

**Bylaws of the
Hutchinson Island Preservation Initiative
A Florida Not for Profit Corporation**

Article 1: Name

The legal name of the organization shall be the Hutchinson Island Preservation Initiative, Incorporated, hereinafter referred to as HIPI. If abbreviated, the first letter of each word in the name of the organization should be used without any punctuation.

Article 2: Mission

The mission of HIPI is to preserve and protect Hutchinson Island in Martin County, Florida.

Article 3: Standards

HIPI must be entirely unconnected with and administratively independent of any other organization. The books and accounts of HIPI shall be kept in accordance with generally accepted accounting principles. HIPI shall maintain all standards and policies as required by the U.S. Internal Revenue Code. The period of June 1- May 31 shall be the fiscal year of HIPI.

Article 4: Membership

A. DEFINITION:

1. A member in good-standing is considered an active member if annual dues have been paid by the date set forth in Article 5 of the Bylaws.
2. Members are eligible to vote and hold office.
3. Associate members may not vote or hold office.

B. CATEGORIES:

1. Members
 - i. Martin County Hutchinson Island residential property owners
2. Associate Members
 - i. Martin County, Florida residential property owners
 - ii. Non-residents
 1. Those who do not own residential property in Martin County, FL
 2. Seasonal residents who do not own residential property in Martin County, FL
 - iii. Business Owners

Article 5: Dues

Membership dues will be \$20 per individual and will be due annually on March 1.

Article 6: Board of Directors and Officers

- A. **DIRECTORS:** HIPI will have no fewer than 3 and no more than 11 directors
- B. **OFFICERS:** The elected officers of HIPI shall be a President, Vice-President, a Treasurer, a Recording Secretary.
- C. **Eligibility:**
 - 1. Any active member in good standing, as defined by Article 4 of the bylaws is eligible to be nominated to be an officer of the organization.
 - 2. Beginning with the election of officers in March 2020, no more than two (2) officers during any term may own property and/or reside at the same HOA, POA, community or development.
- D. **Term of Office:** Directors and other elected position holders shall serve a one (1) year term, said term to commence at the beginning of the fiscal year as defined in Article 3 of the Bylaws. At the expiration of the term, all monies, records, papers, and other HIPI property shall be delivered to each office's successor.

- E. **Board of Directors Vacancy:** A vacancy in any Board of Directors position shall be filled by the Board of Directors. That person shall serve until the end of the fiscal year. The Board of Directors may require the resignation of any member of its body, including officers, for good cause.
- F. **Board of Directors Duties:** The Board of Directors shall have general charge and control of the affairs, funds and properties of HIPI. It has final authority over the admission of prospective members to membership, especially as it relates to residential property ownership.
- G. **Meetings:** The Board of Directors shall hold meetings each fiscal year. Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- H. **Powers and Duties of Officer**
 - a. **President:** The President shall be the chief executive officer of HIPI, and of all standing and special committees. The President shall preside at all meetings of the HIPI and the Board of Directors. The President shall be responsible for assuring the integrity of Board process. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be the chief spokesperson for the Board of Directors on Board-stated positions and within areas delegated to his or her in policy. The President shall, with the Treasurer, sign all contracts and obligations authorized by the Board of Directors. The President shall, with the approval of the Board of Directors, appoint other committees not herein provided.
 - b. **Vice President:** The vice-president shall act as the assistant to the president and shall, in the absence of the president, be the presiding officer at meetings. In the event of a vacancy in the office of president, the vice-president shall succeed to the office for the unexpired term. In the event of the temporary incapacity of the president to act, as determined by a two-thirds vote of Board of Directors, the vice-president shall fill the office of president until the president is able to resume office. When the vice-president has succeeded to or is filling the office of president under this section, and is so acting, the vice-president shall have all the powers and be subject to all the restrictions upon the president. The vice-president shall act as liaison to committees and other organizations

as appropriate and as directed by the president and/or the Board of Directors. The vice-president shall perform such other duties as may be assigned by the president or Board of Directors.

- c. **Treasurer:** The Treasurer shall have charge of the funds of the HIPI, shall make expenditures in accordance with the budget and as authorized by the Board of Directors, and shall keep account of all receipts and disbursements, furnishing to the Board of Directors a written receipt thereon monthly. No less than thirty (30) days before dues must be paid, the Treasurer will email membership renewal notices. The Treasurer will be responsible for the annual audit and any necessary IRS filings, and any financial presentations at the Annual Meeting.
- d. **Recording Secretary:** The Recording Secretary shall arrange for, send notices of, and keep the minutes for the meetings of HIPI and the Board of Directors and shall be the custodian for the annual reports of HIPI. The Recording Secretary shall be responsible for the custody of the seal of HIPI and the affixing of same. The Recording Secretary shall be responsible for correspondence on behalf of HIPI, as directed by the President. The Recording Secretary shall be responsible for the review and maintenance of the Bylaws and Policies of HIPI and shall advise the Board of Directors of parliamentary procedure. The Recording Secretary will be responsible for instructing the Board of Directors on preparation of consent agendas and for maintaining the voting proxies of members.
- e. **Communications Officer:** The Communications Officer shall be chosen by a vote of the Board of Directors and shall be responsible for developing a plan to ensure adequate communication with members of HIPI and the Martin County community, including but limited to maintaining an up-to-date membership list, email, website and social media. The Communications Vice President at the direction of the President will conduct any online polling. The Communications Vice President shall be in charge of all public relations efforts.
- f. **Honorary and Ex-officio:** The Board of Directors at its discretion may recognize honorary or ex-officio board members whose knowledge and guidance may be beneficial. Honorary and Ex-officio board members will not be voting members of the Board of Directors. Honorary and Ex-officio board members may be members of HIPI with all of the responsibilities and privileges thereof.

Article 7: Nominating and Elections

A. Nomination

1. Any member of the organization may submit nominations.
2. A member may submit only one name as candidate for each office.
3. The Board of Directors will accept nominations sent to the email address on record for the organization. Nominations will be accepted for seven (7) days beginning no later than one calendar month before the date of the election. The ballot with all candidates' names will be posted on the HIPI website and emailed to all members no less than ten (10) days prior to the date of the election.
4. Associate members may not nominate members for office, hold office, or vote.

- B. Elections:** Directors and officers will be elected at the annual meeting by a vote of all active, eligible members.

Article 8: INDEPENDENT OFFICERS/CONFLICT OF INTEREST POLICY

- A. The officers owe the organization a duty of loyalty. The duty of loyalty requires an officer to act in the interest of the organization rather than in the personal interest of the officer or some other person or organization. In particular, the duty of loyalty requires an officer to avoid conflicts of interest that are detrimental to the organization.
- B. No board member may be compensated as an officer or other employee of the organization.
- C. No board member nor any family member of a board member may be involved in a transaction, either with the organization or with a related organization, that results in a financial benefit.

Article 9: Committees

Committees may be appointed by the Board or Directors as necessary to perform and support the functions of HIPI. Committees will be chaired by members of the organization.

ARTICLE 10: Delegates

Delegates to any outside organization, conference or meeting shall be active members of HIPI, appointed by the President and approved by a vote of the Board of Directors. The number of delegates shall be determined by the Board of Directors.

Article 11: Meetings and Voting

- A. **Regular Meetings:** HIPI shall hold membership meetings. All meetings and functions of HIPI shall be held at facilities that do not discriminate on the basis of race, religion, or national origin.
- B. **Board of Directors Meeting:** The Board of Directors will meet as needed and at the direction of the president. Notice will not be given to members and members may not attend a meeting of the Board of Directors unless invited by the president.
- C. **Annual Meeting:** The Annual Meeting of HIPI shall be held in the month of March for the purpose of presenting an annual report, voting for officers and other matters.
- D. **Notice:** Written notice of the date, time, place and purpose of the regular meetings of HIPI shall be provided or caused to be provided, by the Recording Secretary to each member not less than three (3) days before the meeting. Written notice of the date, time, place and purpose of the Annual Meeting of HIPI shall be provided or caused to be provided, by the Recording Secretary to each member not less than ten (10) nor more than fifty (50) days before the meeting.
- E. **Attendance:** Members and associate members shall have the privilege to attend all meetings of HIPI.
- F. **Quorum:** A quorum at Annual Meeting shall consist of one-third (1/3) of the active members eligible to vote. Absentee ballots will be available prior to the voting time period. The attendance of any person at a meeting of HIPI, in person, by proxy, or via an absentee ballot, shall count towards quorum.
- G. **Proxies:** Any member who is eligible to vote is allowed to designate a proxy to vote on any matter that comes to a vote before the general membership. Proxies are good for eleven (11) months from the date of the execution of the proxy. Proxies may be revoked in writing at any time.

- H. **Absentee Ballots:** An absentee ballot shall be available to any active member who is unable to vote at a designated voting meeting in the seven (7) day period prior to the meeting. An absentee ballot submitted prior to the designated voting meeting shall be counted at the same time as the votes of the general membership. An absentee ballot shall be null and void if a proposal is amended or altered in any way prior to the general membership vote.
- I. **Electronic Polling:** The Board of Directors may use electronic surveys or other forms of online polling to solicit member feedback, for proxies or for voting.
- J. **Requirements for Approval**
 - a. A majority vote of the Board of Directors is required for ordinary business.
 - b. A two-thirds (2/3) majority of the vote of the Board of Directors shall be required for the following:
 - i. Community focus statement.
 - ii. Position statements.
 - iii. Proposed fundraising events.
 - iv. Dues increases.
 - v. Amendments to the bylaws.
 - vi. Amendments to the Articles of incorporation.
 - c. A majority vote of the quorum is required for the election officers.

Article 12: Fiscal and Financial Matters

- A. **Fiscal Year:** The fiscal year shall be from June 1 to May 31.
- B. **Accounting:** The books and accounts of HIPI shall be kept in accordance with generally accepted accounting practices.
- C. **Annual Budget:** There shall be an annual operating budget. The Treasurer shall follow the procedures of the budgeting process as established by the Board of Directors.
- D. **Expenses:**
 - 1. **Budgeted Expenses:** The Treasurer shall pay expenses in accordance with the budget.
 - 2. **Budget Changes and Additions:** The Treasurer has the power to approve requests for budget changes and additions of \$500 or less. Requests above \$500 must be submitted to the Board of Directors for approval. No expenditures may be made without prior approval.
- E. **Dissolution:** In the event of dissolution of HIPI, assets shall be distributed to such charitable and educational organizations, qualified pursuant to section 501(c)(3) of the U. S. Internal Revenue Code, in the Martin County, Florida community as the Board of Directors, with membership approval, shall determine.

ARTICLE 13: AMENDMENTS TO BYLAWS AND PARLIAMENTARY AUTHORITY

- A. **Bylaws:** The Bylaws may be amended at any meeting of the Board. Any other amendment to the Bylaws may be adopted only in the following manner:
 - 1. The amendment must then be approved by two-thirds (2/3) of the votes cast at a meeting, provided it has been presented to the Board of Directors at least three (3) days prior to the date of the proposed vote.
 - 2. The Recording Secretary shall have the authority to make necessary technical and typographical changes in the Bylaws in order to assure continuity, with substantive changes approved by the Board of Directors and the membership.
 - 3. The most current approved Bylaws should be posted on the HIPI website.
- B. **Parliamentary Authority:** The rules contained in the current edition of Robert's Rules of Order: Newly Revised shall govern HIPI in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order HIPI may adopt.

ARTICLE 14: INDEMNIFICATION OF DIRECTORS AND OFFICERS

HIPi shall purchase or require its officers to purchase appropriate liability insurance.

ARTICLE 15: MEMBERSHIP LIST

The membership list of HIPi members is for the use of the HIPi only and may not be used for the promotion of any activity unrelated to HIPi. It shall not be used by any HIPi members or other individuals for personal gain or made available for political, commercial, or solicitation purposes. The use of the HIPi's membership list is not allowed without the express consent of the Board of Directors of HIPi.

ARTICLE 16: WAIVER OF NOTICE

Whenever notice is required to be given under these Bylaws, a written waiver of notice will be deemed equivalent to notice if the waiver is signed by the person entitled to notice (whether before or after the time stated for notice). The attendance of any person at a meeting of the HIPi, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the person.

Article 16: DOUMENT RETENTION POLICY

All meeting minutes, annual reports and financial records will be kept for a minimum of seven (7) years and will be available to any member within ten (10) business days upon request. A physical and electronic copy of all records will be maintained by the Recording Secretary. The Communications Vice-President also will maintain electronic copy of all records. Electronic records will be stored on a separate storage device designated only for HIPi business. At least one set of electronic records will be stored in a secure location.

Article 17: WHISTLEBLOWER POLICY

HIPi requires officers and members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of HIPi, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy is intended to encourage and enable members to raise serious concerns internally so that HIPi can address and correct inappropriate conduct and actions. It is the responsibility of all board members, members and volunteers to report concerns about violations or suspected violations of law or regulations that govern HIPi's operations.

It is contrary to the values of HIPi for anyone to retaliate against any board member, member or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of HIPi.