



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~~ **three to nine 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

Grand Central District-business and residential District located adjacent to **and overlapping with** Historic Kenwood.

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 **digitally or** 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 for one year from the date that member's dues are paid

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 **ed** 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 South side of Central Avenue (to the alley between Central Avenue and 1st Avenue South) in the Grand Central District to the South side of 9th Avenue North, and West from I-275 to 34th Street North (“bounded area”).

The **principle principal** 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.~~

The purpose of the Historic Kenwood Neighborhood Association is to engage and activate residents of Historic Kenwood in order to enhance the quality of life for all within our neighborhood, to foster a diverse and inclusive community, to promote beautification and pride in the art, gardens and architecture of the neighborhood, to plan and sponsor community-wide events through neighbors working together, and to be active participants in the wider St Petersburg community.

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. **Terms shall begin January 1 of the following year.**
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 in person meeting or by digital membership vote.** 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~~ **them**, 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~~ **check, debit card, or HKNA electronic payment** and shall be ~~signed~~ **approved** 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, **HKNA electronic payment** 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~~ **must** have prior Board approval. Disbursements for items exceeding ~~seven hundred fifty dollars (\$750)~~ **one thousand dollars (\$1,000)** 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. **HKNA credit card distribution, use and record keeping rules will be clearly written out in Board policy documents.**

8. **Notwithstanding any other language in these bylaws regarding specific duties of the officers, the four officers, having been duly elected by the membership, may choose to function as an Executive Committee with level authority, where tasks are distributed by consensus, according to the abilities and desires of each Executive Committee member. A special Board working meeting shall be convened as soon as possible after the elections to set out the structure and responsibilities of Board members. Authority and responsibility must be clearly spelled out in Board policy documents, such that all legal functions of the officers are distributed to members of the Executive Committee and there is agreement on Board working structure.**

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~~ **three to nine additional members, as determined by Board policy**. 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 ~~(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. ~~The immediate Past President may be elected to serve as an Officer during this term.~~

3. The Board of Directors may establish ~~bylaws policies~~, rules, and regulations for their own government. ~~The Board of Directors may establish and amend policies, rules, and regulations and~~ for the conducting of business and the affairs of the Association ~~not otherwise provided for in the Bylaws~~, 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 phone~~, means at ~~three (3) two (2)~~ consecutive Board meetings, or ~~four (4) three (3)~~ in a total year may be removed by the board by majority vote.

6. ~~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.~~ An appeal process for Directors shall be enumerated in Board policy documents.

7. 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~~ **must** be ratified by the members at the next ~~general in person meeting or digitally with appropriate notice.~~

ARTICLE VII

MEMBERSHI

P

1. Membership in this Association shall be for a period of twelve (12) months (“Membership Year”) and shall commence upon payment of dues.

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.

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 A~~ Membership Coordinator ~~is may be~~ appointed by the President ~~and maintains to maintain~~ the membership roster of the Association in collaboration with the Treasurer. The Membership Coordinator ~~is may be~~ responsible for email notifications, ~~Premium Membership communications~~; development of membership reports, ~~and~~ recruitment activities, ~~and other membership tasks as assigned by the Board. The Membership Coordinator shall not be a member of the Board of Directors and shall report directly to the Treasurer, who shall provide oversight of the Coordinator's duties and responsibilities.~~

ARTICLE IX

ELECTIONS

1. The membership shall elect from among eligible members the officers of the Association by a majority vote ~~of those voting by the date of 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. Eligible members shall be members in good standing with current dues paid.

2. Election Committee: The Election Committee Chair shall be appointed by the President

of the Association by ~~October 1st~~ 60 days before the election date 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.~~ Because the ballots will be sent to all eligible members in advance of the meeting, the Committee will not accept nominations from the floor. 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 ~~in writing or by email as of October 15th of the year of the election~~ as of 30 days in advance of the Annual Meeting 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 sent to those who request an absentee ballot and~~ to all eligible members ~~attending the annual election no later than one week before the Annual Meeting. The Election Committee shall distribute a ballot to each participating member in good standing at the general election.~~ Association members may vote by paper ballot or electronically at the Annual Meeting. ~~Ballots~~ Paper or electronic ballots will only be ~~given~~ provided 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 **or electronic** 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 voting.

2. ~~Special, premium membership packages~~ Membership levels and benefits may be ~~offered set 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 **or Board members according to Board Policy documents**:

(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~~ financial records, 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~~ periodically as determined by ~~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 ~~or email~~-request of ~~the majority of at least 25~~ members.

3. Notice of time and place of all special meetings shall be sent by the ~~Secretary~~ Board to the members. Such notice shall be ~~via email or~~ 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⁺~~ with procedures outlined in Board policy documents.

~~5. The December meeting of the members shall constitute the Annual Meeting. The date of the Annual Meeting shall be chosen in the first quarter of the year and written in Board Policy documents. The date may be changed if circumstances require, but at least 30 days' notice of the new date must be given to the membership.~~

6. 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.~~ Every effort shall be made to hear questions and concerns from members, as outlined in Board policy documents.

7. 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)~~ three (3) 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 three (3) days in advance of such meeting. ~~If the Board of Directors as a whole agree to a special meeting, formal notice is not required.~~ 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 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. ~~The Board of Directors may authorize a special virtual meeting if in-person meetings are not allowed or advisable due to special circumstances. Sufficient notice of a special virtual meeting must be sent to all members according to requirements in Board policy documents.~~

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.

~~†Robert, Henry M., et al. (2011). *Robert's Rules of Order Newly Revised* (11th ed.). Philadelphia, PA: Da Capo Press~~

ARTICLE XIV

BOARD VOTING

1. The Board members may cast votes on motions before the Board in person ~~or by electronic means~~ during a meeting of the board, ~~by electronic voice means during a board when participating by speaker phone, and by email~~ or by email outside of a regular Board meeting. 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

~~†~~—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 Board~~ shall have the power at any time to appoint ~~chair persons~~ a Chair 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. The Board may require any Committee or Program to submit periodic reports as outlined in Board policy.~~

3. The Board may create or disband any Committee or Program at its discretion.

4. ~~Audit Budget Committee: The Audit Budget 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 the books and fiscal records of the Association and will meet with the Treasurer to help prepare the budget.~~

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 XVI~~ 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 in need 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 residents in need with one-time assistance.~~

8. Kenwood Kids program: The Kenwood Kids 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.~~

~~9. Public Arts Initiative: Ensures a comprehensive approach to building a collection of public art and identification markers in Historic Kenwood, extending the Historic Kenwood franchise as the "Neighborhood of the Arts." through conspicuous and engaging public art/markers. Objectives include creating a magnet of delight drawing people into Historic Kenwood, improving safety by enticing more people to use parks and public spaces, and to assist in efforts to market the neighborhood and its ongoing list of events. The Board will appoint a Chairperson to organize program development and activities.~~

ARTICLE XVI

AMENDMENT

S

1. These Bylaws shall be adopted, revised, or rescinded by a two-thirds (2/3) vote of the members **voting**. 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 provide** notice of the changes to the Bylaws **via email to all active members**, in **the** Historic Kenwood's **print communications 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. After the notice has been completed the motion will be presented to membership and a vote on the motion will follow. If the motion is made by someone other than the Bylaws Committee, the Bylaws Committee will then make its recommendation and a vote on the motion will follow.

APPROVED by the Board of Directors on

APPROVED by the Members of the Association on