

RESPONSIBLE GROWTH MANAGEMENT COALITION

By-laws – 2009 Edition

Article I Organization

Section I: The name of this not-for-profit membership Corporation is the Responsible Growth Management Coalition, Inc.

Article II Purpose

Section 1: The purpose of this Corporation is to promote responsible growth management within the parameters of the Florida Statutes and Administrative Code through informed citizen participation.

Article III Program

Section 1: The Board of Directors shall select issues for study, consensus and action which are consistent with the purpose of the Corporation. Except in emergency situations, such selection shall be made with the advice and consent of the members present at any general Membership Meeting.

Section 2: Actions taken or statements made on behalf of the Corporation shall have prior membership and/or Board authorization.

Article IV Membership

Section 1: The membership of this Corporation shall be limited to individuals who subscribe to the purpose and policies of the Corporation and who further qualify by payment of an annual individual membership fee.

Section 2: Organizations who by vote of their membership choose to support the purpose and policies of the Corporation and who further qualify by payment of an annual group membership fee shall be associate members and may be represented by a member of their organization who shall exercise one vote on behalf of said organization. Annual individual and group membership fees shall be established by the Board of Directors.

Article V Board of Directors

Section 1: The business, property and affairs of the Corporation shall be managed by a Board of Directors who shall be members of the Corporation. The Board shall be composed of not less than five (5) Directors and shall always be an uneven number.

Section 2: Election of Directors shall be elected by the full membership at the Annual Membership Meeting.

Section 3: The initially elected Directors shall serve staggered terms and thereafter each Director shall be elected for two-year terms.

Section 4: When a Director is unable to complete his or her term, the Board shall elect a person to fill the unexpired portion of that term.

Section 5: A Director may be removed by a majority vote of the Board of Directors when, in the judgment of the Board, the best interests of the Corporation will be served thereby. Failure to attend three consecutive

meetings without a valid reason shall constitute cause for removal.

Section 6: A majority of the Board shall be members who are available during the summer months. Insofar as possible, directors shall be full-time residents of Florida, able to attend any called Board meetings.

Section 7: Members of the Board of Directors may serve three consecutive terms if duly nominated and reelected by members at the Annual Meeting of the Corporation. After such six years of service, a member MUST take one year off before serving on the Board again, unless approved by the membership at the Annual Meeting.

Article VI Officers

Section 1: The Officers of the Board of Directors, who shall also be Officers of the Corporation, shall consist of a President, Vice president, Secretary and Treasurer. The term of office shall be one year.

Section 2: Officers shall be elected by the general membership at the Annual Membership Meeting. The Board shall have the power to appoint other Officers as deemed necessary for the transaction of the business of the Corporation and to fill vacancies as they occur.

Article VII Committees

Section 1: The Board shall appoint a committee to audit the accounts of the Corporation. The Audit Committee shall report to the Board at the Board Meeting immediately preceding the Annual Membership Meeting.

Section 2: The Board shall appoint a Nominating Committee to propose candidates to replace those Directors whose terms are expiring. The Nominating Committee shall present its slate to the Board at its meeting immediately preceding the Annual Membership Meeting.

Section 3: The Board shall appoint committees to perform other functions as the need arises.

Article VIII Meetings

Section I: Membership Meetings

(A) An Annual Membership meeting shall be held at a time and place to be determined by the Board of Directors.

(B) Written notice of the Annual Membership Meeting, together with a proxy, shall be mailed to members not less than ten (10) or more than sixty (60) days prior to the date of the meeting.

(C) Special Membership Meetings shall be called by a vote of the Board, or by the Board at the request of five (5) or of the membership.

(D) A majority vote of the members present or by proxy shall constitute an adequate and sufficient number for the transaction of all business at all Membership Meetings. Five (5) members of this Corporation must be present to constitute a quorum.

Section 2: Board of Directors Meetings

(A) Meetings of the Board of Directors shall be held at the Board's discretion. All meetings are open to the membership.

(B) A majority of the members of the Board shall constitute a quorum for the transaction of all business.

ARTICLE IX Financial Administration

Section 1: The Corporation's fiscal year shall be established by the Board of Directors.

Section 2: Corporate funds may be withdrawn or disbursed upon the signature of the Treasurer or the President.

Article X Rules of Order

Section 1: Robert's Rules of order shall be the parliamentary authority for all matters not specifically covered by these By-laws.

Section 2: E-mail procedures will be as follows: It is the intention to use this procedure to make timely response to special needs and to approve special letters. It is NOT intended to replace regular Board meetings.

A. Once a motion has been made and seconded, a simple majority of BOD votes are needed to allow the Initiating Board Member, in consultation with the President to take action on the matter.

B. Every attempt will be made to engage the entire Board by e-mail, phone or in person.

C. Any approved e-mail vote for a matter becomes an "official record" of RGMC and should be ratified at the next regular Board meeting and thus becomes part of the Official Record of RGMC.

D. The maximum monetary expenditure from RGMC funds that can be approved by E-mail is limited to the sum of \$500. More than that amount requires a called Board meeting for approval.

E. Time line for Board member response should be indicated in the seconded motion, with a time/date for closure.

Article XI Amendments

Section 1: Proposed Amendments to these By-laws shall be accepted by a majority of the Board of Directors before being voted upon by the membership.

Section 2: Proposed Amendments shall be mailed to the members together with a proxy not less than ten (10) days or more than sixty (60) days prior to a duly called Membership Meeting.

Section 3: A majority vote of those present in person or by proxy shall be required for adoption of By-law Amendments.

These by-laws were updated with Article X Section 2 E-mail procedures on January 20, 2008 at the Annual meeting of the membership. These by-laws were re-ratified on January 19, 2009 at the Annual Meeting of the membership, with restoration of omitted portions of the 1998 by-laws, namely the heading of Article IV, "Section 2 and the correction of the last sentence in that section. Also, in Article V, the omitted second sentence of section 6 (Fla. residency) and the entire section 7 (Term Limits) A line of clarification was also inserted in section 7 to delineate the process for a Board member to continue past the six year term limit.