

North Kenwood Neighborhood Association, Inc.
BY-LAWS

Article One: Name

The name of the organization is North Kenwood Neighborhood Association, Inc. (NKNA).

Article Two: Purpose and Rule

Section 1. The purpose of the Association is to enhance, improve, and beautify; to aid in crime detection and prevention in our neighborhood; to ensure that properties in our area meet code and zoning standards; to promote community pride and a spirit of unity in our neighborhood, which is bordered by 34th Street North to I-275 and 9th Avenue North to 22nd Avenue North in the City of St. Petersburg, Florida.

Section 2. Anything created, purchased, or otherwise obtained on behalf of the North Kenwood Neighborhood Association by a board member, committee member, volunteer, representative or Association member for the purpose or intent of use by the Association shall become the property of the Association.

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).

Article Three: Membership

Section 1. The membership shall consist of Active Members, Associate Members, Honorary Members and Neighborhood Boosters. Membership is defined as all individuals over the age of 18 within same household. Household is defined as per property address.

- a. An Active Member is any adult real property owner, tenant, or resident of North Kenwood area whose dues are currently paid. An Active Member has the right to vote and the privilege of holding office.
- b. An Associate Member is any adult living outside the boundaries of this association or a business owner or business representative within or outside the association boundaries and whose dues are paid in full. An Associate Member does not have the right to vote or hold office.
- c. A Neighborhood Booster is any adult real property business owner or representative of said business that advertises within the Association's newsletter and/or website, advertising dues are currently paid and whose location of business is within or outside of the North Kenwood boundaries. A Neighborhood Booster does not have the right to vote or hold office.

- d. An Honorary Member is any adult property owner, tenant or resident who resides within the North Kenwood boundaries but due to hardship or other reasons cannot afford the membership dues. Approval of Honorary Member status is within the discretion of the board of directors. An Honorary Member has the right to vote and the privilege of holding office.

Section 2. Any person who ceases to be a member of the Association shall forfeit all right of interest in any property of the Association.

Article Four: Dues

Section 1. Members shall be required to pay annual dues in the amount as recommended by the Board of Directors and approved by the Majority of active members present at any general meeting of the Association.

Section 2. The fiscal year shall be the calendar year.

Article Five: Elections

At the November meeting, the president shall elect a nominating committee of a minimum of three members.

The committee shall prepare a slate of officers and directors and present it at the December meeting. Additional nominations shall be taken from the floor and nominations will be closed 15 minutes after the start of the December meeting

The Nominating Committee will tally the votes during the meeting and will report the results before that meeting ends. The prevailing candidates will be officially seated at the end of the December meeting and shall serve until new ones are elected.

In the event no candidate wins a majority, the two candidates with the largest number of votes will be voted on.

Article Six: Officers

Section 1. There shall be four Officers; President, Vice-President, Secretary, and Treasurer. Duties of these Officers shall include, but not limited to, the following:

Section 2. The President shall:

- a. Be the Executive Officer and preside over the meetings of the Association and the Board of Directors.

- b. Co-sign with the Treasurer any contract, checks, or obligation as authorized by the general membership.

- c. Have authority to create Special Committees and appoint committee chair persons, except the Nominating Committee.

- d. Be an ex-officio member of every committee, except the Nominating Committee.

- e. Give an Annual Report at the Association's December general meeting.
- f. Appoint a committee approved by the general membership to audit the financial records annually.
- g. Appoint a Parliamentarian.
- h. Upon leaving office, be an ex-officio member of the Board of Directors.

Section 3. The vice-president shall:

- a. Perform the duties of the President when the President is absent.
- b. Assist the President or Board of Directors upon request.
- c. Assume the office of the President for the remaining term, should that office become vacant.

Section 4. The Secretary shall:

- a. Keep minutes of the Association meetings and Board of Directors meetings, and promptly send or deliver them to the President.
- b. Receive any written communication or reports from members and committees, and promptly send or deliver them to the President.
- c. Maintain a current list of names and addresses of all members.
- d. Safely keep all corporation documents and have a reference copy of the Articles of Incorporation and By-Laws available at all Association meetings and Board meetings.
- e. Regularly pick up and promptly distribute Association mail received at the post office.
- f. Send out or provide all notices as may be required.

Section 5. The Treasurer shall:

- a. Collect or receive all money belonging to the Association promptly deposit all funds in the name of the Association in such financial institutions as the Board of Directors may designate.
- b. Receive dues and promptly provide the Secretary with names and addresses of the new members.
- c. Pay all recurring, normal, or routine bills of the Association as authorized by the Board of Directors, and disburse any other funds as approved by the general membership.
- d. Co-sign with the President any contract, checks, or obligation as authorized by the general membership.

e. Give a monthly Treasurer's report at the general membership meetings and a written financial report, whenever requested, to the Board of Directors.

f. Maintain the financial records.

Article Seven: Directors

Section 1. The Board of Director's shall consist of all Officer's and Director's, as may be elected, and the outgoing President. Minimum numbers of Directors shall be five (5). The office of any Director failing to attend two (2) consecutive regular Board meetings or Association meetings, at the discretion of the Board or for a valid acceptable reason, be declared vacant.

Section 2. The Board is charged with the responsibility of transacting the regular, routine business of the Association. Among its duties, the Board shall:

- a. Authorize payment of recurring, regular, or routine bills of the Association.
- b. Fill vacancies on the Board for the term remaining, except the office of President, by a majority vote.
- c. Create and define the duties of all Standing Committees and confirm the President's appointment of all Standing Committee Chair persons.
- d. Approve the purpose and duties of Special Committees.
- e. Transact business with a quorum of one-half (1/2) of its membership.

Article Eight: Committees

Section 1. Standing Committees shall be created and dissolved by the Board of Directors. Standing Committee Chair persons shall be appointed by the President and confirmed by the Board.

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

Section 3. A committee shall not engage in any activity in the name of the Association which is contrary to the goals and stated purpose of the Association.

Article Nine: Meetings

Section 1. General meetings of the Association shall be held four times per year, including November and December.

Section 2. Special Meetings of the Association may be called by the Board of Directors or by written request of ten (10) active members. Written notice of the date, place and purpose of Special Meetings shall be provided to all Association members at least seven (7) days before any special meetings.

Section 3. The December general meeting shall be known as the Annual Meeting, and it shall be at this meeting that election of Officers and Directors shall take place.

Section 4.a. A quorum at any general or special meeting of the Association shall consist of ten percent (10%) of the active membership of fifteen (15) active members, whichever is less.

Section 4.b. If the special is called to override a decision by the Board of Directors, then three-quarters (3/4) of the attending and voting members must vote against such decision.

Section 5. The Board of Directors shall meet regularly once a month. Special Board meetings may be called by the President or any three (3) Directors. At least three (3) days notice must be provided to Directors for Special Board meetings. In all Board meetings, a quorum shall consist of four (4) Directors.

Article Ten: Standing Rules

The orderly transaction of business affairs during meetings shall be governed by Roberts Rules of Order, Revised. The Parliamentarian shall advise the President as needed and shall attend all general or special meetings of the Association.

Article Eleven: Amendments

These By-laws may be amended in the following manner over a period of three (3) consecutive monthly general membership meetings.

Section 1. First Meeting: Any proposed amendment must first be accepted for consideration by a majority of active members at any general meeting. If accepted, notice of the proposed amendment must be provided to all members at least seven (7) days before the next general meeting.

Section 2. Second Meeting: The proposed amendment shall be read to the general membership.

Section 3. Third Meeting: The amendment must be approved by two-thirds (2/3) of the active members present.

Article Twelve: NONDISCRIMINATION

The North Kenwood Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

Article Thirteen: Fund Raising

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

Article Fourteen: 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.”

Section 2. “Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) a corporation contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.”

Section 3. “Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Revenue Law.”

DISSOLUTION AND DISTRIBUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

Article Fifteen: Certification of Adoption

The By-laws enumerated in this document from Article One to Article Thirteen were duly adopted by the Board of Directors of the Association on _____, 2010.

Certified by: _____

Debora Shirley, Secretary