

## **St. Petersburg Downtown Neighborhood Association Bylaws**

*Adopted January 8, 2004, Amended July 10, 2014, January 14, 2016, July 10, 2019 , and July 14, 2021*

### **Article 1 – Name**

The name of the organization is the St. Petersburg Downtown Neighborhood Association, with the short version St. Pete DNA. The boundaries for the DNA as they were expanded in 2009 from the original 2004 boundaries are shown as Exhibit A and included as a part of the official bylaws. It is the successor organization of the merged North Downtown Neighborhood Association, Inc., and the University Park Neighborhood Association, Inc.

### **Article 2 – Purpose**

This association is organized for the purpose of civic improvement of the downtown neighborhood of St. Petersburg, Florida, and principally to make it a better place in which to live.

### **Article 3 – Membership**

Section 1. The association shall consist of active and associate members.

An active member is an adult aged 18 or over, who resides or owns property within the boundaries of the association, and in either case whose dues are currently paid, and who, therefore, has the right to vote on all matters that come before the association and, if an individual, to hold office. Each active member shall be entitled to one vote.

An associate member is an adult, who does not reside or own property within the boundaries of the association, whose dues are currently paid and who endorses the goals of the association, but is not eligible for active membership, and who, therefore, does not have the right to vote or hold office.

Section 2. From time to time matters come before the association with the potential to directly affect every resident and property owner of the neighborhood. In such cases, the Board of Directors by a majority vote may declare that the matter be put to a vote open to all adults residing in or owning property within the boundaries of the association, regardless of association membership, and whenever practical shall publicize the open vote.

### **Article 4 – Officers and Directors**

Section 1. The association shall be governed by a Board of Directors, consisting of not more than fifteen members, plus the immediate past president serving in an advisory non-voting capacity. To be nominated as a director, a person must be an active member of this association for at least 45 days prior to election.

Section 2. As soon as practicable after each Annual Meeting, the Board of Directors shall elect, from amongst its members, officers of this association: a President, a Vice President, a Secretary and a Treasurer, whose terms shall run through to the end of the next Annual Meeting. These officers may be removed from their offices by a 2/3 vote of the Board of Directors with notice of a proposed removal vote given at a Board of Directors Meeting and the vote taken at the next Board of Directors meeting.

Section 3. It shall be the duty of the President to preside over all meetings of the association and of the Board of Directors. The President shall be a member ex officio of every committee except the Election Committee. All documents made or accepted or executed by the association shall be signed by the President, or a designated representative. The President shall give an annual report of the state of the association.

Section 4. The Vice President shall act in the President's absence and shall have the same powers, duties and responsibilities as the President when so acting.

Section 5. The Secretary shall keep the records of all meetings of the association and of the Board of Directors. The Secretary shall conduct the correspondence of the association, as directed by the President; is the custodian of the records except those of the Treasurer; shall keep a membership roster; shall send out proper notice of all meetings; and shall keep safely all important documents such as these bylaws, and any amendments to them, and any other such standing rules that may be adopted by the association. If the President and Vice President are absent, the Secretary shall preside over any meeting of the association or the Board of Directors.

Section 6. The Treasurer shall collect, receive, and hold all money belonging to the association, and deposit all funds in the name of the association in such banks as the board shall designate; pay all bills; make all disbursements; present a monthly itemized statement to the board; present a report at association meetings; and render an annual account of the year's receipts and expenditures. The association's financial records shall be open at all times for examination or audit as the board shall order. All checks shall be signed by either the President or the Treasurer. The Treasurer shall deliver to an elected successor all money, vouchers, books, papers, and any other property belonging to the association at the close of the Annual Meeting, or as directed by the board.

Section 7. The Board of Directors shall transact the regular business of the association. Any officer or director failing to attend three consecutive meetings of the board may be relieved of office by a majority vote of the board. Any officer or director who no longer resides or owns property within the boundaries of the association shall resign from the Board of Directors within 60 days. The Board may by majority vote fill vacancies of officers and directors for the remainder of a term of office.

Section 8. The immediate past president shall serve on the board in an advisory capacity for the first year following the end of his/her term. If there are fifteen directors, the immediate past president will hold a non-voting position. In years where there are less than fifteen directors, the board can, by majority vote, designate this as a voting position.

Section 9. Any person who has served on the Board of Directors for a minimum of ten years is eligible to continue his/her service as a director emeritus. A director emeritus may attend Board of Director meetings and participate in discussions but shall not have voting privileges.

## **Article 5 – Meetings**

Section 1. There shall be no less than four meetings of the membership of this association each year; the Annual Meeting in January, and three others as scheduled by the Board of Directors.

Section 2. Special meetings of the membership must be called by the President or the board upon the written request of one-tenth (1/10) of the membership. Such special meetings shall be held no more than 30 days after the request is made.

Section 3. Notice of the date, time, place and purpose of all general and special meetings shall be given to the membership at least five days before the meeting.

Section 4. A quorum for the transaction of business at any meeting of the membership shall be 20 active members or 10 percent of the active membership, whichever is less.

Section 5. The meetings of the Board of Directors shall be held monthly unless changed by the board. Special meetings of the Board of Directors may be called by the President, and must be called by the President upon the written request of three members of the board. Such special meetings shall be held no more than 15 days after the request is made. Board Members must be notified at least five days before the special meeting. A quorum for board meetings shall be not less than half of the Board Members. A majority vote of the Board Members present at a board meeting is required for action, unless otherwise stated herein.

## **Article 6 – Dues**

Section 1. The amount of the annual dues for membership shall be set by the Board of Directors and shall be payable annually.

Section 2. The fiscal year for this association shall be January 1 through December 31.

Section 3. All funds raised by any association function or any committee or group activity shall become part of the general treasury of the association.

## **Article 7 – Committees**

Section 1. The President may establish such standing and ad hoc committees as seem necessary and advisable, with the approval of the Board of Directors.

Section 2. The chairperson of each committee shall be appointed by the President and approved by the Board of Directors. The term of office of each chairperson shall terminate with the term of the President making the appointment.

Section 3. Each committee shall be provided with the opportunity at each general membership meeting to present a report of committee activity.

Section 4. Each committee shall refer to the current committee resolution document for guidance regarding specific areas of responsibility, activities and expectations for committee members.

## **Article 8 – Elections**

Section 1. A Nomination Committee consisting of no less than three active Board Members shall be elected at the final general membership meeting of the year. The President is not eligible for membership of the Nomination Committee. It shall be the general duty of the Nomination Committee to oversee the association's annual election. Specific duties shall include the gathering of applications for the Board; and the preparation, distribution and counting of paper ballots at the Annual Meeting.

Section 2. The names and contact information of the Nomination Committee members shall be furnished in writing to the entire general membership within ten days of their election, together with an application form for prospective board members. All applications for a board of director position must be submitted to the Nomination Committee by a prospective candidate in writing.

Section 3. The Nomination Committee shall receive applications until a deadline date specified by the Board of Directors, not less than forty days from the date of the final general meeting. The Nomination Committee shall review all applications and nominate those candidates meeting the qualifications for a board of director. Nominations will then be closed.

Section 4. The names of all candidates nominated by the Nomination Committee shall be published by email to the general membership not less than ten days prior to the Annual Meeting.

Section 5. At the Annual Meeting, the election will be conducted by a show of hands of active members of the association unless a written ballot is warranted due to more candidates standing for election than positions available. The Nomination Committee members shall prepare and distribute written ballots if warranted, collect them, count the votes, and report the results to the Board of

Directors and the membership.

Section 6. The committee shall retain all ballots for a period of 30 days after an election, during which time any member of the association may ask the Board of Directors for a recount. Upon receiving such a request, the Board of Directors shall conduct a recount and such recount shall be final.

Section 7. Directors shall be elected for a term of one year which begins at the conclusion of the Annual Meeting.

### **Article 9 – Parliamentary Authority**

All meetings of this Association shall be conducted in accordance with these bylaws, any amendments to the bylaws, the Articles of Incorporation, and Robert's Rules of Order Newly Revised. Votes taken by email will follow Roberts Rules, including appropriate making and seconding of a motion, discussion, amendments if offered, and voting. Vote outcomes will be ratified at the succeeding meeting and recorded in the minutes of that meeting.

### **Article 10 – Amendments**

An active member may recommend amendments to these bylaws. Such proposed amendments shall be presented to the Board of Directors at least 14 days before a general membership meeting. The proposed amendment shall be given to the membership at least five days before the meeting when the vote shall be taken. Such proposed amendments shall be ratified by a two-thirds (2/3) vote of the active membership present and eligible to vote.

I certify that these are the Bylaws adopted by the Board of Directors of the organization at a meeting duly held on the 14th day of July, 2021.

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S. Engel Phillips, Secretary