



# Bylaws

## BYLAWS OF THE HISTORIC KENWOOD NEIGHBORHOOD ASSOCIATION

### SAINT PETERSBURG, FLORIDA

#### ARTICLE I

##### DEFINITIONS

**Annual Meeting**-the Association meeting held in December at which time elections are conducted

**Association**-abbreviated term used herein to refer to the Historic Kenwood Neighborhood Association

**Associate Member**-a person or business ineligible for membership in the Association who is concerned with the Association's purpose but is not entitled to vote on Association issues or in elections

**Board of Directors or Board**-the governing body of the Historic Kenwood Association that, unless otherwise mandated by the Board, consists of a President, Vice President, Secretary, Treasurer, and five additional members

**Bounded Area**-the geographic area defining the Historic Kenwood Neighborhood

**Committee**-group of Association members or affiliates appointed or selected to organize, manage, and otherwise preside over a specified task, event, or program

**Election Year**-year in which an election for the following year is held

**Good Standing**-status of an Association member who has paid their dues for the Membership Year and whose membership has not otherwise been terminated

**HKNA**-abbreviation referring to Historic Kenwood Neighborhood Association

**Member**-any person eligible for membership in the Association, who has paid the appropriate dues for Association membership, is entitled to vote on motions or elections held in general Association meetings, and is eligible to serve on the Board

**Membership Year**-time period over which a member of the Association is in good standing, extending from the date that member's dues are paid until December 31 of the same year

**Minutes**-a summary of events that have occurred at a meeting of the Association or of the Board of Directors

**Premium Membership**-Association membership obtained by payment of membership dues in excess of the amount required for non-premium membership and entitling a premium member to added benefits as specified by the Board

**Program**-an organized group of Association members and/or affiliates that hosts or holds periodic events, meetings, or functions throughout the year in order to promote the group's ideals, interests, or objectives

**Quorum**- the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid

## **ARTICLE II**

### **NAME**

The name of the Corporation, herein called the Association, shall be Historic Kenwood Neighborhood Association.

## **ARTICLE III**

### **LOCATION**

The Historic Kenwood Neighborhood Association shall be located in St. Petersburg, Florida, bounded by the North side of Central Avenue to the South side of 9<sup>th</sup> Avenue North, and West from I-275 to 34<sup>th</sup> Street North (“bounded area”).

The principle address shall be the Association’s Post Office Box, or other such address within the City Limits, as designated by the Board of Directors.

## **ARTICLE IV**

### **PURPOSE**

The purpose of the Historic Kenwood Neighborhood Association shall be to promote a sense of community for our neighborhood; forge working relationships with the City; foster civic participation; promote beautification and pride in the neighborhood; maintain, enhance, and encourage quality housing that reinforces the character and charm of our historic neighborhood; and provide a focal point for all neighborhood issues that affect a significant number of our residents.

## **ARTICLE V**

### **OFFICERS**

1. The officers of the Association shall consist of President, Vice President, Secretary, and Treasurer, and any other officers as the Board of Directors may from time to time specify. No two offices may be held by the same person at the same time. No person shall be elected or serve on the Board of Directors who holds any elected office in Federal, State, County, or City Governments, or who has announced candidacy for election to any office in the above named governments.
2. The officers shall be elected by the membership for a term of office of one year at the Annual Meeting.
3. If any vacancy shall occur in any office for any reason of resignation, death, or otherwise, the Board of Directors shall elect a member of the Association to fill such vacancy until the next election of officers. The election shall be ratified by the members at the next general meeting. Until the vacancy is filled, the Board of Directors may delegate the responsibilities of the vacant office among the remaining Board Members except as provided in paragraph 5 of this Article.
4. It shall be the duty of the President to preside at all meetings of the members of the Association and at all meetings of the Board of Directors in the capacity as chairman of the Board of Directors, and to sign all formal documents on behalf of the Association; to have personal supervision and power over the affairs of the Association and its officers and contractors; and to exercise such powers as may, from time to time, be conferred upon him/her by the Board of Directors. The President may serve no more than three (3) consecutive terms. If the President wishes to run for an additional term immediately after serving three consecutive terms, the Board must approve the Candidacy by a majority vote.
5. The Vice President shall perform the duties of the President whenever the President is sick, absent, or otherwise unable to act, or upon the death or resignation of the President, and shall perform such duties as may be imposed on him/her, from time to time, by the Board of Directors.
6. The Secretary shall keep the records of the meetings (“minutes”) of the Board of Directors and of the meetings of the members of the Association, and shall make such minutes available at the Association’s membership meetings. The Secretary shall perform such duties as may, from time to time, be affixed to the office by the Board of Directors.
7. The Treasurer shall receive funds and make disbursements of the monies of the Association. All disbursements shall be made by check or debit card and shall be signed by the Treasurer of the Association, except that the Treasurer may maintain a petty cash account not to exceed one thousand dollars (\$1000), which may be distributed in cash upon submission of a corresponding receipt. The President serves as a secondary signatory to the bank account to assist with disbursements, purchases, and deposits using check, debit card, and/or cash as needed to assist the Treasurer. Any disbursements exceeding two hundred dollars (\$200) for expenses not covered by budget line items shall have prior Board approval. Disbursements for items exceeding seven hundred fifty dollars (\$750) for expenses not covered by budget line items will have the prior approval of the membership of the Association (this

may include approval in an annual/project budget). The Treasurer shall make a summary of the Association's books available annually for review by the Audit Committee. The Treasurer and Membership Coordinator (herein referred to in Article VIII) shall keep a list of the names and addresses of the members of the Association. The Treasurer shall also perform duties as may be affixed to the office by the Board of Directors. The Board of Directors may approve assistance to the Treasurer to develop reports, maintain files, assure regulatory filings, and perform other duties of the Treasurer. The Treasurer will make available all appropriate forms for membership and donations.

## **ARTICLE VI**

### **BOARD MEMBERS**

1. Except as otherwise required by law or provided by these bylaws, the entire control and management of the Association and its affairs and property shall be vested in its Board of Directors. The Board shall be composed of four (4) officers and five (5) additional members. No members of the same household may serve on the Board of Directors at the same time.
2. The Board of Directors shall be elected by the members of the Association at the Annual Meeting. One member of the Board of Directors shall be the outgoing President of the Association who shall serve one (1) year as a Director in the status of immediate past president.
3. The Board of Directors may establish bylaws, rules, and regulations for its own government and for the conducting of business and the affairs of the Association, providing such action is ratified by the membership.
4. The Board of Directors shall appoint members in good standing to represent the Association at any outside organizations in which the Board decides the Association should participate.
5. Directors who fail to participate by physical attendance or by electronic voice means via speaker, at three (3) consecutive Board meetings, or four (4) in a total year shall forfeit their position on the Board. When a Director has reached the maximum allowable absences, that individual shall be given the opportunity to appeal to the Board for special consideration, and may remain on the Board with the approval of two-thirds (2/3) of the Board of Directors.
6. If any non-officer vacancies occur in the Board of Directors by reason of resignation, death, or otherwise, the Board of Directors shall elect a member of the Association to fill such vacancy until the next election of Directors by the members. The appointment to the Board shall be ratified by the members at the next general meeting.

## **ARTICLE VII**

### **MEMBERSHIP**

1. Membership in this Association shall be for a period not exceeding twelve (12) months (“Membership Year”) and shall commence upon payment of dues and take effect upon payment or January 1<sup>st</sup> of the Membership Year, whichever comes later, and expire on December 31<sup>st</sup> of the Membership Year.
2. Those eligible for membership in this Association shall be age eighteen (18) or older and (a) owners of property located within the bounded area, (b) proprietors of businesses located within the bounded area, and/or (c) residents living within the bounded area.
3. Those eligible for associate membership shall be all other persons and businesses outside the bounded area who are concerned with the neighborhood’s purpose. Associate members are not entitled to vote on neighborhood matters and are ineligible for general membership.
4. The Board of Directors shall have the right to refuse any application for membership in the Association by any person or proprietor by reason as deemed necessary; provided that such refusal is by a majority vote of the Board of Directors at which time there must be a quorum present. Resignation from membership shall be presented to the Board of Directors.
5. If any member of the Association shall at any time be believed to be guilty of an act prejudicial to the Association and/or its purpose or of systematic, disorderly actions that are detrimental to the Association, a motion may be brought to the Board of Directors, and upon a majority of support, such person shall be notified to appear personally before the Board of Directors at a designated time and place not less than thirty (30) days after such notification and at such time be given a hearing. By a two-thirds (2/3) majority vote of all the Directors the membership of such person may be terminated; provided further, however, that such person may be reinstated to membership by a vote of the majority of the members of the Association present at a meeting duly and validly called.
6. Present members shall be entitled to one vote per member.

## **ARTICLE VIII**

### **MEMBERSHIP COORDINATOR**

The Membership Coordinator is appointed by the President and maintains the membership roster of the Association in collaboration with the Treasurer. The Membership Coordinator is responsible for email notifications, Premium Membership communications, development of membership reports, and recruitment activities.

## **ARTICLE IX**

### **ELECTIONS**

1. The membership shall elect from among eligible members the officers of the Association by a majority vote at the Annual Meeting. In the case of the election of non-officer board members of the Association, candidates for board member receiving the highest number of votes for open seats shall be elected. Eligible members shall be members in good standing with current dues paid by November 1<sup>st</sup> of the election year.

2. Election Committee: The Election Committee Chair shall be appointed by the President of the Association by October 1<sup>st</sup> of the election year. The Committee Chair shall select at least two (2) additional committee members not from the same household as the Chair or as any other Committee member, whose membership shall be approved by a majority of the Board of Directors. No member of the Committee shall be eligible for nomination and/or election to the Board of Directors. The Committee shall obtain any and all nominations of eligible members for the various offices. The Committee shall inform nominees of the duties and responsibilities of the office for which they have been nominated. The Committee shall further ascertain that the candidate is willing to serve in the capacity for which they have been nominated. The Committee shall accept nominations from the floor during the December meeting of the Association prior to the election. The Committee shall treat all nominees in a fair and equitable manner and shall not endorse the candidacy of any nominee.

3. The names of all eligible members indicating a willingness to run for an officer or board member position made known to the Committee as of October 15<sup>th</sup> of the year of the election shall be published in available neighborhood print and electronic media. This list of candidates may be updated and published thereafter at the discretion of the Committee.

4. No member of the Board of Directors shall campaign for any candidate.

5. No Nominee for office shall use the Association's records (membership or otherwise) for the purpose of soliciting votes.

6. Election Ballots shall be prepared to list each office, followed by the names of the nominees for said office. Names shall be listed in alphabetical order. No other information shall be listed on the ballot. The Election Ballots shall have additional space for the names of eligible candidates nominated from the floor at the time of the general election.

7. The Election Committee shall prepare a final printed ballot no later than (ten) 10 days before the election. The ballot may not thereafter be changed. The ballot shall be given to those who request an absentee ballot and to all eligible members attending the annual election. The Election Committee shall distribute a ballot to each participating member in good standing at the general election. Ballots will only be given to those who can be verified as a member in good standing.

8. Absentee Ballots shall be permitted in the case of the annual election, provided that ballots shall be made available to those persons verified as members in good standing and who request a ballot.

(a) In order for an absentee ballot to be considered valid, it must be completed, submitted to, and received by a member of the Election Committee no later than two (2) days prior to the Annual Meeting at which the election will be held.

(b) Absentee ballots may not be brought to the Annual Meeting by another member. Absentee ballots may be given in person or submitted by email to a member of the Election Committee.

(c) Once a ballot has been received by the Election Committee, the name of the absentee voting member must be marked on the membership list as having voted and no ballot will be given to said member if they attend the annual election meeting regardless of the reason.

9. Nominations made from the floor at the annual election may be entered on the Election Ballot as write-in votes.

10. The Membership Coordinator or Treasurer of the Association shall be responsible for providing an updated list of members in good standing to the Election Committee prior to the election.

11. The Election Committee as a whole is responsible for handling and counting ballots.

12. The Election Committee Chair shall announce the results of the ballot count at the conclusion of the annual meeting. Within fourteen (14) days of the annual meeting, the Election Committee Chair shall provide the President with a written report from the Election Committee indicating the number of votes received by each candidate.

## **ARTICLE X**

### **DUES**

1. Annual dues shall be payable to the Historic Kenwood Neighborhood Association (“HKNA”) in such amount as set by the Board, and approved by a majority of the members present and voting at a meeting of the Association, for the year following.

2. Special, premium membership packages may be offered by the Association upon approval by the Board of Directors.

## **ARTICLE XI**

### **RECORDS RETENTION**

1. Except as otherwise may be provided for by these Bylaws, records and other information shall be retained by the following Officers:

(a) Treasurer: The Treasurer shall retain and maintain all records concerning the Association’s finances; insurance coverage and trademark protection, as well as all user ids, passwords, and other

information required to access all financial accounts used by the Association including bank accounts, credit and debit card accounts, and online payment receipt services such as PayPal and Square. All such records shall be maintained for at least seven years.

(b) Secretary: The Secretary shall retain and maintain all other records pertaining to the Association including hard copy records and all user ids, passwords, and other information required to access, modify, and otherwise control any on-line websites, email accounts, social media, on-line storage, and on-line marketing accounts.

2. Except as noted in the case of records maintained by the Treasurer, the Board in its discretion, and consistent with applicable law, may decide on the length of time Association records shall be maintained.

## **ARTICLE XII**

### **MEETINGS**

1. The regular meetings of the Association shall be held monthly, unless authorized by the Board of Directors or the members of the Association.

2. Special meetings of the members may be called by the Board of Directors whenever they think proper, and shall be called by the President or the Board of Directors upon the written request of the majority of members.

3. Notice of time and place of all special meetings shall be sent by the Secretary to the members. Such notice shall be in writing, and shall set forth the time, place, and purpose of the meeting.

4. Meetings shall be held in accordance to Roberts Rules of Order<sup>1</sup>.

5. Regular meetings of the Board of Directors shall be held monthly, and shall be open to all members in good standing. Members are permitted to ask questions or present comments only on agenda items after the Board members have had opportunity to deliberate. Members may be asked to step out of the room to permit the Board to meet in closed executive session for sensitive discussions. Members in attendance may ask questions or present comments on non-agenda items following adjournment of the Board meetings.

6. Special meetings of the Board of Directors may be called at any time by the President of his/her own motion, and must be called at the request of at least two (2) members of the Board of Directors.

7. Notice of all special meetings of the Board of Directors shall be sent by the Secretary to all Directors at least three (3) days in advance of such meeting. Reasonable attempts will be made to notify the general membership of such special meetings, which shall also be open to all members in good standing.

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<sup>1</sup>Robert, Henry M.; et al. (2011). *Robert's Rules of Order Newly Revised* (11th ed.). Philadelphia, PA: Da Capo Press.

## **ARTICLE XIII**

### **QUORUM**

1. A quorum for the transaction of business at any meeting of the members shall require a minimum of twenty-five (25) members. Attendance must be in person.
2. A majority of Directors, including the President or Vice President, if these offices be occupied, shall constitute a quorum for the transaction of business at any Board of Directors meeting.

## **ARTICLE XIV**

### **BOARD VOTING**

1. The Board members may cast votes on motions before the Board in person during a meeting of the board, by electronic voice means during a board when participating by speaker, and by email. In the case of votes cast by email, all Board members must be copied on all email messages transmitted as part of the consideration of a matter. The email vote shall be recorded in the meeting minutes of the next scheduled Board Meeting.

## **ARTICLE XV**

### **COMMITTEES AND PROGRAMS**

1. There shall be standing and special committees of the Board of Directors and the Association, as the Board of Directors shall, from time to time, deem necessary. In addition, the President shall have the power at any time to appoint chair persons for each committee and to appoint special committees comprised of any number of members of the Association.
2. For any Committee or Program with line item accounting in the budget at or greater than two thousand dollars (\$2000), the Chairman or Treasurer must submit a monthly report to the Board.
3. The Board may create or disband any Committee or Program at its discretion.
4. Audit Committee: The Audit Committee shall consist of two (2) members of the Board of Directors, excluding the Treasurer, and two (2) members of the membership of the Association. This Committee shall meet at least once per year to review and audit the books and fiscal records of the Association.
5. Bylaws Committee: The Bylaws Committee shall consist of two (2) members of the Board of Directors and at least two (2) members of the membership of the Association. The Committee shall meet on direction of the Board or upon receipt of a proposed amendment to the Bylaws received in accordance with Article XIV of these Bylaws.

6. Artist Enclave of Historic Kenwood program: The Artist Enclave of Historic Kenwood is a dues-paying program of the Association whose mission is to advance the professional development of resident artists and serves as the neighborhood resource for all artists. Dues, donations, and expenditures are managed through the Association by the Treasurer. The Board will appoint a Liaison to serve as support for information, communication, and program development.

7. Historic Kenwood Partnership program: The Historic Kenwood Partnership program serves economically- and physically-challenged residents with one-time assistance to improve their homes' curb appeal. The Board will appoint a steering committee to oversee the home selection process, volunteer recruitment and oversight, and other duties as determined.

8. Kenwood Kidz program: The Kenwood Kidz program welcomes young families in a social networking environment to encourage involvement in the neighborhood through regularly-scheduled play dates and events in Seminole Park. The Board will appoint a Chairperson to organize the program activities and engagement.

## **ARTICLE XVI**

### **AMENDMENTS**

1. These Bylaws shall be adopted, revised, or rescinded by a two-thirds (2/3) vote of the members. Proposal of an amendment or change to the bylaws may be made by the Bylaws Committee or any member of the Association and shall be made on the floor at any general meeting. All motions, other than those made by the Bylaws Committee itself, to change, add, or remove Bylaws will be forwarded to the Bylaws Committee for review. Motions made by the Bylaws Committee shall proceed to notice as described in paragraph 3.

2. The Bylaws Committee will have up to ninety (90) days to review, recommend for or against, or alter the language to adhere to the existing Bylaws.

3. The Bylaws Committee will post notice of the changes to the Bylaws in the Historic Kenwood News, the Historic Kenwood website, and any other means to inform the Association of the proposed changes for two consecutive months after the motion has been reviewed and voted upon by the Committee.

4. The motion will be read on the floor after the notice has been completed. If the motion is made by someone other than the Bylaws Committee, the Bylaws Committee will then make its recommendation on the floor and a vote on the motion will follow.

APPROVED by the Board of Directors on \_\_\_\_\_ 2017

APPROVED by the Members of the Association on \_\_\_\_\_ 2018

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XXXX, President

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XXXX, Secretary