



Bylaws

BYLAWS OF THE HISTORIC KENWOOD NEIGHBORHOOD ASSOCIATION

SAINT PETERSBURG, FL

ARTICLE I

NAME

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

ARTICLE II

LOCATION

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

The principle address shall be the Association’s Post Office Box, or other such address within the City Limits, as the Board of Directors may from time to time designate.

ARTICLE III

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 IV

MEMBERSHIP

1. Membership in this Association shall be for a period not exceeding 12 months (“Membership Year”) and shall commence upon payment of dues and take effect upon payment or on January 1st of the Membership Year, whichever comes later, and expire on December 31st of the Membership Year.
2. Those eligible for membership in this Association shall be age 18 and over who are (a) owners of property located within the bounded area, (b) proprietors of businesses located within the bounded area, and (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 a vote on neighborhood matters.
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 for which to them shall seem sufficient, provided that such refusal be 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 either an act prejudicial to the Association and/or its purpose or systematic, disorderly actions which 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 2/3 majority vote of all Directors the membership of such person may be terminated; provided further however, that such person may be reinstated to membership by a vote of a 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 V

Elections

1. The membership shall elect the officers of the Association by a majority vote at the December 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.
2. No member of the Board of Directors shall campaign for any candidate.

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

4. 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.

5. The Election Committee shall distribute ballots to each participating member at the general election. Ballots will only be given to those who can be verified as a member in good standing.

6. Absentee Ballots shall be permitted in the case of the annual election, provided that the following criteria are met: Official absentee election ballots shall be prepared by the Election Committee prior to the annual meeting/election. These ballots shall be made available to those who can be verified as a member in good standing, and who are unable to attend the annual meeting. In order for an absentee ballot to be considered valid, it must be completed and submitted to, or mailed to and received by, a member of the Election Committee no earlier than 14 days prior to the election. Absentee ballots may not be brought to the annual meeting by another member. Once a ballot has been given to a member, their name must be marked on the membership list and no ballot will be given at the annual meeting, regardless of the reason.

7. The 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.

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

ARTICLE VI

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 vote of the members present and voting at a meeting of the Association, for the year following.

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

3. No member shall be eligible to hold office unless the member is in good standing.

ARTICLE VII

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 such time as 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 employees; and shall exercise such powers as may, from time to time, be conferred upon him/her by the Board of Directors.

5. The Vice President shall perform the duties of the President whenever the President shall be 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 of the Board of Directors and the members of the Association, and make such minutes available at its 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 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. Any disbursements exceeding \$150 for expenses not covered by budget line items shall have prior Board approval. Disbursements for items exceeding \$500 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 for review or read a financial report at each regular membership meeting, and shall make the Association's books available annually for review by the Audit Committee. The Treasurer shall keep a list of the names and addresses of the members of the Association and shall also perform duties as may be affixed to the office by the Board of Directors.

ARTICLE VIII

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. Beginning in 2015, the Board shall be composed of 4 officers and five additional members.
2. The Board of Directors shall be elected by the members of the Association at the Annual (December) 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 their 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 telephonic attendance via speaker phone 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 shall 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 IX

BOARD VOTING

1. The Board members may cast votes on motions before the Board in person during a meeting of the board, by telephone during a meeting of the board when participating by speaker phone, 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.

ARTICLE X

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 and on-line storage.

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 XI

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 Robert’s Rules of Order.

5. The December meeting of the members shall constitute the Annual Meeting.

6. Regular meetings of the Board of Directors shall be held monthly, and shall be open to all members in good standing.

7. Special meetings of the Board of Directors may be called at anytime 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.

8. Notice of all special meetings of the Board of Directors shall be sent by the secretary to all Directors at least 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.

ARTICLE XII

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 the 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 XIII

COMMITTEES

1. There shall be such standing and special committees of the Board of Directors and the Association, as the Board of Directors shall, from time to time, determine. 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. Election Committee: The Election Committee Chair shall be appointed by the President of the Association by September 1st of the election year. The Election 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 Election Committee shall be eligible for nomination and/or election to the Board of Directors. The Election Committee shall obtain any and all nominations of eligible members for the various offices. Eligible members are those paid members of the Association, in good standing, as of October 1st of the year of the election. 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 Election Committee shall accept nominations from the floor during the November and December meetings of the membership, prior to the election. The Election Committee shall treat all nominees in a fair and equitable manner and shall not endorse the candidacy of any nominee.
3. 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.
4. 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.

ARTICLE XIV

AMENDMENTS

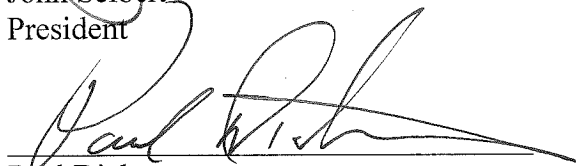
1. These Bylaws shall be adopted, revised, or rescinded by a two-thirds (2/3) vote of the members. Proposal of an amendment or change to the bylaws may be made by the Bylaws Committee or any member of the Association and shall be made on the floor at any general meeting. All motions, other than those made by the Committee itself, to change, add, or remove Bylaws will be forward to the Bylaws Committee for review. Motions made by the Committee shall proceed to notice as described in paragraph 3.
2. The Committee will have up to 90 days to review, recommend for or against or alter the language to adhere to the existing Bylaws.
3. The Committee will post notice of the change 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 as 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 was not made by the Bylaws Committee, the Committee will then make its recommendation on the floor and the vote on the motion will follow.

APPROVED by the Board of Directors on August 26, 2014.

APPROVED by the Members of the Association on December 2, 2014.



John Seibert
President



Paul Dickens
Secretary