



## **EUCLID/ST. PAUL'S NEIGHBORHOOD ASSOCIATION BY-LAWS**

(as amended and restated, effective December 13, 2018 (the "Bylaws"))

### **ARTICLE ONE: NAME**

**Section 1.1** The name of the organization is the Euclid/St. Paul's Neighborhood Association Inc., a Florida Not-for-Profit Corporation (the "Association").

### **ARTICLE TWO: PURPOSE**

**Section 2.1** The general purpose of the Association is to promote fellowship of its members, and to educate and unite residents, real property owners, and business owners within the Euclid/St. Paul's Neighborhood in order to preserve, enhance, improve, and beautify the Euclid/St. Paul's Neighborhood as defined by the geographic boundaries described in Article Three. The Association is organized exclusively for charitable, education, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and the Association may engage in any lawful activities authorized under the Florida Not-for-Profit Corporation Act to achieve the general purpose(s) set forth in this Article Two.

### **ARTICLE THREE: GEOGRAPHIC BOUNDARIES**

**Section 3.1** Membership in the Association will be open to all residents, nonresident property owners and business owners within the following boundaries:

The Northern boundary consists of the southern edge of 22<sup>nd</sup> Avenue North; the Eastern boundary consists of the western edge of Dr. M.L.K. Jr. Street of North (also known as 9<sup>th</sup> Street North); the Western boundary consists of the eastern edge of 16<sup>th</sup> Street North; the Southern boundary consists of the north edge of 9<sup>th</sup> Avenue North (the "Euclid/St. Paul's Neighborhood").

Associate Members living outside the boundaries of the Euclid/St. Paul Neighborhood of the Association may be also granted limited rights in the Association as set forth in these Bylaws.



## ARTICLE FOUR: MEMBERSHIP

**Section 4.1** The membership of the Association consists of Active Members and Associate Members.

**4.1.a** An Active Member is any adult real property owner, tenant, resident, or business owner of the Euclid/St. Paul's area whose dues are currently paid ("Active Member"). An Active Member has the right to vote and the privilege of holding office.

**4.1.b** An Associate Member is any adult living outside the boundaries of this Association whose dues are currently paid and who endorses the goals of this Association ("Associate Member"). An Associate Member does not have the right to vote or hold office (with Active Members and Associate Members collectively referred to as "Members", or singly referred to as a "Member").

**Section 4.2** Any person who ceases to be a Member of the Association forfeits all rights and interests in the Association, including, without limitation, the right to vote and hold office in the Association.

## ARTICLE FIVE: DUES

**Section 5.1** All Members are required to pay dues on an annual basis to maintain membership in the Association. The Board of Directors shall prepare a recommendation as to the amount of the annual membership dues for the next calendar year at the meeting of the Board of Directors that precedes the Annual Meeting of the Members. The dues recommendation for the next calendar year shall be presented at the Annual Meeting of the Members, and approved by simple majority (greater than 50%) of the Active Members present at the Annual Meeting of the Association.

**Section 5.2** Membership dues will be paid annually and are due January 1<sup>st</sup>, each calendar year. Members who fail to timely pay their annual membership dues shall have a reasonable opportunity to cure the delinquency by paying the annual membership dues set for that calendar year. Notwithstanding the foregoing, if any Member that fails to pay their annual membership dues by March 1<sup>st</sup>, their membership in the Association will cease without further notice. Any eligible Member may reinstate their membership at any time by paying the annual dues for the calendar year for which the Member seeks reinstatement.

**Section 5.3** The Association's fiscal year is January 1 through December 31.

## ARTICLE SIX: ELECTIONS

**Section 6.1** Each calendar year, the Board of Directors shall elect a nominating committee chair person ("Nominating Chair") at the meeting of the Board of Directors that precedes the August General Membership Meeting of the Association. The Nominating Chair Candidate that receives a plurality of votes (the highest number of votes) cast by the officers and directors shall be elected. The Nominating Chair will organize and administer a nominating



committee that will vet and propose candidates to fill vacancies for the Association's officers and directors ("Nominating Committee") in accordance with Section 6.1.c of these Bylaws.

**6.1.a** The Board of Directors will announce the Nominating Chair at the August General Meeting of the Members, and the Nominating Chair will solicit nominations for the remaining members of the Nominating Committee from the Active Members present at the August General Meeting. The call for additional Nominating Committee members will close no more than ten (10) minutes following the opening of the call. Any Active Member may nominate himself or herself as a candidate for the Nominating Committee. After the call for additional nominees closes, each proposed member of the Nominating Committee will be subject to confirmation by the Active Members present at the August General Meeting. Each proposed member of the Nominating Committee must be confirmed by a simple majority vote (greater than 50%) of the Active Members in favor of the proposed committee member to be elected to the Nominating Committee.

**6.1.b** After confirmation of the Nominating Committee, but before the close of the August General Meeting, the Nominating Chair will solicit recommendations from the Members for individuals who may have an interest in serving as an officer or a director of the Association. Additional recommendations may be submitted by a Member to the Nominating Chair following the August General Meeting by electronic mail at an address designated by the Nominating Chair at the August Meeting. Additional recommendations must be sent no later than the second Friday of the Month of November. The Nominating Committee shall have no obligation to consider additional recommendations received after the second Friday of the Month of November.

**6.1.c** The Nominating Committee shall vet the candidates who are recommended by the Members, as well as any additional candidates the Nominating Committee feels may provide beneficial service to the Association, and prepare a slate of candidates to replace all officers and directors whose terms are set to expire at end of the current calendar year (the "Slate"). The Nominating Chair shall publish the Slate on the Association's website and electronically mail the Slate to those Members who have provided the Association a valid email address no later than the third Friday of the month of November.

**Section 6.2** The Slate shall be voted upon by the Active Members at the Annual Meeting, with newly elected officers and directors to take office as of January 1<sup>st</sup> of the following year. Any unopposed candidate on the Slate shall be elected automatically as the default candidate. For any contested seat in which there are two (2) or more nominees for any single officer or director position, the candidate on the Slate that receives a plurality (the highest number of votes) shall be elected to the contested seat. The ballots will be available at the door of the meeting room and the Active Members present at the Annual Meeting will complete their ballots and drop them into the ballot box provided. Balloting will be closed one-half hour after the announced starting time for the Annual Meeting. Any vote cast after balloting has closed will not be counted.

**Section 6.3** No proxy or absentee voting procedure has been adopted by the



Association, and proxy and absentee ballots shall not be allowed, unless a written procedure governing proxy and absentee ballots is approved by a simple majority vote (greater than 50%) of the Active Members of the Association at the August General Meeting preceding the Annual Meeting in which any Active Member intends to vote by absentee ballot or proxy.

**Section 6.4** In the event that an officer or director seat remains unfilled after the Annual Meeting, the Board shall propose candidates to fill the vacancy at the first duly notice General Board Meeting or Special Board Meeting following the election which created the vacancy, and the Board shall vote to fill the vacancy at that same meeting. The vacancy seat will be filled by the candidate that receives a plurality vote (the highest number of votes) of the Board of Directors.

**Section 6.5** It is the intent of this Section 6.5 to provide for staggered election cycles for Association officers and directors, and, as a necessity to accomplish this purpose, the first election of officers and directors following the adoption of this Section 6.5 must provide for special terms of office for officers and directors.

**6.5.a** Any provision of these Bylaws notwithstanding, the terms of all officers and directors currently serving in the year 2018 shall terminate on December 31, 2018 (“Termination Date”), and all officer and directors positions will be open for election proceedings. The slate composed by the Nominating Committee in the year 2018 for candidates to serve beginning January 1, 2019 (the “Special Election Slate”) shall include candidates for all officer and director seats. The director and officer positions on the Special Election Slate will be divided into two classes, designated as Class I and Class II. The Vice President and Treasurer shall be designated as Class I. The President and Secretary shall be designated as Class II. Directors shall be divided evenly, or as near thereto as possible, between Class I and Class II. The term of office for the initial Class I officers and directors shall expire on December 31, 2019, and thereafter Class I directors shall be elected for a term of two years beginning January 1, 2020. The term of office for the initial Class II officers and directors shall expire on December 31, 2020 and thereafter Class II officers and directors shall be elected for a term of two years beginning January 1, 2021.

## ARTICLE SEVEN: OFFICERS

**Section 7.1** There shall be four officers: President, Vice-President, Secretary, and Treasurer. Duties of these offices include, but are not limited to, the following:

**Section 7.2** The President:

**7.2.a** Is the executive officer of the Association that implements the initiatives of the Board of Directors and the Members, and presides over the meetings of the Association and the Board of Directors.

**7.2.b** When duly authorized under these Bylaws and the Florida Not-for-Profit Corporation Act, will act as the Association’s binding agent when conducting any Association business with third parties, including without limitation, co-signing any contract or obligation with the Treasurer.



**7.2.c** Has authority to create Special Committees, subject to review by the Board of Directors.

**7.2.d** Is an ex-officio member of every committee, except the Nominating Committee.

**7.2.e** Will give an annual report on the status and activities of the Association over the course of the past calendar year at the Association's Annual Meeting.

**7.2.f** May appoint a committee to audit the financial records of the Association that is proposed to the Members, and approved by a simple majority vote (greater than 50%) of the Active Members present at a General Membership Meeting, Special Membership Meeting or Annual Meeting that is duly noticed for that purpose.

**7.2.g** May appoint a Parliamentarian to advise the Board of Directors on matters or procedure that arise under these Bylaws or Roberts Rules of Order.

**7.2.h** Upon leaving office, will be an ex-officio member of the Board of Directors for a period of one year.

**Section 7.3** The Vice-President:

**7.3.a** Will perform the President's duties when the President is absent.

**7.3.b** Will assist the President or Board of Directors upon request.

**7.3.c** Will assume the office of President for the remaining term, should that office become vacant.

**Section 7.4** The Secretary:

**7.4.a** Will keep minutes of the Association meetings and Board of Directors meetings, and promptly send or deliver them to the President.

**7.4.b** Will receive any written communication or reports from the members and committees, and promptly send or deliver them to the President.

**7.4.c** Will safely keep all corporation documents and have a reference copy of the Articles of Incorporation and Bylaws available at all meetings of the Members or the Board of Directors.

**7.4.d** Will send out or provide all notices required by these Bylaws or as otherwise necessary to facilitate the business of the Association.

**Section 7.5** The Treasurer:

**7.5.a** Will collect and receive all money belonging to the Association and promptly deposit all funds received in the name of the Association in such financial institutions as the Board of Directors may designate.

**7.5.b** Will receive all dues and promptly record the names and contact



information of the new members.

**7.5.c** Will pay all recurring, normal, or routine bills of the Association as authorized by the Board of Directors, and disburse funds for any non-recurring, irregular, or non-routine purpose which is duly approved by simple majority vote (greater than 50%) of the Active Membership present at the meeting of the Members when the disbursement is brought for a vote.

**7.5.d** Will co-sign with the President any contract or obligations when duly authorized in accordance with these Bylaws and the Florida Not-for-Profit Corporation Act.

**7.5.e** Will give a Treasurer's report at the General Membership Meetings and a financial report, whenever requested, to the Board of Directors.

**7.5.f** Will maintain the financial records.

**7.5.g** Will regularly pick up and promptly distribute Association mail received at the post office.

**7.5.h** Will be a non-voting, ex-officio member of any duly appointed audit committee.

#### **ARTICLE EIGHT: DIRECTORS**

**Section 8.1** The Board of Directors shall consist of a minimum of 4 officers and a maximum of 11 additional directors, plus the outgoing President.

**Section 8.2** The Board is charged with the responsibility of transacting the regular, routine business of the Association. Among its duties, the Board shall:

**8.2.a** Authorize payment of recurring, regular, or routine bills of the Association.

**8.2.b** Fill vacancies on the Board of Directors that result from resignation, removal, or other inability to complete any required term of service excepting the office of the President, which shall be filled by the Vice President. The vacancy will be filled at the General Board Meeting or Special Board Meeting following the vacancy. The candidate for the vacancy that receives a plurality vote (highest number of votes) from the Board shall be elected to the vacancy. The officer or director appointed to fill the vacancy shall serve the remaining term of the office that is the subject of the appointment.

**8.2.c** Create and define the duties of all Standing Committees and confirm the President's appointment of all Standing Committee Chair persons.

**8.2.d** Approve the purpose and duties of Special Committees.

**8.2.f** Elect the Nominating Committee Chair by plurality vote of the Board of Directors, and set the vetting process to be utilized by the Nominating Committee.

#### **ARTICLE NINE: COMMITTEES**

**Section 9.1** 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 by a simple majority vote (greater than 50%) of the Board in favor of the appointment.

**Section 9.2** 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 9.3** 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.

**Section 9.4** Committees shall operate in accordance with city, state, and federal laws governing the legal status of the organization, and Committees shall further operate in compliance with the rules and procedures set forth in the Bylaws governing the operation of the Association.

#### **ARTICLE TEN: MEMBER MEETINGS**

**Section 10.1** The Association shall seek to hold bi-monthly general meetings of its Members, but the Association must hold meetings of the Members no less than quarterly (collectively the “General Membership Meetings”, singly a “General Membership Meeting”). The time, date, and place of the General Membership Meetings and the General Board Meetings for the succeeding calendar year (the “Calendar”) shall be set by the Board prior to January 1 of the year in which the Calendar will take effect by a simple majority vote (greater than 50%) of the Board present at the General Board Meeting in which the Calendar is set. If there is no change in the meeting place for the General Membership Meetings or the General Board Meetings for the upcoming calendar year, no vote shall be required to maintain said meeting place. In the event that unforeseen circumstances prevent the Members from meeting at the approved meeting time(s), date(s) and place(s) set in the Calendar, the Board of Directors shall provide the Members no less than seven (7) days’ notice of the changes prior to the meeting.

**Section 10.2** Special meetings of the Association may be called by simple majority vote of the Board of Directors (greater than 50%) or by a written request of ten (10) Active Members delivered to the Board of Directors (collectively “Special Membership Meetings”, singly a “Special Membership Meeting”). The written request delivered to the Board of Directors by the Active Members must describe the subject matter to be addressed at the requested Special Membership Meeting. The Board of Directors shall provide written notice of the date, place, and purpose of any Special Membership Meeting to the Members no less than seven (7) days before the date of the Special Membership Meeting described in the notice by publication of the notice on the Association’s website and via electronic mail to those Members who have provided the Association a valid email.

**Section 10.3** Each calendar year, the Association shall hold an annual meeting of the Members in December (collectively the “Annual Meetings” or singly an “Annual Meeting”). Any general business of the Association may be conducted at the Annual Meeting of the Members, but the Annual Meeting shall be held for the additional express purpose of (i) electing the officers and directors whose terms will terminate at the end of the calendar year in which the Annual Meeting



is held and (ii) for setting the membership dues for the succeeding calendar year.

**Section 10.4** Any provision of these Bylaws notwithstanding, a quorum shall be required to create binding votes of the Members at General Membership Meetings, Special Membership Meetings and Annual Meetings. A quorum of the Members of the Association shall consist of ten percent (10%) of the Active Members or fifteen (15) Active Members, whichever is less.

**Section 10.5** Unless otherwise stated in these Bylaws, any matter subject to voting by the Members shall be decided by simple majority vote (50%) of the Active Members present at any duly noticed meeting of the Members.

## **ARTICLE ELEVEN: BOARD MEETINGS**

**Section 11.1** The Board of Directors, consisting of the officers and directors of the Association described in Sections 7.1 and 8.1 (the “Board of Directors” or alternatively the “Board”), shall seek to hold bi-monthly general meetings of the Board, but shall meet no less than quarterly (collectively the “General Board Meetings”, singly a “General Board Meeting”). The time, date, and place of the General Board Meetings for the succeeding calendar year shall be set as set forth in Section 10.1. In the event that unforeseen circumstances prevent the Board from meeting at the approved time(s), date(s) or place(s) set in the Calendar, the Secretary shall provide the Board no less than seven (7) days’ notice of the changes prior to the meeting. Special board meetings may be called by the President or any three (3) Directors by delivery of a written notice of the special board meeting to the email addresses provided to the Board by the Association (collectively “Special Board Meetings”, or singly a “Special Board Meeting”). Written notice of the time, date and place of any Special Board Meeting must be delivered by the Secretary to the full membership of the Board of Directors no less than three (3) days prior to the Special Board Meeting described in the notice.

**Section 11.2** Any of provision of these Bylaws notwithstanding, a quorum of the Board of Directors shall be required to conduct the business of the Association and create binding votes of the Board at any General Board Meeting or Special Board Meeting. A quorum of the Board of Directors shall consist of four (4) members of the Board, which must be composed of at least one (1) officer of the Association. Board meetings shall be open to all Non-Board Members. Non-Board Members may participate orally in the meeting process, but may not vote on matters before the Board.

**Section 11.3** Unless otherwise stated in these Bylaws, all matters subject to vote by the Board of Directors shall be decided by simple majority vote (50%) of the officers and directors present at the duly noticed meeting of the Board, or by the written consent procedures prescribed by the Florida Not for Profit Corporations Act. To the extent a voting method is explicitly set forth in another provision of these Bylaws, the specific voting provision will control over this Section 11.3.





## ARTICLE TWELVE: STANDING RULES

**Section 12.1** To the extent they do not conflict with the provisions of these Bylaws, the orderly transaction of business affairs during meetings of the Members and the Board shall be governed by the parliamentary procedures outlined in Robert's Rules of Order. In the event these Bylaws and Roberts Rules of Order conflict, these Bylaws shall govern. The Parliamentarian shall advise the Board on matters of procedure as needed and shall attend all meetings of the Board and the Members for this purpose.

**Section 12.2** Unless otherwise set forth in these Bylaws, any notice required by these delivery of any notice required by the Bylaws may be effected through (i) electronic mail, or (ii) publication of the notice on the Association's website. To the extent a method for delivery of notice is explicitly set forth in another provision of these Bylaws, the specific notice provision will control over this Section 12.2.

**Section 12.3** Any Member who attends a meeting of the Board or a meeting of the Members, and fails to object to the consideration of a matter raised at said meeting by the Members or the Board due to a lack of notice, waives the right to contest the validity of a Membership or Board vote due to insufficient notice.

## ARTICLE THIRTEEN: AMENDMENTS TO THE BYLAWS

**Section 13.1** An Active Member may propose amendments to the Bylaws in the following manner over a period of three (3) consecutive General Membership Meetings:

**Section 13.1.a** Any proposed amendment must be accepted for initial consideration by a simple majority vote (greater than 50%) of the Active Members present at the General Membership Meeting in which the amendment is presented for initial consideration (the "First Meeting"). If accepted, notice of the proposed amendment must be provided on the Association's website and via electronic email to those Members who have provided the Association a valid email address no less than seven (7) days before the next General Membership Meeting.

**Section 13.1.b** The Active Member who authored the proposed amendments will discuss and review the proposal with the Members at said meeting (the "Second Meeting"). Members present at the Second Meeting may provide comment regarding changes or improvements to the proposed amendments, which may be incorporated or rejected in the discretion of the Active Member who authored the proposed amendments under consideration. The Active Member who authored the proposed amendments shall provide a finalized copy of the proposed amendments, including any alterations the Active Member elected to incorporate as a result of Member comment provided at the Second Meeting, to the Board no less than fourteen (14) days prior to the General Membership Meeting that succeeds the Second Meeting.

**Section 13.1.c** The adoption of the finalized proposed amendments, including any alterations the Active Member elected to incorporate as a result of Member comment



provided at the Second Meeting, shall be voted upon by the Active Members at the General Membership Meeting that succeeds the Second Meeting (the “Third Meeting”). The Board shall publish the finalized proposed amendment on the Association’s website and via electronic email to those Members who have provided the Association a valid email address no less than seven (7) days before the Third Meeting. To be validly adopted, the proposed amendment must be approved by a super majority two-thirds (2/3) vote of the Active Members present at the Third Meeting.

#### **ARTICLE FOURTEEN: FUNDRAISING**

**Section 14.1** Any fund raising by the Association, or otherwise conducted in the name of the Association shall be approved by the Board of Directors and shall not violate any city, county, state, or federal statute or law.

#### **ARTICLE FIFTEEN: DISSOLUTION OF THE ASSOCIATION**

**Section 15.1** Dissolution of the Association may occur under the following conditions:

**Section 15.1.a** Through a unanimous vote in favor of dissolution by the Active Members in good standing at the time of the vote, conducted at a special meeting of the Members duly noticed for the express purpose of considering the dissolution of the Association;

**or**

**Section 15.1.b** Automatically, through the substantial inactivity of the Association if, over the span of one calendar year, no General, Annual or Special Membership Meetings have been held.

**Section 15.2.** In the event of dissolution, the Board of Directors shall give notice of dissolution to any persons who have extended credit to the Association and any persons who have extended a grant to the Association, if the grant funds received by the Association have not been fully expended. The Board of Directors shall take whatever actions are necessary for dissolution of the Association under the Florida Not for Profit Corporation Act.

**Section 15.3.** Upon the dissolution of the Association, no Member shall have any right to nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt purpose. In the event of dissolution, the Association's assets, after payment of debts, shall be distributed to an organization which itself is tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code. To the extent the Association holds grant-restricted funds at dissolution, and the purposes of the restricted grant cannot be effected as a consequence of the dissolution of the Association, the individuals winding up the Association shall coordinate and consult with the grantor of said grant-restricted funds to determine the appropriate disposition of those funds.

