

**COLLIER COUNTY PRESIDENTS COUNCIL  
FIFTH AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION**

**May 10, 2013**

**WHEREAS**, on May 1, 1989, certain property owner associations created the Articles of Association of the Presidents Council of Greater Naples Property Owners Associations (herein, the "Presidents Council") primarily, for educational purposes; and

**WHEREAS**, on April 5, 2002, and January 5, 2007, and May 10, 2013 said Articles of Association were amended by a majority of the total members of the Presidents Council present in person or by proxy, and

**WHEREAS**, the language of the proposed Fifth Amended and Restated Articles of Association was distributed to all members at least three days prior to the meeting at which the amendment was voted on.

**NOW, THEREFORE**, the undersigned Chair of the Presidents Council does hereby state as follows:

**ARTICLE I. NAME AND DEFINITIONS**

Section 1. The name of the Association shall be the Collier County Presidents Council, hereinafter referred to as the Presidents Council.

Section 2. Terms used in these Fifth Amended and Restated Articles of Association shall be as set forth below:

- (a) Member shall mean and refer to a property owners association or civic association located in Collier County, Florida, which shall be a voting member or non-voting associate as more fully described in Article IV herein.
- (b) Civic Association shall mean and refer to any type of association or organization of property and business owners united to promote general involvement of its members in government, health, and safety issues in Collier County that has been approved for admission by the general membership of the Presidents Council.
- (c) Property Owners Association shall mean and refer to any type of association or organization predominately representing residential property owners in Collier County, Florida.

**ARTICLE II. PURPOSE**

Section 1. To establish and maintain for the benefit of its membership a forum for the advancement of the best interests of residential property owners in Collier County.

Section 2. To establish and maintain effective communication with member associations and other entities for the purpose of exchanging accurate and timely information of interest and concern to the membership.

Section 3. To do such things and perform such acts to accomplish its purposes as the members may determine to be appropriate with a goal of improving council members' effectiveness in their respective communities and groups.

### **ARTICLE III. POWERS AND LIMITATIONS**

Section 1. The Presidents Council may, through its representatives, when agreed upon by a majority of the members, may appear before governmental bodies and/or other organizations to take any action which the Presidents Council considers advisable to advance the interest of the Presidents Council and its membership.

Section 2. The Presidents Council is not a corporation but is a non-profit association of property owners and civic associations located in Collier County, Florida.

Section 4. No member or officer has any vested right, interest or privilege of, in, or to the rights, property, assets, functions, or affairs of the Presidents Council.

### **ARTICLE IV. MEMBERSHIP AND DUES**

Section 1. Membership in the Presidents Council shall be open to all property owners and civic associations located in Collier County.

Section 2. Each member association shall be represented by its president, chief executive officer, or an appointed representative. Appointed representatives shall have full powers and authorities that the president or chief executive officer of such property owners or civic association would have in the Presidents Council. However, only one vote per dues paying member may be cast in any vote.

Section 3. The Presidents Council may invite representatives of other organizations to attend and participate in the Presidents Council as non-voting associates on a non-dues-paying basis.

Section 4. Each property owners association or civic association that is a member shall pay annual dues to the Presidents Council on or before January 1 of each year, based on the Presidents Council's estimated annual needs. All member dues shall be equal, regardless of size, unless special circumstances exist that justify an exception. Any such exception shall be approved by a majority of the members of the Presidents Council.

### **ARTICLE V. OFFICERS**

Section 1. The officers of the Presidents Council shall be Chair, Vice Chair, Secretary/2<sup>nd</sup> Vice Chair, and Treasurer, all of whom shall be members of the Board of Directors. The offices of Secretary and Treasurer may be combined. Officers shall be elected at the January meeting and serve without compensation for one year or until a successor is elected.

Section 2. The Chair shall set the agenda, preside at all meetings of the general membership and Board of Directors, and perform such other duties as normally pertain to the office of the Chair.

The Chair shall appoint all committee chairs, as well as other appointees and advisors, with the approval of the Board of Directors, as deemed necessary to carry out business and may serve as an ex-officio member of all committees.

Section 3. The Vice Chair shall perform the duties of the Chair in the absence or disability of the Chair.

Section 4. The Secretary/2<sup>nd</sup> Vice Chair shall be custodian of the files and records of the Presidents Council and shall be responsible for the preparation of the minutes and the timely notice of meetings and other correspondence.

Section 5. The Treasurer shall be custodian of the funds of the Presidents Council, collect all dues, and make payment of all authorized bills. Any extraordinary expense must be approved by the Board of Directors prior to the payment thereof by the treasurer. The treasurer shall provide a treasurer's report at each meeting of the general membership and submit a financial report at the end of each fiscal year.

Section 6. An officer may submit a resignation at any time or be removed by an affirmative vote of at least two-thirds of the members of the Board of Directors whenever in the judgment of the Board the best interest of the Presidents Council will be served. The remainder of the unexpired term of the officer shall be filled by the Board at its next meeting following the creation of the vacancy.

## **ARTICLE VI. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be made up of the elected officers and the immediate past chair, who shall serve as an ex-officio member. Other members of the Board of Directors shall be appointed by the Chair with the approval of the general membership, with there being no less than four or more than eight serving on any Board of Directors.

Section 2. The Board of Directors, by resolution passed by a majority of the members, may establish standing committees. Such committees shall have such functions as provided in the resolution or resolutions creating such committee or committees. In addition to such committees as formed by the members, the Presidents Council may have the following standing committees:

- Membership
- Program
- Governmental Affairs
  - County/Community
  - State/Legislative
- Communications
- Nominating (Addendum A; Nominations Rules of Procedure, page 6)

Section 3. Meetings of the Board of Directors and other committees may be held without notice at such time and such place as shall from time to time be determined by said Board or such other committee and may be called by any member thereof upon 15 days notice to the other members or upon such shorter notice as may be agreed to by the members of such committee.

Section 4. Vacancies on the Board of Directors or other committees shall be filled by Chair or the members at any regular or special meeting of the Presidents Council.

Section 5. At all meetings of the Board of Directors or other committees, a majority of the members shall constitute a quorum for the transaction of business.

## **ARTICLE VII. MEETINGS**

Section 1. Meetings of the members shall be held each month on a day and time as designated by the Chair as the monthly meeting, and, upon five days' written notice, on such special occasions as the Chair considers advisable.

Meetings may, or may not, be held during the summer months at the discretion of the Chair after consultation with members.

Section 2. At all meetings of the Presidents Council, representatives of one-third of the member property owners and civic associations shall constitute a quorum for the transaction of business. A majority vote by members at a meeting where a quorum is present is sufficient for an action of the Presidents Council.

Section 3. (a) The Presidents Council shall take a public position only on matters of concern at a duly called meeting of the Presidents Council at which a quorum is present. Unless the action or proposed position is a matter of urgency, any proposed position must first be presented in writing and discussed at a meeting, but will not be voted upon until the following meeting.

(b) Unless the action or proposed position to be taken is deemed to be a matter of urgency, the Presidents Council may not take action or a position at the meeting in which the subject is first raised.

(c) The vote will be taken by roll call, and no proxy voting will be permitted. It will require three-fourths of the Presidents Council members represented at the meeting to be in agreement to take a position.

(d) After a position has been taken, it can be voted on again at any subsequent meeting if there is a vote by fifty percent of the total membership requesting a re-vote. The re-vote will be conducted as specified above. If the re-vote fails to receive the three-fourths majority, then it no longer is the position of the Presidents Council.

## **ARTICLE VIII. AMENDMENTS**

Section 1. These Articles of Association may be amended by a majority of the total members of the Presidents Council at a regular monthly meeting, provided that the language of the proposed amendment shall be distributed to all members at least thirty days prior to the meeting at which the amendment shall be voted on. Such vote may be made in person or by proxy.

## **ARTICLE IX. LOCATION**

Section 1. The location of the Presidents Council shall be at such place or places that from time to time are approved by a majority of the members of the Presidents Council.

**ARTICLE X. NON-PROFIT STATUS**

Section 1. No part of the net earnings of the Presidents Council shall inure to the benefit of any individual or member.

**ARTICLE XI. DISTRIBUTION OF ASSETS ON DISSOLUTION**

Section 1. Upon dissolution of the Presidents Council, its remaining assets shall be distributed to such organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, or any successor provision of law, as the Presidents Council shall select.

**IN WITNESS WHEREOF**, the Chair of the Presidents Council of Collier County Property Owners Associations has executed these Fifth Amended and Restated Articles of Association of the Collier County Presidents Council this 10th day of May, 2013.

\_\_\_\_\_  
Paul Feuer, Chair

Attest:

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Gordon Nicholson, 2<sup>nd</sup> Vice Chair/ Secretary

**May 10, 2013**

## **Addendum A: Nominations Rules of Procedure**

There shall be a Nominating Committee, and it shall be composed of three (3) members.

It shall be a standing committee and its members shall serve for at least one (1) year.

Replacement members shall be drawn from the general membership and shall not have any officers currently serving among the members of the nominating committee.

The committee shall meet at least one month prior to December each year for the sole purpose of determining who shall be considered for nomination to positions on the board and as officers. (The board shall consist of members who are designated chairs of the standing committees and four more.) The board members and officers shall be elected by the members at the January meeting each year based on the following criteria:

- Those who have been recommended by the nominating committee as suited to the positions, and;
- Those who, after having been polled by the nominating committee, have shown an interest and/or desire to run for office, but who have not been directly nominated by the committee, may have their names placed as candidates on the election document for the members to determine;
- Any member may place in nomination his or her name or have it placed in nomination by any other member on the occasion of the election preceding the vote. A second shall not be required for a nomination to be deemed valid.

In addition, members of this committee may be called on to offer nominations, as above, during the year for nominations for replacements due to any cause.

The nominating committee members shall, on the occasion of any election, cause to be named from those present at said election monitors whose sole job it is to distribute ballots and collect same, and to count the ballots and cause them to be determined as to the winner(s) of offices according to majority vote.

The committee shall reveal only the winners' names. Ballot count totals shall not be revealed. The current president shall verify the information, but shall not reveal any other information as to the election. After verification, all ballots shall be destroyed.

After election, the nominating committee shall stand at rest until the next scheduled election period or until needed.

Tuesday, November 06, 2012  
Bob Murray