

# **Historic Roser Park Neighborhood Association BY-LAWS**

*as amended January 28, 2021*

## **ARTICLE I -- Name**

The name of this organization shall be the Historic Roser Park Neighborhood Association (HRPNA).

## **ARTICLE II -- Purpose and Role**

**Section 1.** The primary purpose of the Historic Roser Park Neighborhood Association shall be to act as a local community civic association; promote a sense of community for our neighborhood; forge working relationships with the City; foster civic participation; promote beautification and pride in the neighborhood; and encourage housing and neighborhood projects and activities that reinforce the character of our historic neighborhood.

In addition, HRPNA shall provide information regarding City, County, State and Federal regulations and policies that affect the neighborhood. HRPNA shall also suggest that services, commodities and capital outlay be made to help this organization and other similar organizations; provide charitable assistance to members and non-members within our community; and encourage and facilitate government action by legislative and judicial activities, to the extent permitted under Sections 501(c)3 and 501(h) Reg. 3033.0207, of the Internal Revenue Code and for the advancement of charity and other related or corresponding charitable purposes by the distribution of its funds for such purposes.

**Section 2.** HRPNA's role includes promoting the appropriate planning, zoning, safety, crime prevention, welfare, and environmental well being of the neighborhood.

**Section 3.** The HRPNA may serve as an advisory body to local and state organizations/agencies to matters pertaining to design review guidelines for the total neighborhood and to the historical significance of the Roser Park Historic District.

## **ARTICLE III – Dues and Not for Profit**

**Section 1.** Dues of HRPNA will be set by the Board of Directors with approval by a majority of members in attendance at a general membership meeting. Annual dues are due and payable the first day of January each year. To maintain voice and vote, members must remain in good standing by paying one year's dues in advance.

**Section 2.** Dues shall be prorated to one half for new residents of HRPNA who wish to become members when their residency occurs with less than six months left in the annual membership cycle.

**Section 3. Not for Profit.** Notwithstanding any other provisions of these articles, the corporation shall not carry any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 4.** The Board of Directors may approve the creation of a business-level membership. Business-level members will not have right of vote or holding office. The Board may schedule special membership drives that may include a promotional item to promote membership to residents and/or businesses.

#### **ARTICLE IV -- Membership and Roser Park Neighborhood Boundaries**

**Section 1.** All adult residents of legal voting age living within the Historic Roser Park Neighborhood Association boundaries are eligible for membership.

**Section 2.** The Historic Roser Park Neighborhood is defined as those parcels included in the Roser Park Historic District and the area from the north side of Eighth Avenue South to Twelfth Avenue South. All parcels of land and homes on these streets are included in the boundaries of Historic Roser Park Neighborhood Association.

**Section 3.** The boundaries of the Historic Roser Park Neighborhood may be altered by a two-thirds (2/3s) vote of the members in good standing at a General Membership Meeting.

**Section 4. Membership** Active Member: An active member is any resident of legal voting age living within the Historic Roser Park Neighborhood Association boundaries whose dues are currently paid. An active member has the right to vote and the privilege of holding office.

**Section 5.** No member shall be entitled to more than one vote.

**Section 6.** A member in good standing may submit an absentee ballot to a HRPNA officer.

**Section 7.** A member in good standing may vote the proxy of only one member in good standing.

**Section 8.** On issues affecting the entire neighborhood generated by the City of St. Petersburg or Pinellas County, (i.e., the Historic Roser Park Neighborhood Plan,) all residents will have the right of voice and vote.

**Section 9.** Any person who ceases to be a member of HRPNA shall forfeit all right of interest in any property of the Association.

#### **ARTICLE V -- Membership in CONA and/or FICO**

**Section 1.** HRPNA shall elect one delegate and one alternate member to represent itself at all CONA and/or FICO meetings. The delegate shall be entitled to one vote at CONA and/or FICO meetings.

#### **ARTICLE VI -- General Membership Meetings**

**Section 1.** General Membership meeting schedules shall be developed which facilitate participation of the maximum number of members and non-members of the Historic Roser Park Neighborhood. General Membership meetings shall be scheduled quarterly (once every three months). While all meetings should endeavor to be in person, if face to face meetings are not possible or advisable, allowable meeting formats include, but are not limited to, teleconference, videoconference and/or combinations thereof or any other format that allows all meeting participants to hear each other at the

same time. If these meeting formats are not possible, then the General Membership Meeting shall be postponed until either face to face or one of the alternate meeting formats is available.

**Section 2.** HRPNA shall conduct all deliberations openly. The provisions of this section apply to any meeting of the Historic Roser Park Neighborhood Association. HRPNA Board meetings are open to members of HRPNA.

**Section 3.** At least 10-days of all HRPNA General Membership meetings shall be made to all members in good standing. Notice may take the form of written, electronic email or oral communication.

**Section 4.** All matters coming before any regular or special meeting of HRPNA shall be decided by majority of the members present and voting.

**Section 5.** All voting shall be by voice except when a vote by ballot is deemed advisable by the presiding officer or voting is for election of new officers and Board members. Additionally, online voting may be conducted. In that instance, an online voting service shall be employed by the Association, with a voting period to be held over no less than three days, with written instructions and information on the issues/candidates to be provided to the membership no later than ten days before the voting period opens.

**Section 6.** Special meetings may be called by the President or a simple majority of the Board, so long as ten-days notice is provided as noted in Section 3 of this Article.

**Section 7.** Emergency meetings may be called by a super majority of the Board, with three days notice.

#### **ARTICLE VII -- Officers and Board of Directors**

**Section 1.** There shall be a Board of Directors of the Historic Roser Park Neighborhood Association consisting of no more than 11 active members representing as geographically diverse representation of the neighborhood as possible. The Board of Directors is authorized to act in an emergency (by super majority vote of all Board Members) between meetings of the membership and shall report its actions to the next regular meeting for approval.

**Section 2.** The officers of the HRPNA shall be President, Vice President, Secretary and Treasurer. These four officers and up to seven other Board members shall constitute the 11 members comprising the HRPNA Board of Directors.

**Section 3.** The officers of HRPNA and the members of the Board of Directors shall be elected from the membership of HRPNA. Officers and members of the Board of Directors shall be elected by a majority vote of the members present, and by secret ballot, at a General Membership meeting.

**Section 4.** The term of office for elected officers and Board members shall be one year, from the day of the general election.

**Section 5.** The President of HRPNA shall serve no more than three consecutive terms.

**Section 6.** To maximize participation, any elected officer who fails to attend two consecutive regular meetings shall be deemed to have automatically resigned their elected office. Any member of the Board of Directors who fails to attend three consecutive regular meetings shall be deemed to have automatically resigned their elected office or the Board of Directors.

**Section 7.** Vacancies occurring on the Board of Directors shall be filled by secret ballot of the HRPNA membership, by secret ballot, at any regular or special HRPNA General Membership meeting.

**Section 8.** Any officer of the HRPNA may be removed from office for just cause by a two-thirds (2/3) vote of the membership present and voting by secret ballot. Ten days written notice of a meeting during which discussion and voting for removal of an officer is scheduled must be provided to the membership. Just cause for removal of an officer shall include, but not be limited to, violation of these By-laws, or the use of his/her office in the HRPNA to obtain or secure any special privilege or exemption for himself/herself or others in his/her relations with any governmental entity or business enterprise.

#### **ARTICLE VIII -- Duties of Officers**

**Section 1.** The President shall preside at all meetings of the HRPNA and its Board of Directors. The President shall prepare an Agenda for all meetings. He/She shall rule on all questions of order, enforce the provisions of the By-laws, refer appropriate matters to HRPNA Committees, and supervise HRPNA operations. The President shall have the authority to create Special Committees and appoint Chairpersons with the approval of the Board. The President shall have the authority to spend up to \$50 in any month. Spending more than \$50 in any month shall be approved by the Board.

**Section 2.** The Vice President shall preside in the absence of the President, and shall assist the President in his/her administrative duties. During the absence or disability of the President, he/she shall fulfill the duties of the President. The Vice President shall automatically be named the President in the event of the President's death, removal, or resignation for the remainder of the unexpired President's term.

**Section 3.** The Secretary shall attend all HRPNA meetings and record the proceedings and submit Minutes in a timely manner to the President for review before submitting to the membership via email or at the next meeting. He/She shall keep an accurate record of the names and address of all HRPNA members. All official correspondence of HRPNA will be prepared by the Secretary and signed by the President using official HRPNA letterhead only.

**Section 4.** The Treasurer shall be the custodian of all HRPNA funds, will keep complete and accurate records of all receipts and disbursements, shall present at each regular HRPNA Board and General Membership meeting a written report on the same and shall make no expenditure of HRPNA funds except by and with the knowledge of the President or Board. The HRPNA accounting records will be audited annually.

**Section 5.** All records held by HRPNA officers are the property of the HRPNA and shall be turned over to their successors upon their installation.

#### **ARTICLE IX -- Fiscal Matters**

**Section 1.** All HRPNA checks must be signed by the Treasurer and another officer.

**Section 2.** The HRPNA fiscal year will commence on April 1 and end March 31 of the next year. A financial report for the fiscal year will be due one month after the end of the fiscal year.

#### **ARTICLE X -- Rules of Procedure**

**Section 1.** Where not otherwise provided, all proceedings shall be governed by Robert's Rules of Order.

**Section 2.** If in-person meetings are not possible or advisable, allowable meeting formats include, but are not limited to, teleconference, videoconference and/or combinations thereof or any other format that allows all meeting participants to hear each other at the same time. If these meeting formats are not possible, then the General Membership Meeting shall be postponed until either face to face or one of the alternate meeting formats is available.

#### **ARTICLE XI -- Committees**

**Section 1.** Standing committees shall be created and dissolved by the Board of Directors. Standing Committee Chairpersons shall be appointed by the HRPNA President and confirmed by the Board.

**Section 2.** Special committees shall be created and dissolved by the HRPNA President. Their purpose and duties shall be defined by the President and approved by the Board.

**Section 3.** All committees shall report their progress to the Board and receive direction and approval for expenses from the Board.

**Section 4.** A By-Laws Review Committee shall be formed every four years commencing with the election of the new 2018 Board.

#### **ARTICLE XII -- Fund Raising**

**Section 1.** Any fund raising shall be approved by the Board of Directors and shall not violate any city, county, state or federal statute or law.

#### **ARTICLE XIII -- Amending Procedure**

**Section 1.** These By-laws shall be in effect on and after the date of approval shown below and shall not be amended unless the proposed amendments have been submitted in writing to every member in good standing at least ten days prior to the next General Meeting, for voting at the same and shall have been adopted by the affirmative vote of not less than two-thirds (2/3) of the membership present and voting at a General Meeting. Upon two-thirds affirmative vote, the By-laws shall be amended.

#### **ARTICLE XIV -- Registered Agent**

**Section 1.** The registered agent and office of the Association shall be the current Treasurer.

#### **ARTICLE XV -- Dissolution**

**Section 1.** In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)3

and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

Approved and adopted on the 26<sup>th</sup> day of March, 2015.

