

CAPTIVA COMMUNITY PANEL BYLAWS

As amended on July 13, 2010

ARTICLE ONE MISSION

Section 1 - Mission

The Captiva Community Panel (hereafter the “Panel”) exists to serve Captiva by maintaining and enhancing the historic pattern of development on this barrier island. Such historical growth has consisted of unobtrusive, low-density residential use, coupled with limited commercial development and vehicular traffic. Sensitive to such common concerns, Captiva community planning is to be maintained in consideration of an environment consisting of clean offshore waters, diverse and healthy marine life and robust native vegetation.

Section 2 - Goals and Objectives

The Panel shall set forth the goals necessary to achieve any and all planning objectives with an overriding respect for the beautiful, pristine natural surroundings. The Panel shall provide Lee County with the requisite planning policies to meet these goals and objectives and to assure their acceptance into the Lee County Comprehensive Land Use Plan (Lee Plan) and Land Development Code. The Panel is enabled by agreement with Lee County pursuant to the procedures and criteria set forth in Lee County Administrative Code AC-13-3.¹ This agreement with Lee County serves to further develop and maintain incentive and/or regulatory programs, intended to insure the long-term protection and enhancement of our island environment. Primary objectives must include presenting initiatives and the requisite land use planning necessary to protect and preserve Captiva Island’s mangrove and other wetland habitats, pure water quality, natural upland habitats, accessible community facilities, appropriate infrastructure, historic land use patterns and other significant features of Captiva Island.²

Section 3 - Implementation

In order to serve the Captiva community and accomplish this planning mission, the Panel will use the following action guidelines:

1. Community participation in all planning performed by the Panel shall be of paramount importance. Thus, through eliciting Captiva community participation, gathering ideas/input and providing a forum for the varying interests of residents, property owners, business entities and other interested parties, the Panel shall best be able to serve the planning requirements of Captiva. In recognizing the needs of the Panel’s constituents, while committing to programs which protect the sensitive nature of the Island’s natural environment, the Panel’s planning objectives will be achieved through reasonable Captiva consensus. The Panel shall provide such information to Lee County in the form

¹ Adapted from Estero Community Planning Panel bylaws

² Adapted from the Lee Plan, Goal 13 and Objective 13.1

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of recommendations on community planning for environmental and land-use initiatives and such other related information including dissenting perspectives for the further edification of Lee County.

2. Contracting as needed for the services of staff and/or other professionals and always working in concert with regulatory agencies which have oversight on Captiva- related issues.
3. Proceeding with any research, data analysis, and result compilations in an objective, organized and deliberate manner which recognizes and elicits input from separate zones of common interest, i.e. the Gold Coast, the 'Tween Water's area, the Village and South Seas.
4. Funding and consensus will require obtaining cooperation, support, financial and other assistance from both public and private organizations as well as property owners.
5. Informing Captiva property owners and organizations of dates, hearings, and overall progress of specific planning and zoning matters, to encourage active participation in the process of these specific planning and zoning matters.
6. Following the procedures and criteria of the Lee County Administrative Code AC-13-3.³
7. Providing an accessible public forum whereby Captiva property owners can:
 - a) Present projects requiring zoning variances,
 - b) Receive feedback from and answer questions of the Panel Members,
 - c) Receive feedback from and answer questions of neighbors and other Captiva property owners, residents and organizations.
8. Advising Lee County of the planning perspectives of the Panel and other interested Captiva participants, including but not limited to those attending the public meetings wherein any variance request is presented. It should be noted that the Panel has no decision-making authority concerning such variance requests.⁴
9. Presenting a balanced perspective on community planning and Panel views in all requests and recommendations offered to Lee County, including dissenting opinions.

ARTICLE TWO
GENERAL

Section 1 – Panel structure

The Panel structure shall be determined according to the aforementioned Lee County agreement. The Panel shall consist of ten (10) voting Members. The Panel shall consist of five (5) representatives appointed by the Captiva Island Property Owners Association, Inc. (CPOA), two (2) representatives appointed by the Captiva Civic Association, Inc.(CCA) and an additional three (3) Members to be appointed from the Captiva community by the Panel with consideration given to supporting a reasonable geographic representation.⁵

Section 2 – Conflicts of Interest

No Panel Member may participate in any vote in which said Member may have an economic or otherwise self-serving interest. Should an organization or other business or

³ Adapted from Estero Community Planning Panel bylaws

⁴ Language formulated by the Captiva Community Panel for variance discussions.

⁵ Agreement between Lee County and CPOA; PANEL actions in February 2002 and March 2006.

civic entity represented on the Panel by a Member have an economic or self-interest in a vote, said interest shall be imputed to the said representative Member. Such Members shall be required to recuse themselves from these votes. Should a Member fail to self-recuse, or otherwise believe that there are no grounds for doing so, and another Panel Member object, the remaining Panel Members shall deliberate and vote to determine whether the conflicted Member shall be recused prior to any further action on the subject matter.

Section 3 – Indemnification by Sponsor

With the agreement of the sponsor, the Panel shall indemnify, protect, and defend any Panel Member from such liability, expense or loss resulting from judgments or claims against the Panel Member arising out of activities carried out on behalf of the Panel. Such Panel obligations are predicated upon the Panel Member having operated in good faith within such scope of obligations and authority of the Panel. No indemnification shall be provided against claims, liability or loss arising out of willful misconduct, gross negligence or dishonesty on the part of the Panel Member.

ARTICLE THREE
MEETINGS

Section 1 – Participation

The Panel’s community planning efforts are subject to the Florida laws on Open Government (the “Sunshine Laws”). The public shall be given fair opportunity for participation in all community planning efforts. The Panel shall encourage and allow the participation of residents, property owners, the school district and other interested parties.

Section 2 – Meeting requirements and definitions

A. Reasonable notice of all Panel meetings pertaining to the planning efforts must be provided to the public.⁶ This means that planning meetings of the Panel shall be held and publicly noticed under the “Sunshine Laws ” and shall provide that:

- 1) Panel meetings which deal with community planning shall be open to the public including the news media.
- 2) The Panel must create a record or minutes of community planning meetings. Panel records pertaining to the community planning effort will be deemed public records and open for personal inspection.⁷ Minutes/records shall be maintained for public inspection as required by the applicable provisions of Florida Statutes including Lee County Administrative Code 13-3.⁸
- 3) Written minutes of all Panel planning meetings will be prepared in a timely manner by the Secretary.
- 4) Written minutes of all Panel planning meetings shall be reviewed and approved by the Panel Members.

⁶ Adapted from Lee County Administrative Code 13-3.

⁷ Adapted from Lee County Administrative Code 13-3.

⁸ Section modified from Estero Community Planning Panel bylaws and Lee County administrative codes, as well as based on PANEL motion approved at its May 9, 2006, meeting.

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- 5) Planning committees may keep and provide a record or written minutes.
 - 6) Standing committees and Special committees, which do not deal with community planning, are not required to following the Sunshine Laws. A report of each committee shall be presented at each Regular meeting but minutes, written or recorded, are not mandatory.
- B. The Panel may hold three types of meetings: Regular, Special and Emergency.
- 1) Regular Meetings are to be held on the second Tuesday of every month, except as modified by the Panel on a ten (10) day public notice. The Panel shall hold its annual meeting at the Regular December meeting of each year when elections of Officers and Panel Members shall occur. The Panel shall also hold a budget meeting during its Regular November meeting, said budget to be approved by the Regular December meeting.
 - 2) Special meetings are any scheduled meetings which do not meet the requirements of an Emergency meeting, but are not occurring according to the rules for Regular meetings. Special meetings may be called by the President or at the request of a majority of Panel Members.
 - 3) Emergency meetings may be called by the President or by a minimum of four Panel Members. An Emergency meeting shall be considered only when an immediate and consequential impact of life or property safety or any other issue a prudent person would consider an emergency, faces the island. For example, response to a named storm would constitute an Emergency meeting.

Section 3 – Notification Guidelines

A. Regular meetings shall be noticed by the publishing of an annual schedule stating the dates and times for the meetings from January through the following December.

- 1) This list shall be published as soon as possible after the December Panel meeting.
- 2) Such notification of meetings of the full Panel shall include the posting in several public places, which may include: Captiva Memorial Library, post office, bank, stores, civic associations, and community recreation areas.
- 3) In addition, these public meetings of the full Panel must be noticed in a local paper of daily or weekly publication. In lieu of a display advertisement, the notice may take the form of an article in a similar publication.⁹
- 4) Posted and published notices must provide the date, time and location of the public meeting.

B. Notice of all Special and Emergency meetings shall be given to Panel Members, shall be posted on the bulletin at the Post Office, and at the Captiva Memorial Library or such other public locations as can reasonably be expected to provide general notice to a large number of interested parties. In compliance with the “Sunshine Law” such notice must be

⁹ Adapted from Lee County Administrative Code 13-3.

given and in no event may be waived.¹⁰ The media must be notified with the date, time, place of the meeting and the purpose for which it is called.¹¹

- 1) Special meetings require written notice of the meeting, along with its agenda items, shall be provided no less than ten (10) days prior to the meeting, unless such Special meeting was scheduled during a Regular meeting of the Panel and is reflected in the minutes of that meeting.¹²
- 2) Emergency meetings shall be held such time as notice thereof is given in compliance with the provisions of Section 3.A.2 and Section 3.A.4. For Emergency meetings, written and/or oral notice shall be given by the Panel administrator, if available, or by a designee appointed by any Panel member calling the meeting. Notice is still required to each Panel member, if available, requiring at least four Panel Members to agree to hold the meeting with four Panel Members present either in person or telephonically for the full meeting.

Section 4 – Decision making and rules of order

Each member will have one vote. Robert's Rules of Order shall govern the conduct of Panel meetings.¹³ This shall apply to all matters of form and decorum for the meetings. Interpretation of the rules, in the event of dispute, shall be made by the Panel President.

Section 5 – President's Obligation

It shall be the obligation of the Panel President to run the meetings and enforce the actions of the Panel in accordance with the terms of these Bylaws. The Panel President shall also be responsible for managing the tenor and timeliness of meetings, strategy of the agenda, direct staff, consultants, and the Panel in conformity with the mission.

Section 6 – Quorum

Forty (40) percent of the sitting Panel Members must be physically present at a Regular or Special meeting in order to constitute a quorum and enable action to be taken by the Panel. Members may participate in meetings and vote telephonically, but telephonic presence shall not help constitute a quorum. Emergency meetings are the exception to this clause as the quorum still consists of forty (40) percent, but does not require all to be physically present. Therefore, telephonic presence will help constitute a quorum in the event of an Emergency meeting. As in all Panel meetings, if a quorum is not constituted, no official actions may be taken by the Panel.

Section 7 – Voting

Except for procedural and recurring agenda items, which may otherwise be waived by a unanimous vote of the Panel, voting shall be conducted by a show of hands or orally as necessary.

¹⁰ Adapted from Lee County Administrative Code 1-3.

¹¹ Adapted from Lee County Administrative Code 1-3.

¹² Adapted from Lee County Administrative Code 1-3.

¹³ Section modified from Estero Community Planning Panel bylaws and Lee County administrative codes, as well as based on PANEL motion approved at its May 9, 2006, meeting.

ARTICLE FOUR
MEETING AGENDAS

Section 1 - Agenda Items

For Regular and Special meetings, all issues brought before the Panel shall be set forth in writing and submitted for inclusion in the Agenda to the President no less than two (2) calendar weeks before the meeting at which said issues are intended to be considered.¹⁴

Section 2 – Publishing the Agenda

The Panel Administrator shall prepare a formal Agenda for the next Regular or Special meeting. The agenda shall be submitted to all Panel Members no less than ten (10) calendar days before said meeting date with all of the original agenda requests, whether or not they made it to the formal agenda. The Administrator shall also see that the Agenda is published on the Panel website no less than one (1) week prior to said meeting for public review and notice.

Section 3 – Variances

All persons submitting requests for Variances shall make their submissions to the Panel present in writing and in a form and substance conforming specifically to the Lee County requirements for Variances.

Section 4 – Procedural, Recurring and Special Agenda Items.

Procedural and Recurring Agenda items shall be considered as items that are on the Agenda at every meeting. These items shall include, but not be limited to, the approval of the minutes, adjournment of the meeting, committee reports, and the like. Special Agenda items shall be items that have been put on the agenda and are not anticipated to be continually recurring and/or procedural matters for the Panel. Special agenda items may be carried over and still not be considered Procedural and Recurring agenda items.

Items not on the agenda in accordance with these requirements may still be discussed at the meetings, but may not require action to be voted upon by the Panel at that meeting. In the event of a time dependant item or one of urgency, the Panel may vote to suspend this rule for such exceptions.

ARTICLE FIVE
POWERS AND DUTIES OF OFFICERS

Section 1 - Election of Officers

At its annual meeting in December, the Panel shall elect Officers of the Panel who shall serve terms of up to two years or until the end of their term on the Panel, whichever period is the lesser. The terms of office shall commence at the Regular January meeting. Mandatory Panel nominations and elections as necessary shall be held for the following offices: President, Vice President, Secretary and Treasurer. The Panel may also choose to elect other officers as may be desired from time to time. Election of officers may not occur without a quorum of the Members being first established.

¹⁴ Based on a PANEL motion approved at its Nov. 9, 2004, meeting.

Section 2 - Qualification of the Officers

Preference in choosing a President will be given to the Panel Members who have been on the Panel and have previously attended a minimum of twelve (12) Regular meetings prior to his or her nomination as President. As to other Officers, including Vice President, Secretary and Treasurer, preference will be given to the Panel Members who have previously attended a minimum of six (6) Regular meetings prior to his or her nomination and shall serve a term ending at the second December meeting of their regular Panel term or for the period ending with their regular term, whichever is the lesser period.

Section 3 – Nominations and Voting

The Nominations Committee, see Article 7.3.b, will provide nominations for vacant Panel seats.

Section 4 – Responsibilities of Officers

A. The President shall:

- 1) preside at all meetings of the Panel,
- 2) conduct meetings in accordance with the Bylaws and Robert's Rules of Order,
- 3) act on behalf of the Panel in carrying out the purposes and decisions of the Panel; including but limited to: authorizing and executing in the name of, and on behalf of, the Captiva Community Panel (Panel) all certificates, contracts, and other documents or legal instruments authorized or issued by the Panel
- 4) perform such duties as may be assigned by the Panel
- 5) be an ex-officio member of all committees of the Panel, with the exception of the Nominating Committee, without power to vote.

B. The Vice President shall:

- 1) perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act or serve.
- 2) perform such other duties as may be prescribed and delegated by the Panel.

C. The Secretary (or from time to time, a designee) shall:

- 1) keep full and accurate minutes for all meetings of the Panel, transmit all notices required of the Panel by the By-Laws to Members and the community,
- 2) keep custody of all official records of the Panel,
- 3) perform all duties incident to the office and such other duties as may be required of the Panel by the By-Laws,
- 4) attest to the signature of the President on any Panel document as required.

D. The Treasurer (or from time to time, a designee) shall:

- 1) keep charge and custody of all Panel funds and financial records,
- 2) keep and maintain adequate and correct accounts of the Panel business transactions consistent with applicable fiduciary principles and

- requirements,
- 3) present the financial statements of the Panel at each Regular meeting, and at such other times as the Panel may determine,
 - 4) perform all duties incident to the Office including such other duties as may be required by the By-Laws, or that may be assigned by the Panel,
 - 5) serve as a member of the Finance Committee,
 - 6) administer the fiduciary responsibilities of the office.

Section 5 – Absence or Incapacity of Officers

In the event of absence, inability, legal incompetence or incapacitation, or refusal to act of any Officer, the Panel shall elect a successor to perform the duties of the respective office at the next meeting of the Panel to fulfill the term of the predecessor officer.

Section 6 – Resignation and Removal of Officers

Officers may resign at any time by submitting a written resignation to the Panel. Said resignation shall become effective at the conclusion of the next Regular meeting, or at the time specified in the written resignation. Any officer may be removed by a majority vote of the Panel whenever, in its sole judgment, the best interests of the Panel will best be served by such removal.

ARTICLE SIX
POWERS AND DUTIES OF PANEL MEMBERS

Section 1 – General duties

A. Panel Members will, during their term of office:

- 1) attend as many meetings as possible,
- 2) promptly notify the Panel President and/or staff when they shall be unable to attend a meeting,
- 3) be available via e-mail or fax to receive updates and background materials prior to meetings,
- 4) abide by the requirements set forth in these bylaws, other governing documents for the Panel and decisions made by the Panel.

B. All Panel Members agree to review meeting materials prior to meetings, to be reasonably available to the community to hear their questions and concerns about island issues coming before the Panel and be willing to bring those questions and concerns to the Panel for public discussion. A member's consistent failure to review materials prior to meetings, and further be unavailable to the public is inconsistent with the mission statement of the Panel, making it unacceptable behavior for a member, which could lead to removal of the member.

Section 2 – Terms of office

Panel Members shall serve terms running for a period of twenty-four (24) consecutive calendar months, commencing at the Regular January meeting. Panel Members may serve for up to two consecutive twenty-four (24) month terms, for a maximum of forty-eight (48) consecutive months. Panel Members having completed two (2) consecutive

terms on the Panel shall not be eligible for re-appointment to the Panel unless and until a period of twelve (12) months has expired since the completion of the last term served by such Panel member. In the event no community member is available to serve in the capacity of Panel member and after adequate public notice has been provided as to the vacancy, either extant or upcoming, the Panel may elect to accept another term of office from the departing Panel Member who has already completed two (2) consecutive terms. In such event, the twelve (12) month waiting period shall be waived.

Section 3 – Staggered Terms of office

Staggered terms of office will commence in 2007 following the adoption of these bylaws. All Panel seats shall be assigned a number, such that each Panel member shall know which seat the member occupies, as well as whether the seat is an at large seat, appointed by the CCA or by the CPOA. Terms will subsequently follow a staggering of seats at the annual meeting such that odd numbered seats will change on odd numbered years and even numbered seats will change on even numbered years.

Section 4 -- Nomination and election of Panel Members

A. Panel Members shall be nominated in a timely manner to fill positions on the basis of the process by which they were originally appointed. Those seats designated for appointment by the Captiva Property Owner's Association (CPOA) shall be filled by the Captiva Property Owner's Association (CPOA). Those seats designated for appointment by the Captiva Civic Association (CCA) shall be filled by the Captiva Civic Association (CCA). In the event of a vacancy which has not been filled in a timely manner (i. e. sixty days or less) by the respective organizations, the Panel board may fill the vacancy upon two weeks written notice to the respective organization, as if the seats were at large seats (see Article 6.4.B below). The appointed Member filling such a vacancy which was previously designated for the Captiva Property Owner's Association (CPOA) or the Captiva Civic Association (CCA) will serve a regular term or the balance of the term of the seat being filled, but upon conclusion of such term, the respective organization shall again be offered their designated seat to fill.

B. Nominees to fill those seats so designated for appointment by the Panel at large shall be nominated by the Nominating Committee, Article 7.3.a. Additional nominations for these seats will be accepted at the General October Panel meeting, Article 7.3.a

Section 5 – Attendance

It is important to have as many Members as possible present at every meeting. To accomplish this, unless previously excused by the President, and/or Panel, any member who misses more than three Regular meetings in a calendar year is subject to removal from the Panel at the discretion of the Panel, such seat to be replaced by the Panel.

Section 6 -- Removal and resignation

A. Any Panel Member may be removed for cause by a two-thirds vote of the full Panel. Such vote must be scheduled and noticed at least forty-five (45) days in advance of the meeting at which it is to be held, an absence or vacant seat shall be considered an abstention.

B. Any Panel Member may resign by giving written notice to the President, Vice President or Administrator. Such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make effective.¹⁵

ARTICLE SEVEN **COMMITTEES**

Section 1 – Committees

The Panel may establish committees consisting of Members of the Panel and/or other community members for the purpose of research, information gathering, information sharing, and the exploration of island planning concerns.

Section 2 - Categories of Committees

There shall be three (3) categories of committees of the Panel. Such committees and their members shall serve a fact-finding role as advisors to the community and the Panel, and shall be bound by the committee's specific charge as set forth by the Panel, as well as all pertinent rules governing the Panel, except where otherwise noted.

A. Standing Committees

Standing committees, except where otherwise specified, shall be appointed by the Panel. Each committee shall consist of a chairperson and such other members as specified on formation. Standing committees are of a procedural and non-community planning nature, as such public notice and recording rules shall not apply.

B. Special Committees

Special Committees shall be appointed for specific functions of indefinite duration, including for fund raising activities, and whose membership shall always include but not be limited to Members of the Panel. The majority of committee members may be Panel Members and all members shall be appointed by the President subject to ratification by Panel. Special committees are of a procedural and non-community planning nature, as such public notice and recording rules shall not apply.

C. Planning committees

Planning committees shall be appointed from time to time by the Panel for specific community planning purposes as shall be required to properly and efficiently conduct the business and affairs of the Panel. At least one Panel member will serve on each such committee as a liaison (though not necessarily to serve as chair) and any findings will be reported back to the community and the Panel at a public meeting for review, debate and possible action. Planning committee meetings must be publicly noticed and recorded pursuant to Florida law. The common concerns explored by the committees must be presented to the

¹⁵ Adapted from Estero Community Planning Panel bylaws.

full Panel during a properly noticed public meeting as outlined in Lee County Administrative Code 13-3.¹⁶

Section 3 – Definition and Responsibilities of Standing Committees

The following Standing committees shall always be active:

A. The Finance Committee

The Finance Committee, chaired by the duly elected Panel Treasurer, shall be responsible for establishing the fiscal policy of the Panel, including budget and spending. It shall make regular reports to the Panel of current financial standing, and expected future financial needs and requirements. The Finance Committee shall also develop and recommend to the Panel such fiscal policies as deemed appropriate. It shall arrange for keeping of the books, records and accounts of the Panel.

B. The Nominating Committee

The Nominating Committee shall be comprised of three (3) members appointed by the President. The Nominating Committee shall be appointed on a yearly basis no later than May of the calendar year in which nominations shall be offered and shall be ratified by the Panel at the May meeting. No more than one (1) of the members of the Nominating Committee shall be a sitting member of the Panel. At a Regular meeting, no later than the Regular October meeting, the Nominating committee shall present to the Panel its formal nominations for Panel Members. The Nominating committee shall at all times operate pursuant to, and in accordance with the terms, obligations, qualifications and requirements of these Bylaws. The Panel shall not be bound by the recommendations of the Nominating committee and may accept the recommendations as presented, or suggest other names of its own choosing and on its own accord. The Panel will not vote on the nominations until December but may, by the Regular November meeting, submit additional nominations as follows:

- 1) Nominations will be accepted in writing at a public meeting no later than November, prior to the annual public meeting.
- 2) Panel Members shall be allowed to vote in December for a single nominee included in the formal list for each available position. In the event a nominee fails to receive a majority of all votes, then the Members shall immediately recast their ballots in a run off election. The only nominees eligible to receive votes shall be the two nominees receiving the largest pluralities in the original election.
- 3) The nominee with the most votes in the run off election will be appointed to serve.

C. The Development Committee

The Development Committee shall review, approve, and recommend to the Panel all major fund raising initiatives for the Panel. The Development Committee shall establish all policies for the methods and manners of solicitation, receipt,

¹⁶ Adapted from the agreement between Lee County and CPOA.

stewardship and recognition of all gifts to the Panel. At least the Treasurer, or one member of the Finance committee, shall sit on the Development committee.

Section Four -- Meetings of the Committees

Each committee shall determine its own schedule of meetings throughout the year. The day, hour and place of such meetings shall be determined by the Chairperson of each committee and reported where applicable through the Secretary pursuant to rules on Notices.

Section Five – Committee Members

- A. The Chairperson and/or Co-Chairpersons of the Nominating Committee and of all other Standing Committees shall be designated annually by the President, subject to the Panel’s approval, no later than the Regular March meeting.
- B. The President may conditionally remove and/or replace the Chairperson of any committee at any time, are subject to ratification by the Panel.
- C. Committee Members shall be appointed by the Chairperson of the committee subject to the approval of the Panel.
- D. Members of the Panel may be Committee Chairpersons and committee members.

Section Six – Committee Procedure

There shall be no quorum required for the transaction of business of committees. The vote of a majority of the members of a committee present at a meeting of the committee shall represent the decision of the committee. Each committee shall keep a record of its meetings and other proceedings, except as defined otherwise in Article 3.2.A.5. The chairperson of each such committee shall be responsible for recording the committee meetings. Any action required or permitted to be taken at any committee meeting may be taken by the committee in lieu of a physical meeting of the committee, provided the action so taken shall be set forth in writing, and shall be signed by a majority of those members of the committee entitled to vote on the subject. The actions and decisions of the committees are purely advisory as applied to and by the Panel and shall require a vote of ratification by the Panel to have any force and effect. The Panel may at any time modify or set aside any action or decision of a committee by a majority vote of the Panel.

ARTICLE EIGHT
COMMUNITY SURVEYS

From time to time major community planning issues of common concern will be presented to and/or initiated by the Panel which affects a significant number of the properties on Captiva. Examples of such issues include: Captiva specific changes to the Lee County Comprehensive Land Use Plan, sanitary sewer systems, changes to septic inspection quality standards, burying of electric power lines/utilities, and widening of Captiva Drive to include safety shoulders. On such planning issues the Panel shall be obligated to elicit the opinions of all property owners through an island wide survey. The Panel shall appoint an issue specific Planning committee to conduct the survey according to the prescribed method detailed herein.

Section 1 – Overview

The committee shall:

1. Plan and create a timeline for committee actions.
2. Gather issue related information which may include, but not be limited to, the following:
 - a. State laws and requirements.
 - b. County and Municipal ordinances and requirements.
 - c. Administrative and regulatory rules and requirements of other regulatory agencies – i.e. DEP, DOT, etc.
 - d. Physical strictures – county survey, rights of way, etc.–
 - e. County timeline for action or decision benchmarks
 - f. Engagement of any experts as reasonably necessary to gather the above information.
3. Review and refine information into accessible formats for dissemination.
 - a. Informational handouts must include an overview of the issue, with handouts providing a balanced focus of the “Pros” and “Cons” of the issue.
 - b. Work to insure that the information presented to the Captiva community is worded in as neutral a manner as possible in order to maintain the integrity of process.
 - c. Disseminate information to the community by posting it on Web sites, publicized in media and at Panel meetings.
4. Public meetings on the issue shall be scheduled in conjunction with Regular meetings or as Special meetings when additional time is required to effectively inform the public.
5. As necessary in response to questions and concerns from the community, further research and information may be requested by the Panel.
6. Update posted public information materials based on community feedback.
7. Surveys addressing issues concerning physical property shall be distributed to the address on record for each property STRAP number. One response will be counted per property STRAP number, specifically excepting timeshares/interval owners, in which case the interval ownership management company will be sent one survey per “condo” unit. The surveys shall be addressed to the association management to respond with no more than one response per “condo” unit.
8. Committee members, or from time to time a designated impartial party, shall:
 - a. Develop survey questions based upon the updated public information.
 - b. Distribute the survey (and appropriate additional information) to all property owners on Captiva at the address of record on the Lee County Property Appraiser's records.
 - c. Employ a process such that surveys are returned in a manner which provides anonymity. (e.g., employing number control surveys, checks and balances, etc.)
 - d. Prepare and submit to the Panel a detailed report of the survey results. The committee may sub-divide the island into separate regions based upon commonality of interest, zoning or geography, tabulate the results of the

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survey accordingly and submit a written report of the results back to the Panel.

- e. Surveys and any additional information shall be distributed by the most effective means available to ensure dissemination and encourage response. These may include electronic distribution, use of publicly accessible Web sites and other generally accessible technology, as well as information distributed by mail and fax. If the entire survey package is not mailed or delivered by common carrier to the address of record, at the very least a postcard with information on accessing the survey and background information shall be mailed or otherwise delivered by common carrier to all island property owners as described above.

The Panel shall approve a final report on the issue to be submitted to Lee County or the appropriate governing authorities based upon the results of the survey. The Panel shall submit the detailed survey report and all relevant survey data along with their final recommendations. To the extent possible, the desires of the property owners by region will be weighted in the report the Panel makes to Lee County. Whenever appropriate, the survey may obtain and identify results by regions within Captiva, such as Gold Coast, the Village, etc. Resulting recommendations may be specific to a discreet area where the matter under consideration does not require an islandwide action.

ARTICLE NINE
BYLAW AMENDMENTS

Section 1 -- Approval of amendments

For the first two years after these Bylaws are adopted, a simple majority vote can amend these bylaws. Subsequently, the bylaws shall be amended only by the vote of a two-thirds majority of the full Panel at any Regular Panel meeting at which a quorum is constituted. Such amendments, following the two-year initial period, must be noticed and provided to Panel members and interested members of the public at least two consecutive regular monthly meetings (or sixty (60) days, whichever is less) prior to the meeting at which they are to be voted upon. In no circumstance may the notice period be waived or overruled by the Panel.

Section 2 – Presentation of Proposed Amendments

Proposed changes to the Bylaws must be placed on the meeting Agenda in accordance with Article 4 of these Bylaws. They shall only be discussed at the appropriately scheduled meeting. Votes for changes must be scheduled for a subsequent meeting and noticed according to the Notification Guidelines, Article 3.3. In no circumstance may the notice period be waived or overruled by the Panel.

Section 3 – Consistency

Bylaws must be consistent with any legal and governing documents for the Panel, with Florida Statutes, Lee County administrative codes and ordinances and in accordance with all applicable Florida Statutes and federal law.

ARTICLE TEN
FINANCES

Section 1 - Fiscal Year

The fiscal year of the Panel shall be January 1 to December 31

Section 2 – Sponsoring organization

The Panel is sponsored by the Captiva Property Owner’s Association (CPOA) pursuant to agreement with Lee County. All financial dealings of the Panel are subject to the conditions set forth in that agreement.

Section 3 – Public funding

All grants of public funds must be used solely for the creation of the community plan or other common planning concerns. Acceptable uses of these public funds will include, but not be limited to payment of professional consulting services, advertising of public meetings/workshops and copying of draft and final documents. Public funds may not be used for the rental of office space, purchase of supplies such as computers and software, or phone service. Before receiving any public funds, the Panel must document how the funds will be utilized to the Lee County Dept. of Community Development, Planning Division.¹⁷

To the extent that any grant of public funds is contingent upon collecting private matching funds and such public funds are restricted to a certain purpose, then, and only then, will the private matching funds also be so restricted to the acceptable use restrictions herein described.

Section 4 – County Access

Lee County will have unrestricted access to all Panel records pertaining to the community planning effort. The county may conduct audits of the financial records of the Panel. Before disbursing a grant of planning funds, the county shall independently ensure that the proposed expenditure is in accordance with the regulatory requirements set forth in Administrative Code 13-3 and may enlist the Clerk of the Courts to perform an audit of the Community Panel.¹⁸

Section 5 – Treasurer and Budget

The Treasurer shall be an officer and Member of the Panel and will chair the Finance committee. The treasurer will assist in and be responsible for the preparation of the budget, provide routine financial reports and make financial information available to Panel Members and interested public. See Article 3.2.B.1 and Article 5.5.d supra.

The Panel will issue an annual budget to be utilized during the following calendar year. As noted previously in Article 3.2.B.1 supra, the final budget must be approved by a majority of the Panel no later than the Regular December meeting. The budget shall cover all financial outlays and disbursements, and funds received by the Panel.

¹⁷ Adapted from an agreement between Lee County and CPOA.

¹⁸ Adapted from an agreement between Lee County and CPOA.

ARTICLE ELEVEN **OPERATIONS**

Section 1 - Checks, Instruments, and Documents

The Panel shall from time to time designate persons that are authorized to make checks and other instruments for the payment or withdrawal of budgeted Panel funds, and to otherwise execute on behalf of the Panel any other document or instrument. Instruments drawn on the funds of the Panel for amounts which will not individually or cumulatively exceed \$1,000 in any given month may be authorized by the President, Treasurer or such designated party as has been previously approved by the Panel. Instruments of greater than \$1,000 (individually or cumulatively within a month) must be signed by any two Officers. The President shall always be an authorized signatory pursuant to Article 5.4.a.5 supra.

Section 2 - Books and Records

The Panel shall prepare and maintain complete books and records of account and shall also keep minutes of its meetings. All books and records pertaining to public funding for community planning of the Panel are public information and may be inspected by anyone for any proper purpose at any reasonable time with written notice stating such purpose. See Article 3.2; Article 5.4.d, and Article 7.3.a.

Section 3 - Staff

The Panel may appoint an administrator and/or retain such staff as the Panel in its sole discretion deems necessary. Whether as volunteers or consultants to be paid an agreed fee under set terms on an as-needed basis, such staff positions shall be non-voting positions. Paid staff decisions must be approved by the Panel's sponsoring organization unless the funds have been pre-approved in the Panel budget or other sources of funding for that position are in place.

ARTICLE TWELVE **DISSOLUTION**

Section 1 - Dissolution

The Panel may dissolve its operations under the following conditions:

A. By a two-thirds vote of the full sitting Panel, the Panel Members may move to disband the existing Panel following a sixty (60) day written notice to the Captiva Property Owner's Association (CPOA). In such event, the Panel's sponsoring organization, the CPOA, may in its sole discretion continue such Panel operations. This will be done under the legal and governing documents already in force, as well as any new legal and governing documents as may be needed to be enacted in conjunction with Lee County.

B. As the sponsoring organization, the CPOA may elect to cease Panel operations with a sixty (60) day written notice to the Panel President, under the terms of the legal and governing documents already in force. Should the CPOA discontinue its sponsorship, another sponsor may then contract with Lee County to continue Panel operations under

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its own legal and governing documents in conjunction with Lee County. However, should the CPOA cease sponsorship and no other sponsor so contract with Lee County for continuation, then the Panel will cease to exist at the end of the sixty (60) day period.

C. The Lee Board of County Commissioners may terminate the existing planning agreement authorizing the Panel's operations in conformance with the terms of that agreement and as pre-determined in Lee County administrative codes and ordinances.