

# **THE GREATER PINELLAS POINT CIVIC ASSOCIATION, INC. AMENDED BYLAWS**

The Greater Pinellas Point Civic Association, Inc. amends its Bylaws by replacing the present Bylaws with the following:

## **ARTICLE 1 – AREA**

The area in St. Petersburg, Pinellas County, Florida, within which this corporation shall function, is set forth in Article 3 of the Association’s Charter (as amended) and known as Greater Pinellas Point.

## **ARTICLE 2 – MEMBERS**

Section 1 – Except as otherwise provided in the Charter or these Bylaws, the authority and powers granted to or inherent in the Association shall devolve upon, be invested in and be exercised by the membership, such that any and all resolutions adopted by the membership shall be binding upon and control the Board of Directors and the Officers of this Association.

Section 2 – Pursuant to Article 3 of the Charter, membership shall be open to households and businesses where there is at least one “Qualified Person” who is an owner of property or person who lives or conducts business within the area, and who is at least 18 years of age or older. Only one membership per household or business. The Board of Directors is empowered to create additional membership categories.

Section 3 – The Board of Directors shall fix and determine the amount of the annual dues. The annual contribution of dues entitles households and businesses to one vote per “qualified person” (as described in Section 2 above) with no more than one vote per household and no more than one vote per business membership. Annual dues shall be payable based upon the member’s anniversary date. A member’s anniversary date is defined as the day after the Association receives dues from a member. Membership is valid for a period of one (1) year. For the purpose of defining voting rights, only paid members, also known as a member in good standing, shall be allowed to cast a vote on any matter before the Association. Members shall not be eligible to vote on any matter before the Association when payment is received on the same day the vote is to take place. Only dues paying households and businesses are entitled to vote and enjoy the privileges of membership in the Association as “members in good standing.”

Section 4 – Each Household shall receive a validation of paid membership, in the form prescribed by the Board. “Qualifying persons” (as described in Section 2 above) may be asked to verify that they meet the criteria that qualify them for voting privileges at any vote of the general membership.

Section 5 – The Board of Directors may, for just cause, terminate the membership of any person or family upon a two-thirds vote of the Board of Directors present and voting at any regular or special meeting.

Section 6 – No member shall have any vested right or interest in the assets, functions or affairs of the Association, or any right or interest should their membership terminate, or while they are not in good standing. The Board of Directors shall be kept informed of the status of membership.

### ARTICLE 3 – MEMBERSHIP MEETINGS

Section 1 – An annual meeting of the members shall be held each year at such time and place as the Board of Directors shall designate and establish, for the purpose of electing and appointing Directors and to transact such other business as may come before the meeting. General meetings of the members shall be held the last Tuesday of the month at such place and time designated by the Board, and may be rescheduled or canceled by the Board. Membership meetings shall be open to all members and to the community at large

Section 2 – The President or Board of Directors may call special meetings of the members. The President shall call a special meeting of the members when so requested by six (6) or more members in good standing, or upon the request of any three (3) Directors. Such request shall state the purpose for which such meeting is being called. The business acted upon at such special meeting shall be limited to the purpose set forth in such request or in the notice.

Section 3 – Notice of any change in general meetings shall be sent to each member not less than three (3) days before such meeting, designating the time and location thereof, and the purpose or object thereof. The business acted upon at such meeting shall not, however, be limited to the purpose or object set forth in such notice.

Section 4 – A quorum at any meeting of the members shall consist of not less than 5% of membership in good standing. A majority of such quorum shall decide any question that may come before the meeting, unless the act of a greater number is required in the Charter or in these Bylaws.

Section 5 – The Association shall not support or oppose any political party or any candidate for elective office. No subject of a religious, partisan political or personal

nature shall be entertained at any meeting of the Association or its Board of Directors, provided however that the Association, as in the past, may sponsor meetings at which all qualified candidates for elective political office may be invited to appear and be heard for the purpose of informing members of the Association of the qualifications of said candidates for their respective offices and their positions on issues. Any member of the Board of Directors who becomes a candidate for any elective political office shall be considered automatically to have resigned their position on the Board and the vacancy thus created shall be filled pursuant to Article 4, Section 8 hereof. This provision is not intended to preclude any member of the Association, acting as an individual, from supporting candidates of their choice.

#### ARTICLE 4 – BOARD OF DIRECTORS

Section 1 – The Board of Directors which shall be responsive to the expressed will of the membership, and shall manage the affairs of the Association. The Board of Directors shall consist of no fewer than nine (9) and no more than fifteen (15) members of the Association, elected by the Association membership for two (2) year terms.

Section 2 – The annual meeting of the Board of Directors shall be held at the first general or special Board of Directors meeting following the May Membership election meeting, at which officers for the following year shall be elected.

Section 3 – The Board of Directors may provide by resolution the time and place for holding any regular meetings.

Section 4 – Notice of a special meeting of the Board shall be given at least six (6) days prior thereto, except in emergency, either by telephone, e-mail or in person.

Section 5 – Five (5) Board members shall constitute a quorum for the transaction of business at any meeting of the Board, and the act of a majority of Board members present at any duly constituted meeting of five (5) or more Board members shall be the act of the Board, unless a greater number is required by the Bylaws.

Section 6 – A special meeting of the Board of Directors may be held at any time whenever a quorum of Directors is present, after due notice to all Directors.

Section 7 – Any Director who is absent from three (3) consecutive meetings without excuse satisfactory to the Board may be deemed as having surrendered his or her office as a Director, and the Board may, without further notice, actions or inquiry, consider such office as vacant and proceed to nominate and elect a successor Director to fill such vacancy. If such Director is also an Officer of the Association,

the Board may proceed, without further notice, action or inquiry, to nominate and elect a successor to fill such vacancy.

Section 8 – Any vacancy occurring in the position(s) of Director(s) shall be filled by the nomination and election of successor Director(s) out of the Association membership. Any vacancy occurring in the position(s) of officers shall be filled by the nomination and election of the successor officer(s) out of the members of the Board of Directors. Such new officer(s) or Director(s) shall serve out the remainder of the elected term of that office.

Section 9 – The duties of the Board of Directors shall include the submission to the members at their annual meeting such reports as may be necessary to disclose the financial condition of the Association, and the funds received and disbursed during the most recent fiscal year.

## ARTICLE 5 – OFFICERS

Section 1 – The Officers of this Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine or appoint, such Officers to have the authority and perform the duties as specified in the Bylaws, and as from time to time prescribed by the Board of Directors or the Membership.

Section 2 – Any Officer may be removed from office, with or without cause, by the vote of two-thirds of the members present at any meeting of the members or by the Board of Directors at any regular meeting or at a special meeting called for that purpose upon the vote of a three-fourths majority of those in attendance. In either instance, the Officer involved shall be given the opportunity to be heard at such meeting, but except for the purpose of determining whether a quorum is present, they shall not otherwise be allowed to participate in the voting on the issue.

Section 3 – The President shall be the principal executive Officer of the Association, and shall in general, supervise all of the business and affairs of the Association. The President shall preside at all meetings of the membership and also at all meetings of the Board of Directors. He or she is authorized to sign, with the Secretary or any other proper Officer of the Association, such instruments as need be executed in the name of the Association, and shall otherwise exercise and perform all duties customary or incident to the office of President, and such other and further duties as may from time to time be prescribed by the Board of Directors or the Membership.

Section 4 – In the absence of the President, or in the event of a disability, the Vice-President shall perform the duties of the President, and when so acting, shall

have all the powers of and be subject to all the restrictions upon the President of this Association. The Vice-President shall perform such other and future duties as the President, the Board of Directors or the Membership delegates from time to time.

Section 5 – The Secretary shall keep the minutes of the meetings of the members and the Board of Directors; shall see that all notices are duly given in accordance with these Bylaws or as otherwise required; be custodian of the corporate records and of the seal of the Association and see that the seal is affixed to all documents customarily requiring the same; and, in general, to perform all duties customarily or incidental to the office of Secretary, and also such other duties as from time to time are delegated or assigned by the President, the Board of Directors or the Membership.

Section 6 – The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, and shall receive, give receipts for and deposit promptly all such moneys in the name of the Association in such banks as shall be selected by the Board of Directors, and keep adequate records showing in detail the source and disposition of all funds handled by him or her. The Treasurer shall perform all duties inherent in and incidental to the office of Treasurer, and such other duties as from time to time may be assigned to him or her by the President, the Board of Directors or the Membership. If required by the Board, the Treasurer shall be given bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine, and the cost of such bonding fee shall be borne by Association.

Section 7 – Unless the Board of Directors directs otherwise, the Treasurer shall act as Registered Agent, shall prepare and file the Annual Report and any required Federal or State tax return, shall pay any required fees from Association funds, and provide a copy thereof to the Board as a part of the treasurer's report.

## ARTICLE 6 – ELECTIONS

Section 1 – Election of persons to fill Board of Director positions shall take place at the May general membership meeting. Voting by proxy, absentee voting, write-in candidates and cumulative voting are not permitted.

Section 2 – The nominating committee shall nominate a slate of candidates and present the slate to the membership at the April general meeting. Prior to the April meeting, nominations of willing and qualified members may be made via e-mail to the Association Secretary or through the Association Website or via US mail to the Association mailing address by any current Association member. At the April meeting, additional nominations of willing and qualified members may be made

from the floor by any current Association member. All nominations must be seconded by another current Association member. Nominations close at adjournment of the April Member meeting.

Section 3 – Prior to the May general meeting, the final slate of candidates shall be published in the Associations Newsletter or in a mailing to all current members and posted on the Association Website. At the May meeting, current members in attendance shall vote for Directors, The Association Secretary shall count all votes cast and announce the results.

Section 4 – Persons elected to positions in the Association shall take office at the first general or special Directors meeting following their election.

Section 5 – In the election of Directors each member shall be entitled to vote for as many candidates as there are vacancies to be filled, as prescribed in Article 4 Section 1.

Section 6 – The Directors shall be eligible for re-election, without limitation, following each two (2) year term. The Board shall, through the nomination and election process at a duly constituted Board meeting, fill vacancies that occur during the year. The President, or in the absence or disability of the President, the Vice-President, shall have voting power as a Director only in the event of a tie vote of the duly elected Directors.

Section 7 – The Officers of the Association shall be eligible for re-election, without limitations, following each one (1) year term.

## ARTICLE 7 – COMMITTEES

Section 1 – The Board of Directors or the membership shall create such temporary or permanent committees as may from time to time appear necessary, requisite or convenient in carrying out or furthering the purpose of this Association, each of which shall be headed by a Chairperson who shall customarily be designated by the President, unless such Chairperson has already been designated by the body creating such committee. The President may appoint members to serve on each committee, although this responsibility may be delegated to the Committee Chairperson.

Section 2 – There is hereby established a Nominating Committee, consisting of the Junior Directors, i.e. Directors whose terms will not expire in the current year. The Nominating committee shall choose a Chairperson from among its members.

Section 3 – The duties of the Nominating Committee shall be to prepare and present a slate of qualified and willing members of the Association as nominees for such elective positions therein as may be open at the end of the current year, such slate to be presented at the April membership meeting and published in the Association Website.

## ARTICLE 8 – CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1 – The Board of Directors may authorize any Officer or other person as agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or specific.

Section 2 – All checks, drafts, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, any such instrument shall be signed by the Treasurer and by the President of the Association.

Section 3 – All funds of the Association shall be deposited promptly to the credit of the Association in such banks or other depositories as the board of Directors may select.

Section 4 – The Board of Directors may accept on behalf of the Association any contributions, gifts, and bequeaths or devices for the general purpose or for any specific purpose of the Association.

## ARTICLE 9 – BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Membership meetings as well as meetings of its Board of Directors, and shall keep an up-to-date record of the names and addresses of all its members. Such books and records of the Association shall be open for inspection and copying by any member for proper purpose and at reasonable times. The Charter and these Bylaws and all amendments thereto, as well as all minutes shall be made readily accessible to all members. Persons in possession of property, files, records or funds of the Association shall transmit the same to their successors immediately upon completion of their terms of office.

## ARTICLE 10 – FISCAL YEAR

The Association's fiscal year shall begin at 12:01 a.m. on January 1 and end at Midnight on December 31, unless the Board of Directors shall set a different fiscal year.

## ARTICLE 11 – PROTECTION OF OFFICERS AND DIRECTORS

The Association shall at all times protect the Officers and Directors from any liability for damages arising out of the performance of their respective duties, and shall defend them, and each of them, against any action brought against one or more of them on account of any transaction entered into on behalf of the Association and shall fully indemnify against personal liability each Officer or Director for any liability arising out of any transaction engaged in or undertaken on behalf of the Association.

## ARTICLE 12 – CONDUCT OF MEETINGS

Section 1 – Meetings of the membership and of the Board of Directors shall be conducted in accordance with such procedural rules as each body may prescribe. In the absence of such set of rules, or in any instance that such rules do not cover the particular situation, then and in such instances the latest edition of *Robert's Rules of Order* shall govern.

Section 2 – The President, or the Board of Directors by majority vote, may reschedule, cancel or schedule special, annual or general meetings of the Membership or Board of Directors. Such meetings may take place through means of virtual, electronic or remote communication as authorized by the Board of Directors from time to time, and shall be subject to such guidelines regarding attendance and voting as the Board of Directors may adopt.

## ARTICLE 13 – AMENDMENT OF BYLAWS

Section 1 – These Bylaws may be altered, amended or rescinded by majority vote of the members present at a meeting where a quorum is present.

Section 2 – Proposed amendments to these Bylaws must be presented in writing at a regular meeting, read to the Membership at such meeting, and left on the table until the next regular meeting. Such proposed amendments will be presented to members by e-mail and on the Association's Website.

Section 3 – The Association Secretary shall count all votes cast at the meeting, announce the votes cast plus announce the results via e-mail, and on the Association Website.

Section 4 – If a majority of the members voting cast their votes in favor of such amendments, these Bylaws shall be then so amended. These approved amendments shall then be incorporated into the Bylaws.