

BYLAWS OF NAPLES INTERAGENCY COUNCIL
(A NOT-FOR-PROFIT ORGANIZATION)

ARTICLE I

Name

The name of this not-for-profit organization is Naples Interagency Council.

ARTICLE II

Mission Statement

Our mission is to foster networking opportunities for individuals representing a cross-discipline of businesses that benefit Collier County for educational and philanthropic activities.

ARTICLE III

Membership

Membership will be comprised of individuals whose main focus is the health, safety and well-being of the citizens of Collier County. Each member is entitled to one (1) vote on any organizational business. Members of the organization are responsible for updating their membership information any time there is a change.

Dues

Dues for membership shall be set by the Board of Directors. Membership dues shall be due in January of each year and shall be effective until December 31 of the same year. Members will be required to re-register annually via the Naples Interagency Council website.

Voting Privileges

Each member in good standing shall have one (1) vote at any meeting of the membership.

ARTICLE IV

Board of Directors

The business and affairs of this organization shall be managed by a Board of Directors. The Board shall determine the policies of the organization or changes therein within the limits of the Bylaws; shall actively pursue its purposes; and, shall have discretion for the disbursement of its funds. It may adopt such rules and regulations, as needed, for the conduct of organizational activities.

The number of members of the Board shall be no less than six (6) members.

The terms of office for each Board of Director shall be:

- President: 2 years
- Vice President: 2 years
- Secretary: 2 years
- Treasurer: 2 years
- Member at Large: 1 year

Immediate Past President: 1 year*

*The immediate past president shall serve as a voting board member for one additional year after which she/he shall be ineligible for re-election to the Board for a period of one (1) year.

In the event of a vacancy, the President may appoint a successor to fill the position for the unexpired portion of the term.

Directors of the organization shall not receive any compensation for their services, but the Board may authorize reimbursement of expenses incurred in the performance of their duties, i.e. postage, etc.

Officers

The elected officers of the organization shall be President, Vice President, Secretary, and Treasurer. The President and Vice President shall be elected by the membership at the October meeting in even numbered years and the Secretary and Treasurer shall be elected by the membership at the October meeting in odd numbered years from a slate of candidates recommended by the Nominating Committee. Members at large will be elected by the membership annually at the October meeting.

Officers shall take office January 1 following their election and shall serve their term as outlined in Board of Directors, above, or until her/his successor is duly elected. Officers shall be eligible to serve additional terms if re-elected.

Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting.

Duties of Officers

The President shall:

- A. be the Chairperson of the Board of Directors
- B. preside at all meetings of the Board
- C. preside at all meetings of the general membership
- D. make all committee appointments
- E. be an ex-officio member of all committees
- F. perform all of the duties usually pertaining to the office of the President
- G. be an additional signatory to the Treasurer for the organization's account

The Vice President shall:

- A. preside at all meetings of the Board of Directors and general membership in the absence of the President
- B. perform all of the duties usually pertaining to the office of the Vice President
- C. serve to oversee all of the standing committees and provide additional support to the Chairpersons as needed

The Secretary shall:

- A. preside at all meetings of the Board and general membership in the absence of the President and Vice-President

- B. maintain the records of the organization
- C. record official minutes of each Board meeting
- D. give notice of all meetings required by the Bylaws of the organization
- E. handle all necessary official correspondence of the organization
- F. perform all of the duties usually pertaining to the office of the Secretary

The Treasurer shall:

- A. be custodian of all funds of the organization
- B. keep a P&L record, monthly and annually, of the accounts of the organization and report thereon at each regular meeting of the Board and the general membership
- C. deposit and withdraw all monies of the organization, via check, in a bank designated by the Board of Directors, for authorized purposes only
- D. annually with the President, arrange for an audit of the accounts by at least two representatives of the general membership
- E. perform all of the duties usually pertaining to the office of the Treasurer

Members at Large shall:

- A. act as greeters, welcoming members at each meeting
- B. serve as committee chairpersons as requested
- C. accept all other tasks deemed necessary

ARTICLE V

Committees

The standing committees of the organization are as follows:

- a) Programs Committee
- b) Membership Committee
- c) Reservations/Attendance Committee
- d) Scholarship Committee
- e) Philanthropy Committee
- f) Public Relations/Marketing Committee

The Committee Chairpersons are Members at Large and shall be appointed by the President and are members of the Board.

Ad Hoc Committees may be constituted by the President for the purpose of performing specified functions. The President shall determine the size of such committees, establish their terms of existence and appoint the members and chairperson. Committee chairpersons will attend Board meetings, as needed, but will not have voting rights on the Board.

ARTICLE VI

Meetings

Meetings of the general membership shall be held monthly and shall be open to all interested persons, but voting shall be limited to members in good standing. The members present at a regular meeting shall constitute a quorum.

Meetings of the Board of Directors shall be held monthly for the purpose of receiving reports and transacting organizational business. Four voting members of the Board of Directors present at a regular meeting shall constitute a quorum.

Voting at all meetings shall be decided by a majority of those entitled to vote.

ARTICLE VII

Rules of Order

Roberts Rules of Order shall be the primary authority for all matters of procedure not specifically covered in these By-laws.

ARTICLE VIII

Amendments

On the recommendation of the Board of Directors, the membership of the organization may amend, revise, repeal or rescind these By-laws and/or adopt new By-laws by majority vote of eligible members present at any meeting of the organization, provided that written notice of such action pending shall have been given at least ten (10) days preceding the meeting.

Adopted by the Membership of the
Naples Interagency Council

Date: _____

President: _____

Gail Schultz