

BYLAWS

As amended January 25, 2011

ARTICLE I **NAME AND LOCATION**

The name of the Corporation shall be CAPTIVA CIVIC ASSOCIATION, INC. Its principal place of business shall be at Captiva, Lee County, Florida, or at such place as the Board of Governors may from time to time designate.

ARTICLE II **MEMBERSHIP**

1. Voting Members:

Any natural person described below, upon payment of dues, may become a voting member of the Association and may exercise such vote in accordance with these bylaws:

- a. A Captiva registered voter;
- b. With respect to any unit of Captiva real property zoned for residential use, including condominium units, cooperative units and parcels of vacant land:
 - (i) A natural person who is a record owner of such unit, provided that if two or more natural persons are the record owners of the unit, those persons must designate one of their number to be the sole voting member with respect to the unit;
 - (ii) If the record owner of such unit is a family owned legal entity which has been created for family estate planning purposes (such as a limited partnership or a family residential real estate trust), that natural person who is a member of such family and who has been designated by the family legal entity to be the voting member with respect to such unit;
 - (iii) The spouse or domestic partner of the record owner or person described or designated pursuant to the preceding clauses;
 - (iv) If the record owner of the unit is one or more legal entities, other than an entity described in the preceding clause (ii), that natural person who is designated by such entity or entities to be the sole voting member with respect to the unit.
- c. With respect to any unit of Captiva real property which is zoned for commercial use, including vacant parcels, that natural person who is described or designated in accordance with the above provisions of the preceding sections (1)(b)(i) or (1)(b)(iv).

2. Exercise of Voting Rights; Disqualification:

If a voting member ceases to qualify for voting membership under any of the foregoing provisions, that person's voting membership status shall automatically terminate and he or she shall thereby be disqualified from voting. Any designation here-under shall be in writing, shall be filed with the Secretary of the Association, and shall remain in effect until the natural person named therein is either disqualified or the designation is revoked by written instrument filed with the Secretary of the Association. No natural person may hold more than one voting membership or exercise more than one vote. To exercise a vote, a voting member must have continuously qualified as such for not less than ninety days prior to and including the date of the vote in question.

3. Visiting Members.

Any of the following described natural persons, including persons who are unable to qualify as voting members pursuant to section 1, may, upon payment of dues, become visiting members of the Association without voting privileges:

- a. Persons having an interest in Captiva real property, whether zoned for residential or commercial purposes;
- b. Persons who visit Captiva resorts or rent vacation homes on the island;
- c. Persons who own, operate or are employed by businesses which are conducted on Captiva;
- d. Persons who own interval-ownership or "time-share" units on Captiva;
- e. Any other persons who are interested in the purposes of the Association.

4. Honorary Members:

The Board of Governors may elect as honorary members of the Association natural persons who have performed exceptional services for the Association and the community. Honorary members shall be exempt from payment of dues. Honorary members may exercise voting rights only if and while they are qualified to be voting members pursuant to section 1.

ARTICLE III **FISCAL YEAR AND DUES**

The Association's fiscal year shall be Jan. 1 through Dec. 31. Dues shall be determined by the Board of Governors.

ARTICLE IV
GOVERNORS AND ELECTIONS

1. The Board of Governors shall consist of nine voting members of the Association who shall be elected by the voting members of the Association. In the first election after the adoption of this bylaw four Governors shall be elected, and in the following election five Governors shall be elected; thereafter, four or five Governors shall be elected in alternating years.
2. Each Governor, barring death, disability, resignation or removal, shall serve a term of two years. No Governor may serve more than three consecutive full two-year terms.
3. If a Governor ceases to qualify as a voting member of the Association, his or her tenure as a Governor shall automatically terminate.
4. The nomination and election of Governors of the Association shall be conducted as follows:
 - a. A Nominating Committee consisting of at least five voting members of the Association appointed by the President shall file a slate of nominees, which shall include the written consent of such nominees to serve, with the Secretary of the Association not later than January 30 of the year in which the election is to be held.
 - b. Nominations may also be made by petition bearing the signatures of at least ten voting members of the Association. Such petitions must include the nominee's written consent to serve, and must be filed with the Secretary, or delivered to the office of the Association, not less than ten days prior to the February General Meeting.
 - c. The notice of the February General Meeting shall include the names of all persons who have been nominated prior to the date of the notice. Such notice must be postmarked at least twenty days in advance of the meeting.
 - d. The names of all nominees shall be presented by the Nominating Committee at the February General Meeting.
 - e. Governors shall be elected at the March General Meeting by a plurality vote of the voting members present and voting at such meeting. Governors elected at such meeting shall take office immediately upon their election.
 - f. In the event of a vacancy on the Board of Governors created by the death, disability, resignation, removal or disqualification of a Governor, the Board of Governors may appoint another voting member of the Association to serve the balance of the vacated term. Absence of a Governor from fifty percent of the regular meetings of the Board of Governors within any 12 month period shall be treated as a resignation from the Board of Governors.

ARTICLE V
POWER OF THE GOVERNORS AND MEMBERS

1. The Board of Governors shall have the sole power to determine who shall be entitled to have access to and use of the facilities of the Association, and to prescribe the rules and regulations for the operation of said facilities of the Association. The Board of Governors shall have full power and authority to determine all rules and regulations in connection therewith.
2. The Board of Governors shall provide for the appointment or employment of such other agents, employees, or other help as may be deemed advisable by the Board of Governors.
3. No member of the Board of Governors may participate in any discussion or vote on any issue or in any way influence the discussion or the vote on any issue in which he or she has an economic or self-serving interest. In the event a Governor fails to recuse himself or herself from any discussion or vote on an issue in which he or she appears to have a conflict of interest, any Governor may require a vote of the Board of Governors to adjudicate the matter.
4. The Board of Governors shall appoint five voting members, three of which shall be from the current Board of Governors of the Captiva Civic Association, to the Board of Directors of the CCA Foundation for one year terms in May of each year. The Captiva Civic Association President may appoint a Nominating Committee to make recommendations to the Board of Governors.
5. The Board of Governors shall have the sole power to appoint, remove and fill vacancies on the CCA Foundation Board of Directors.

ARTICLE VI
OFFICERS AND TIME OF ELECTION

The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. All Officers shall be elected by the Board of Governors from the membership of the Board of Governors at the first board meeting after the March General Meeting. All Officers shall serve a term of one year. No person may serve more than two consecutive terms in the same office. Service as an Officer shall not extend any person's term as a Governor of the Association.

ARTICLE VII

GENERAL MEETINGS OF THE ASSOCIATION

The Association shall hold General Meetings on the fourth Tuesday of October, November, January, February, March, and April unless canceled by the Board of Governors. Special meetings may be called by the Board of Governors and must be called by the Board of Governors upon the petition of twenty-five voting members of the Association. The membership must be notified of such meetings by mail that is postmarked at least ten days in advance of the meeting.

ARTICLE VIII
MEETINGS OF THE GOVERNING BOARD

1. A majority of the members of the Board of Governors shall constitute a quorum for the transaction of business, except as provided in section 2 of this Article.
2. In the event of an emergency resulting from storm or other disaster, a quorum shall not be required for transaction of business, and the President, if available, or if not, any Governor appointed in his or her place and all Governors who are available shall be empowered to transact the business of the Association and to take whatever action seems best for the Association during such emergency.

ARTICLE IX
INDEMNIFICATION

The Association shall indemnify, protect and defend any Officer or Governor from any liability, expense or loss resulting from judgments or claims against him or her arising out of activities carried on in good faith within the scope of his or her obligations and authority as an Officer or Governor. No Officer or Governor shall be indemnified against any claim, liability or loss arising out of his or her willful misconduct, gross negligence or dishonesty.

ARTICLE X
COMMITTEES

1. The standing committees of the Association shall be as follows:
Finance and Budget, Land Use, Fund Raising, Nominating and Membership.
2. The President may appoint such other committees as he or she may determine. The President of the Association shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE XI
RULES OF ORDER

Robert's Rules of Order shall guide the meetings of the Association and those of the Board of Governors.

ARTICLE XII
AMENDMENTS TO THE BYLAWS

The bylaws may be amended at any General Meeting of the Association by a two-thirds majority of the voting members present and voting. The membership must be notified of such meetings by mail that is postmarked at least ten days in advance of the meeting. The notice must include the specific nature of the proposed bylaw change and the reason(s) therefor.