

**CRESCENT HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.
BYLAWS**

ISSUED JANUARY 1990
AMENDED JULY 1991
AMENDED NOVEMBER 1998
AMENDED JANUARY 2000
AMENDED OCTOBER 2001
AMENDED NOVEMBER 2010
AMENDED JANUARY 2016

Page | PAGE
*
MERGEFORM
AT 2

Article One: Name

The name of the corporation is Crescent Heights Neighborhood Association, Inc. (CHNA).

Article Two: Location

Crescent Heights is located in St. Petersburg, Florida and is bordered by 22nd Avenue North to the south, 30th Avenue North to the north, 4th Street North to the east, and 9th Street North/MLK to the west. The principal place of business shall be the home address of the Secretary of record, or such other address within said city as the Board of Directors (the Board) may designate from time to time.

Article Three: Purpose

The organization is organized exclusively for the charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purpose of this non-profit corporation, CHNA, is as follows:

- A. To unite the tax-paying property owners, business owners, and residents within the community hereinafter described; to facilitate the cooperation, coordination, and goodwill of residents and property owners within said area; and to protect and promote their common interests.
- B. To advance development and economic growth of our community and to support and urge all improvements required throughout the community.
- C. To promote pride of ownership in the community.
- D.** To stay informed of issues that impact our community or members, act as a liaison, and also act as a grass roots organization for issues that are relevant between local government and CHNA residents.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the

activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on 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, or the corresponding section of any future federal code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Page | PAGE

*

MERGEFORM

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article Four: Membership

Section 1: Eligible Individuals

The membership of CHNA shall be composed of property owners, business owners, and residents in an area bounded by 30th Avenue North to the north, 22nd Avenue North to the south, 9th Street North/MLK on the west, and by 4th Street North to the east.

Section 2: Dues

Dues must accompany all applications for membership.

Section 3: Membership Year

Membership year shall be the calendar year.

Section 4: Composition of Individual Membership

Membership is by household and no person shall have more than one membership, even if they own multiple properties in Crescent Heights.

Section 5: Active Members

An active member is any adult property owner, tenant, business owner, or resident of Crescent Heights whose dues are currently paid for the calendar year. Although each household has only one vote, each adult member of the household is considered an active member. Each active member has the privilege of holding office.

Section 6: Forfeiture of Rights

Any person who ceases to be a member of CHNA shall forfeit all rights of interest in any property of CHNA.

Article Five: Dues

Section 1: Amount

Members shall be required to pay annual dues in the amount recommended by the Board and approved by a quorum of voting members present at any CHNA Neighborhood Meeting. See Article 10, section 2 for reference to quorum requirements.

10, section 2
Page | PAGE
*
MERGEFORM
AT 2

Section 2: Non-Refundable

Dues are non-refundable.

Section 3: Fiscal Year

The fiscal year shall be the calendar year.

Article Six: Elections

Section 1: Nomination Committee

A Nomination Committee shall consist of at least three CHNA members appointed by the President with the consent of a majority of the Board prior to September. If the President cannot find three CHNA members willing to serve on the Nomination Committee, then the Board will serve as the committee until the election is held in November.

Section 2: Nominees

One month prior to the November Neighborhood Meeting, the Nomination Committee shall submit to the President a list of nominees for the various offices (after first ascertaining if the nominees would accept if elected). The Nominating Committee shall submit nominations for President, First Vice President, Second Vice President, Secretary, Treasurer, Membership Director, Newsletter Editor, Social Media manager, and Website Manager. Additional nominations will be accepted from the floor at the November Neighborhood Meeting. All candidates for any office shall be given a brief opportunity to speak before balloting begins.

Section 3: Elections

Elections will be held at the November Neighborhood Meeting. The voting method will reflect the number in attendance and will be decided by the President or a quorum of the Board. The voting method will conform to Robert's Rules of Order, Newly Revised (see Article 14 for additional information). Robert's Rules of Order dictate methods of voting, including ballot, voice, or a show of hands.

Section 4: Election Results and Installation of Officers

If necessary, the Nominating Committee will tally the votes during the meeting and will report the results before said meeting ends. In the event no candidate wins a majority, the two candidates with

the largest number of votes will be voted on. If no candidate is found for an available Board position at the November election, the Board will approve a member to the open position(s) as necessary during the year. See Article 7, section 2, item C. for additional information. The prevailing candidates will be officially installed at the beginning of the January Neighborhood Meeting.

Section 5: Term and Term Limits

The Board Officers shall be elected for a term of one year, which extends from January 1st of the year following the election at the November Neighborhood Meeting. The President will be eligible for re-election in the same office for an additional consecutive one year term. The Treasurer will be eligible for re-election in the same office for two additional consecutive one year terms. These term limits are in place for a period of two years, when the President and Treasurer can run again for these offices. There are no term limits on any of the other offices. Outgoing Board Officers will deliver to their successors in office all records they possess pertaining to the office.

Article Seven: Officers

Section 1: Officers

There will be ten officers on the Board: President, First Vice President, Second Vice President, Secretary, Treasurer, Membership Director, Newsletter Editor, Social Media manager, Website Manager and Immediate Past President. (In the year the Immediate Past President is in office, there will be ten officers, in other years, there will be nine.) Duties of these officers include, but shall not be limited to, the functions stated below. The Board, at its duly constituted meetings at which a quorum of five members are present and acting throughout, shall decide and vote on the policies of CHNA and other matters coming to its attention in the ordinary course of business. Any duly elected officer of CHNA that is deemed by a majority of the Board to be negligent in his/her performance may have his/her office declared vacant, and a new member shall be appointed by the President, with the consent and approval of a majority of the remaining Board. No Board Member of CHNA shall be an elective office holder for the City of St. Petersburg, the County of Pinellas, the State of Florida, or the United States.

Section 2: President

The President shall:

- A. Be the Chief Executive Officer of CHNA and preside over CHNA Neighborhood Meetings, Board Meetings, and any Special Meetings.
- B. Appoint the necessary standing and special committees. The President shall be an ex-officio member of all committees, except the Nominating Committee, but may not chair any committee.
- C. Appoint all vacancies on the Board for the unexpired portion of the year, subject to the approval of the Board.

- D. Co-sign any contract or obligation that is in excess of \$500.00 with either of the Board members that are on CHNA's operating account authorized signature list as authorized by the general membership.
- E. Become an ex-officio member of the Board for one year upon leaving office.
- F. Give an annual report of CHNA's activities, income, expenses, and losses at CHNA's November Neighborhood Meeting and make the report available to the membership via newsletter, website, and other appropriate means to reach as many members as possible.

Page | PAGE
*
MERGEFORM
AT 2

Section 3: First Vice President

The First Vice President shall:

- A. Undertake all of the duties of the President in the absence of the President.
- B. Act as the Council of Neighborhood Association (CONA) representative.
- C. Assume the office of the President for the remaining term should that office become vacant.
- D. Assist the President upon request.
- E. Act as a liaison to the business community and assist in the promotion of positive interaction with business. Maintain a recommended business list, develop neighborhood awareness of businesses, and assist in the placement of advertisements.

Section 4: Second Vice President

The Second Vice President shall:

- A. Develop the agenda for Neighborhood Meetings and plan/implement programs or speakers for CHNA members' benefit.
- B. Handle arrangements for Neighborhood Meetings and Special Meetings.
- C. Maintain and update a schedule of upcoming events and notify the Newsletter Editor, Social Media Manager, and Website Manager of the upcoming events for appropriate publicity.

Section 5: Secretary

The Secretary shall:

- A. Keep a complete and accurate account of the minutes of all Neighborhood Meetings, Board Meetings, and any Special Meetings.
- B. Make available to the Board a digital copy of the minutes recorded during Neighborhood Meetings, Board Meetings, and any Special Meetings. After the minutes are approved, the Secretary shall have them placed on the CHNA webpage for member access.
- C. Be the official custodian of all records and shall be empowered to certify portions of these records or all of them as may be necessary
- D. Send out or provide all notices as may be required.

- E. Have a reference copy of the Articles of Incorporation and Bylaws available at all CHNA Neighborhood Meetings, Board Meetings, and any Special Meetings. The Secretary shall also have a reference copy of Robert's Rules of Order.

Section 6: Treasurer

The Treasurer shall:

- A. Collect and/or receive all monies paid to CHNA and deposit said monies in an account in the name of CHNA at a bank within the City of St. Petersburg that has been approved by the Board.
- B. Pay all recurring, normal and routine bills submitted for payment to the Treasurer by the person incurring the expense.
- C. Maintain valid financial records such as receipts to support all bills submitted for payment to the Treasurer by the person incurring the expense.
- D. Co-sign any contract or obligation that is in excess of \$500.00 with either of the Board members that are on CHNA's operating account authorized signature list as authorized by the general membership.
- E. Prepare and distribute monthly and year-end financial status reports to the Board.
- F. Act as CHNA contact for advertisers in the newsletter.
- G. Maintain an accurate record of newsletter ads and the contact person's pertinent information.
- H. Be contact for, and maintain, and CHNA items such as flags or other promotional items for sale.
- I. File an annual State of Florida Corporate report prior to April 1.
- J. Prepare and submit annually any federal filings required by the IRS.

NOTE:

In the event that the Treasurer resigns or becomes incapacitated, a person appointed by the President will be empowered to sign checks as specified herein. The Secretary shall certify any such appointment. The newly appointed person will be required to sign the bank's signature card.

Section 7: Membership Director

The Membership Director shall:

- A. Maintain a list of members' addresses and other pertinent information. This list shall be kept current and shall be updated as necessary and be accessible at Neighborhood Meetings, Board Meetings, and any Special Meetings.
- B. Develop a plan for increasing membership. This report is to be submitted to the Board annually.

- C. Be responsible for submitting a report on current membership at each Neighborhood Meeting.
- D. Invite and introduce new members to CHNA.

Section 8: Newsletter Editor

The Newsletter Editor shall:

Page | PAGE
*
MERGEFORM
AT 2

- A. Plan newsletter issues and solicit content to ensure timely coverage of CHNA events and neighborhood issues.
- B. Work with the Board to create and maintain publication schedules and deadlines
- C. Be responsible for gathering and writing articles pertinent to CHNA and help source newsletter article writers as needed.
- D. Work with newsletter team and the Board to proof, edit, format, and coordinate the publication of all content, including articles, columns, photographs, graphics, and ads for timely printing and delivery of the newsletter.

Section 9: Social Media Manager

The Social Media Manager shall:

- A. Source and manage content for the CHNA Facebook Page.
- B. Post organic and paid Facebook communications.

Section 10: Website Manager

The Website Manager shall:

- A. Write, publish and deploy website updates and email communications.
- B. Be responsible for website management and email platform management.

Section 11: Immediate Past President

The Immediate Past President serves in an advisory capacity to facilitate continuity in order to ensure a seamless transition between outgoing and incoming presidents. There are no specific duties assigned to the position of Immediate Past President.

Article Eight: Committees

Section 1: Standing Committees

Standing committees shall be created and dissolved by the Board. Standing committee chairpersons shall be appointed by the President and confirmed by the Board.

Section 2: Special Committees

Special committees shall be created and dissolved by the President. Their purpose and duties shall be defined by the President and confirmed by the Board.

Section 3: Committee Reports

The chairperson of all committees shall submit reports for each committee meeting in writing to the Secretary. The Secretary is hereby authorized to edit the reports and submit them at Board meetings and CHNA Neighborhood Meetings.

Page | PAGE
*
MERGEFORM
AT 2

Section 4: Committee Activities

A committee shall not engage in any activity in the name of CHNA that is contrary to the goals or stated purpose of CHNA.

Article Nine: Council of Neighborhood Association (CONA)

The first Vice President or any member of the Board who is appointed by the President and approved by the Board shall represent CHNA at CONA meetings. The membership shall vote annually to continue its membership and participation in CONA. No person shall be appointed as a delegate to CONA who has an elective office in Federal, State, County, or City Government, or who is an announced candidate for election to any office in any of the above-named governments.

Article Ten: Meetings

Section 1: Neighborhood Meetings

Neighborhood Meetings shall be held at least once a quarter on the date and time agreed to by the Board. At least seven days' notice shall be given to all members whenever there is a change in time, date, or place of the Neighborhood Meeting.

Section 2: Special Meetings

Special Meetings may be called at any time by the President or by twenty-five members of CHNA in good standing, providing that the membership is given advance notice of at least seven days (except in the case of an emergency) of the time, place, and purpose of said special meeting. Notice of the special meeting must be provided to the membership in a way that is sufficiently large enough in size, amount, or number to merit attention. The manner of notification will be determined by the person or persons calling said special meeting.

Section 3: Neighborhood and Special Meetings Quorum

A quorum at any Neighborhood Meeting or Special Meeting of CHNA shall consist of 10 percent of the voting membership present, or 15 voting members, whichever is less.

Section 4: Board of Directors Meetings

The Board shall meet regularly once a month, with a maximum of four meetings omitted per year. Special Board meetings may be called by the President or any other three Board members. At least three days' notice must be provided to the Board for the Special Board meeting. In all Board meetings, a quorum shall consist of five Board members.

Page | PAGE
*
MERGEFORM
AT 2

Article Eleven: Donations

No donation shall be made to any individual or organization that does not pertain to any civic affair for the betterment of our city or our immediate neighborhood.

Article Twelve: Fundraising Activities

Section 1: Prohibited Activities

The Board, CHNA, or any of the members thereof, shall not, in the name of or under the auspices of CHNA, conduct or engage in any kind of raffle, gift enterprise, or scheme of hazard or chance as a means of raising funds for the purpose of relieving or assisting any member or members of CHNA.

Section 2: Fundraising

Any fundraising activity or endeavor shall be approved by the Board and shall not violate any city, county, state, or federal statute or law.

Section 3: Donations

Donations may be accepted for the benefit of CHNA.

Section 4: Special Donations or Bequests

Should a special donation or bequest become available to CHNA, the Board shall be responsible for the management and allocation of such funds in accordance with the wishes of the benefactor and the stated goals of CHNA.

Article Thirteen: Amendments

These Bylaws may be amended, revised, adopted, or rescinded over a period of two consecutive Neighborhood Meetings as described below. Reasonable notice in writing of any proposed change in the Bylaws must be given to the Board. Notice to CHNA membership of any proposed change in the Bylaws must be provided in advance.

Section 1: First Meeting

Following the approval of the Board, any proposed amendment or Bylaws revisions must be read at the Neighborhood Meeting, and distributed as a red-lined hard copy at the Neighborhood Meeting, or sent as an email attachment in a member emailing, or posted on the CHNA webpage or published in the CHNA newsletter. The most practical method will be determined via Board member vote subject to approval by the majority of CHNA voting members present at the Neighborhood Meeting.

Section 2: Second Meeting

Page | PAGE
*
MERGEFORM
AT 2

The amendment or Bylaws revisions must be approved by two-thirds (2/3) of the active CHNA members present at the second Neighborhood Meeting.

Article Fourteen: Standing Rules

Where not otherwise provided herein, the orderly transaction of business affairs during Board Meetings, Neighborhood Meetings or Special Meetings shall be governed by Roberts Rules of Order, Newly Revised.