absence of the President, Vice president and the Secretary, the Treasurer shall preside. The presiding officer shall run a meeting in accordance with Robert's Rules Of Order.

**Voting** Each Director shall be entitled to one vote on all matters brought before the Board of Directors for a decision. A quorum of Directors shall be present in person or via teleconference to achieve a valid vote, and a simple majority shall decide all matters. In the event of a tie vote, the motion under consideration shall be deemed to have failed.

**Organizational Meeting** An organizational meeting Of the Board of Directors shall be held directly following the Annual Meeting at the same location as the Annual Meeting. The organizational meeting shall elect the officer positions within the Board elected to serve during the next fiscal year, and shall conduct any additional organizational business that the newly elected Board may wish to address.

**Appeal of a Board of Directors Decision** Any member, including a Director, may request the Board of Directors to reconsider a past decision (a carried motion). Such request shall be made in writing, either within 15 days after the availability of the minutes of the meeting during which the decision was made, or within 15 days after direct notification of the decision, if so made, whichever occurs earlier. Upon receiving such request, the Board shall place reconsideration of the past decision on the agenda of a future general meeting. Such meeting shall be scheduled no later than 45 days after receiving the written request for reconsideration. At least 14 days in advance of said meeting, a notice shall be sent to all members by email, and a notice shall be posted on LGPOA'S web site.

At the meeting to reconsider the decision, the Board shall bring the contested decision before the Directors and other members, such as may be present, for discussion. After discussion the Board shall affirm, amend or rescind said decision. If any member present is not satisfied with the action then taken by the Board, such member may make a motion to put rescission of said decision to a vote by all members, including Directors, such as may present, at a subsequent general meeting. Such motion shall be carried by a simple majority of all Directors and other members present during the discussion. Such meeting to vote upon rescission shall be scheduled no later than 45 days after the meeting to reconsider said decision. At least 14 days in advance of the meeting to vote on rescission, a notice shall be sent to all members by email, and a notice shall be posted on LGPOA's web site.

All Directors and other members present shall then vote to rescind the decision at said meeting held for that purpose. A two-thirds (2/3) or greater vote in the affirmative shall cause the decision to be rescinded, and the rescission shall be binding upon the Board.

### **Article VIII — Finances**

**Contracts and Payments** The President of the Board of Directors shall be the sole representative of LGPOA having authorization to enter into any contract, to execute and deliver any instrument in the name of LGPOA, and to make payments for goods and services obtained for the benefit of LGPOA. The above notwithstanding, the president may delegate such authorization to the Treasurer, or to another Director as circumstances may warrant.

All of the above notwithstanding, if the Board, not including the President, unanimously judge the President to be incapacitated, the Board shall appoint one of the other Directors to act in the President's stead. Contracts, instruments, or payments that exceed a value of \$1,000 shall require approval by the Board.

**Deposits** All funds received by LGPOA shall be deposited within thirty (30) days to the credit of LGPOA in such banks, trust companies, or other depositories such as the Board of Directors may select.

**Financial Records and Statements** The Treasurer shall monitor bank accounts and maintain internal accounts, including but not limited to accounts receivable, accounts payable, and funds on hand. The Treasurer shall also prepare annual statements of operations and annual statements of balances, and any additional interim statements such the President may request.

**Annual Dues for members** Annual dues for the next fiscal year shall be decided by the Board Of Directors.

## **Article IX — Records**

LGPOA shall create and maintain accurate records of its operations - Areas of its operations that require records shall include, but are not limited to;

- The list of members and member contact information including, but not limited to, United States postal Service addresses and email addresses, such as they may exist.
- Financial transactions including, but not limited to, all statements rendered by all financial institutions maintaining in the name of the LGPOA.
- Internal Accounts including, but not limited to, accounts receivables, accounts payable and funds on hand.
- Reports of LGPOA's financial state including, but not limited to, statements of operations and statements of balances.
- Minutes of the meetings of the Board of Directors and minutes of any committees that the Board may appoint.
- Copies of all correspondence in the name of LGPOA conveyed to all third parties, whether such parties are organizations or individuals, or whether such parties are public or private.

## **Article X — Amendments to the Bylaws**

Any member, including a Director, may request the Board of Directors in writing to consider a proposed amendment or amendments to the Bylaws of LGPOA. Upon receiving such request the Board shall place such proposed amendment or amendments on the agenda of a future general meeting. Such meeting shall be scheduled no later than 45 days after receiving the proposed amendment or amendments in writing. At least 14 days in advance of said meeting a notice shall be sent to all members by email and a notice shall be posted on LGPOA's website.

At the meeting to consider the amendment or amendments, the Board shall bring the proposed amendment or amendments before the Directors and other members, such as may be present, for discussion. After discussion, any member, including a Director may make a motion to put one or more amendments to a vote by all members, including Directors, such as may be present, at a subsequent general meeting. Such motion shall be carried by a simple majority of all Directors and other members present during the discussion. Such meeting to vote upon the amendment or amendments shall be scheduled no later than 45 days after the meeting to consider said amendment or amendments. At least 14 days in advance of said meeting to vote, a notice shall be sent to all members by email and a notice shall be posted on LGPOA's web site.

All Directors and other members present shall then vote to incorporate the proposed amendment or amendments into the Bylaws of LGPOA. A two-thirds (2/3 ) or greater vote in the affirmative shall cause a proposed amendment to be incorporated.

## **Article XI — Indemnification**

LGPOA shall indemnify, by means of insurance policies, all Directors, all committees of members in the course of undertaking work by the Board, and all individual members during the course of undertaking work on behalf of LGPOA. Such Directors, committees of members, and individual members, both past and present, shall be held harmless from all legal and administrative actions by any individual, non-governmental organization, or governmental body to the full extent provided under Florida law, except that LGPOA shall not be obligated to indemnify members, in the aggregate, from financial liability in excess of \$1,000,000

## **Article XII — Dissolution**

**Declaration of Dissolution** A declaration of dissolution may be adopted by a two-thirds (2/3) majority of the Board of Directors. Notification of such declaration shall be sent to all members by United States Postal Service no later than 15 days after the date on which said declaration is adopted. Said declaration of dissolution may be challenged and rescinded by the membership pursuant to the procedure for "Appeal of a Board of Directors Decision" in Article VII If said declaration is not challenged, the Board shall determine a procedure for dissolution and

complete the dissolution three (3) months after notification. If said declaration is challenged, but the declaration is not rescinded pursuant to the procedure for appeal, the Board shall complete the dissolution three months after the appeal fails.

**Procedure for Dissolution** The procedure for dissolution shall include, but not be limited to, the following provisions. The Board shall pay or make provision for the payment of all debts of the LGPOA. The Board shall also settle or make provisions for the settlement of any other liabilities that LGPOA may have incurred and remain outstanding. Thereafter, the Board shall distribute all remaining assets, such as they may exist, to nonprofit Organizations selected by the Board. Such organizations shall be operated for charitable purposes, and such distributions shall qualify for exemption under the provisions of Section 501 of the Internal Revenue Code of 1986 or under similar provisions or any successor code.

**Procedure for Reorganization and Continuation** In the event that a Declaration of Dissolution is adopted by the Board of Directors and the Declaration is subsequently challenged by the membership and rescinded, the then serving Board of Directors shall immediately schedule a special meeting to be held 90 days later, or as soon thereafter as feasible, to elect a new Board of Directors. Procedures for election shall be pursuant to the procedures for Nomination of Directors and Election of Directors in Article V , except that all references to an annual meeting shall be interpreted as references to said special meeting, all eight (8) directors shall be elected, and the four (4) directors representing even districts shall be elected to serve for one year only.