OLD PASADENA NEIGHBORHOOD ASSOCIATION OF ST. PETERSBURG, INC.

BYLAWS

ARTICLE I: NAME

The name of this Corporation shall be **Old Pasadena Neighborhood Association of St. Petersburg, Inc.** (hereinafter referred to as the "Association").

ARTICLE II: PURPOSE

The purpose of the Old Pasadena Neighborhood Association of St. Petersburg, Inc. is to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Association's charitable purpose includes: relieving the poor, distressed, or underprivileged within the community; lessening neighborhood tensions; combating community deterioration; and advancing activities that improve the quality of life in the Old Pasadena neighborhood. These purposes are carried out in a manner that preserves and promotes the neighborhood's historic character while fostering public benefit for residents, visitors, and the general public.

Specifically, the Association is dedicated to:
• Promoting public awareness and appreciation of the historical, architectural, and cultural heritage of the Old Pasadena neighborhood;
• Educating residents, visitors, and the general public through programs, events, publications, and tours that highlight the area's unique historical significance;
• Encouraging the preservation and revitalization of historic structures and public spaces within the neighborhood;
• Fostering community engagement, civic pride, and neighborhood cohesion through outreach activities, partnerships, and volunteer opportunities;
• Supporting initiatives that enhance the livability, safety, and sustainability of the Old Pasadena neighborhood in a manner consistent with its historic character;
• Providing charitable assistance, including but not limited to, direct support for projects and services that benefit underserved or disadvantaged individuals, and contributing resources to causes that advance the common good.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The Association shall not carry on any activities not permitted to be carried out by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: BOUNDARY

Old Pasadena Neighborhood Association is bordered by First Avenue South to Pasadena Avenue South; Pasadena Avenue South to Park Street South; Park Street South to First Avenue South; plus Villa Grande Avenue South, Grevilla Avenue South, Hibiscus Avenue South, and Bignonia Way South to the southwest of Park Street South and west of Pasadena Avenue South to the city limits, less that portion of Villa Grande Avenue South and that portion of Grevilla Avenue South lying within the boundaries of the Sunset Drive South Neighborhood Association.

ARTICLE IV: MEMBERSHIP

Section 1. Classes of Membership

The Association shall have two classes of membership:

1. Active Members
2. Associate Members

Section 2. Active Membership

An *Active Member* shall be defined as any adult individual who owns real property located within the boundaries of the Old Pasadena Neighborhood and whose membership dues are current. A single property may be represented by more than one (1) adult Active Member; however, only one (1) Active Member per property shall be entitled to vote on matters before the Association at any given time. Furthermore, only one (1) Active Member per property may hold an elected office at any given time.

Section 3. Associate Membership

An *Associate Member* shall be defined as:

a. Any adult tenant or resident residing within real property located in the Old Pasadena Neighborhood; or
b. Any adult individual residing outside the geographical boundaries of the Association who affirms support for the goals and purposes of the Association.

In either case, such individuals must have current membership dues on file.

Associate Members shall have no voting rights and shall not be eligible to hold elected office within the Association. The Board of Directors shall have full discretion to approve or deny Associate Membership applications and may revoke such membership at any time, with or without cause.

ARTICLE V: DUES

Section 1. Annual Dues

All members shall pay annual dues in an amount recommended by the Board of Directors and approved by a majority vote of the Active Members present at a general meeting. No increase in dues shall be enacted without advance notice to the general membership, which shall be provided at the meeting preceding the vote on the proposed increase. The proposed amount shall be explicitly stated.

Section 2. Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE VI: ELECTIONS

Section 1. Nominations

Nominations for Officers and Directors shall open two (2) weeks prior to the final general meeting or social event of the calendar year and shall close one (1) day prior to said meeting or event. Nominations shall be submitted in writing to the Secretary and shall include a statement confirming the nominee's consent to serve if elected.

Section 2. Presentation of Nominees

The slate of nominees shall be announced at the December meeting. If a social event is held in lieu of a meeting, the nominations shall be made available in writing to all attendees.

Section 3. Election Date

Elections shall take place at the first general meeting of the calendar year. Elected Officers and Directors shall assume their duties immediately upon conclusion of the meeting.

Section 4. Term of Office

- Officers shall serve a term of one (1) year.
- Directors (excluding Officers) shall serve a term of two (2) years.
  All shall serve until their successors are duly elected.

Section 5. Balloting Procedure

Ballots shall be distributed at the entrance to the meeting room. Voting shall close thirty (30) minutes after the announced meeting start time. The President or Vice President and the Secretary shall count and report the results before adjournment. In the event no candidate receives a majority, the two candidates with the highest vote counts shall proceed to a runoff vote by those present.

ARTICLE VII: OFFICERS

Section 1. Officers

The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. Multiple individuals may jointly hold an office, as approved by the membership. Officers shall serve a one (1) year term and may be re-elected.

Section 2. Duties of the President

The President shall:

a. Serve as the Executive Officer and preside over all meetings of the Association and Board of Directors;
b. Co-sign, with the Treasurer, any contracts or obligations as authorized by the membership;
c. Create special committees and appoint their chairpersons (except for the Nominating Committee);
d. Serve as an ex-officio member of all committees except the Nominating Committee;
e. Deliver an Annual Report at the January Annual Meeting;
f. Appoint, with membership approval, a committee to conduct the annual financial audit;
g. Appoint a Parliamentarian;
h. Serve as an ex-officio member of the Board of Directors upon leaving office.

Section 3. Duties of the Vice President

The Vice President shall:

a. Perform the duties of the President in the President's absence;
b. Assist the President and Board as needed;
c. Assume the presidency in the event of a vacancy.

Section 4. Duties of the Secretary

The Secretary shall:

a. Record minutes of all Association and Board meetings and promptly provide them to the President;
b. Receive and transmit correspondence and reports;
c. Maintain an up-to-date membership roster;
d. Safeguard all official documents and keep a reference copy of governing documents;
e. Collect mail and distribute correspondence;
f. Issue meeting notices and communications;
g. Maintain permanent records of the Association's key documents and obtain relevant reports from other officers.

Section 5. Duties of the Treasurer

The Treasurer shall:

a. Collect and deposit all funds in the Association's authorized accounts;
b. Record dues and inform the Secretary of new members;
c. Pay authorized expenses and disburse funds as approved by the Board or membership;
d. Co-sign, with the President, all contracts and checks;
e. Report monthly to the membership and as requested to the Board;
f. Maintain complete financial records.

ARTICLE VIII: BOARD OF DIRECTORS

Section 1. Composition and Term

The Board shall consist of the Officers and an odd number of Directors, totaling no fewer than three (3) and no more than five (5). Directors shall serve two (2) year terms and may be re-elected.

Any Director missing two (2) consecutive meetings without notice may be subject to removal at the Board's discretion.

Section 2. Duties

The Board shall:

a. Manage routine business affairs of the Association;
b. Authorize payment of standard expenses;
c. Fill Board vacancies (excluding President) by majority vote;
d. Create and define the duties of standing committees;
e. Approve the purpose and responsibilities of special committees.

ARTICLE IX: VACANCIES

Vacancies shall be filled as follows:

- **President**: Vice President assumes role; if unavailable, the Board shall appoint an interim President.
- **Vice President, Secretary, Treasurer**: Board shall appoint an interim Officer until a special election is held.
- **Board of Directors**: Board shall nominate interim Directors for approval by the general membership.

Within three (3) weeks of a vacancy, the Board shall meet and act as a Nominating Committee to propose two (2) candidates. Nominations will be presented at the next general meeting, where additional nominations may be made from the floor. The emergency election winner shall serve until January 1 and may be nominated for the regular term.

ARTICLE X: COMMITTEES

- **Standing Committees**: Created and dissolved by the Board; chairs appointed by the President and confirmed by the Board.
- **Special Committees**: Created and dissolved by the President, subject to Board approval of purpose and duties.
- No committee may act contrary to the Association's goals or purpose.

ARTICLE XI: MEETINGS

1. **General Meetings**: Held quarterly, with at least seven (7) days' notice via website, email, or door hangers. The fourth-quarter meeting may be replaced with a social event.
2. **Special Meetings**: May be called by the Board or by written request of ten (10) Active Members, with at least seven (7) days' notice.
3. **Annual Meeting**: Held in January for elections.
4. **Quorum**: Ten percent (10%) of Active Members and/or sixty percent (60%) of the Board.
5. **Board Meetings**: At least four (4) times per year.
6. **Social Events**: May be held in place of general meetings at the membership's discretion.

Article XII: Electronic Communications

Section 1. Use of Electronic Communications
In accordance with applicable law and Robert's Rules of Order Newly Revised, the Corporation may use electronic means, including email and text messaging, to conduct and facilitate official communications among members of the Board of Directors, committees, and, when appropriate, the general membership.

Section 2. Notices and Communications
Any notice or communication required or permitted by these bylaws, the Articles of Incorporation, or applicable law may be sent by electronic mail or text message, provided the

recipient has consented in writing to receive communications in that form. Such consent may be withdrawn at any time with written notice.

Section 3. Delivery and Receipt
An electronic communication is considered delivered when sent to the email address or mobile phone number on record with the Secretary or other designated officer of the Corporation. Delivery is presumed unless the sender receives a bounce-back, delivery failure notice, or other indication of failed transmission.

Section 4. Meetings by Electronic Means
Board and committee meetings may be held by telephone, videoconference, or other real-time electronic means that allow all participants to hear and be heard simultaneously. Participation in such meetings shall constitute presence in person at the meeting.

Section 5. Voting and Decision-Making
Electronic voting may be permitted between meetings if authorized by the Board and consistent with Robert's Rules of Order and applicable law. All votes conducted electronically must be confirmed in the minutes of the next official meeting.

ARTICLE XIII: STANDING RULES

The conduct of meetings shall be governed by **Robert's Rules of Order, Revised**. The Parliamentarian shall advise the President and attend all general and special meetings.

ARTICLE XIV: FUNDRAISING

All fundraising activities shall be approved by the Board of Directors and shall comply with applicable City, County, State, and Federal laws. Donations may be accepted.

ARTICLE XV: AMENDMENTS

Section 1. First Meeting

Proposed amendments must be accepted for consideration by a majority of Active Members at a general meeting. 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

A proposed amendment must be approved by a two-third (2/3) vote of the Active Members present at the next general meeting. Failure to secure such approval shall render the proposed amendment void.

Ratified September 8, 2025