

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Article I

Name, Purpose, and Membership

Section 1. Name: The name of this organization shall be Old Seminole Heights Neighborhood Association, Inc., a non-profit organization located in Tampa, Hillsborough County, Florida, hereinafter referred to in this document as OSHNA

Section 2. Area: The area of OSHNA is bounded by the following: from the intersection of Hillsborough Avenue and the Hillsborough River north and then east on the River to 22nd Street, 22nd St. south to Hillsborough Ave., Hillsborough Ave. west to Interstate 275, Interstate 275 south to Dr. Martin Luther King, Jr. Boulevard, Dr. Martin Luther King, Jr. Blvd. west to Florida Ave., north on Florida Ave. to Hillsborough Ave., and then west to the intersection of Hillsborough Ave. and the Hillsborough River.

Section 3. Purpose: To promote and encourage the preservation and restoration of the area known as Seminole Heights while revitalizing a sense of community in a safe and healthy residential neighborhood as further defined in the Articles of Incorporation.

Section 4. Membership:

A. **Voting:** There shall be three (3) categories of voting membership:

- [1] STANDARD: A standard membership is available to a person eighteen (18) years of age or older, who is interested in promoting the purpose of OSHNA and maintains their primary residence within the boundaries of OSHNA. Membership shall be granted upon the payment of annual dues.
- [2] HONORARY: An honorary membership may be conferred by the Executive Board, or the Board's designee, upon members of the community or upon past officers of OSHNA whom the organization wishes to recognize for exceptional or outstanding services, or long-standing membership. Voting privileges are subject to the same residency requirements as standard memberships.
- [3] BUSINESS: A business membership is available to businesses operating within OSHNA boundaries. A business enrolling as a member must specify a single individual as representative. That representative shall hold the voting power for the business. Upon becoming a member, the business will be entitled to have its name listed in the newsletter once a year. Membership shall be granted upon the payment of annual dues.

B. **Non-Voting:** There shall be one (1) categories of non-voting memberships:

- [1] SIMPLE NON-VOTING: Open to anyone who is eighteen (18) years of age or older, who is interested in promoting the purpose of OSHNA, and who is otherwise not eligible to be a voting member. Membership shall be granted upon payment of annual dues or by action of the Board

C. **Limitation of memberships:** No person may hold more than one membership. To be in good standing a member must be current on all OSHNA obligations.

D. **Dues:** Dues shall be payable on enrollment and annually on the anniversary of enrollment. Any change in the annual rate will be proposed to the membership by the Executive Board and will be subject to approval or disapproval by a simple majority vote at the next General Membership meeting. Dues may not be increased more than 20 percent above the existing rate in any one year period.

E. **Enrollment:** New members may enroll at any time. Renewal of membership may be made at any time. Past members whose membership has lapsed for more than one year shall be enrolled as new members.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Article II Meetings

Section 1. General Membership meetings: shall be on the fourth Tuesday of each quarter, unless it is a holiday, in which case the meeting date and place shall be established at the preceding General Membership meeting, General Membership meetings also may be held at other times as deemed necessary by the Executive Board.

Section 2. Executive Board Meetings: The Executive Board shall meet monthly, and at other times as necessary. Any member may attend the Executive Board meetings.

Section 3. Rules of Order: The following simple rules of order will guide the conduct of all meetings:

- A. The chairperson shall have the authority to establish rules governing discussion and debate.
- B. A member wishing to speak must be recognized by the chairperson.
- C. When given the floor, members must state their name and address; while speaking, members must not be interrupted.
- D. A motion is first made, then seconded, and then restated by the chairperson who then opens the motion to discussion. No one may speak on an issue a second time until all who wish to speak have spoken once.
- E. Secondary motions must be disposed of before the main motion, then action is taken on the main motion.
- E. Robert's Rules of Order: If a consensus cannot be reached regarding rules of conducting meetings, the latest edition of Robert's Rules of Order may be used to determine questions of parliamentary procedure.
- F. **Situations may arise which** require immediate Executive Board action. In such cases the Board may consult and vote by electronic means.
 - [1] The needed decision or action shall be set forth as a motion in an electronic form from a member of the Board addressed to all members of the Board.
 - [2] After a second is made the issue shall remain open for discussion and debate for 24 hours. Voting shall take place as soon as the 24 hours have passed.
 - [3] In the event that there is a Board member without electronic access, the president or vice-president will contact that person by phone or in person, explain the proposed motion, obtain a vote, and then advise the rest of the Board of that member's vote by electronic means.
 - [4] The president, or in his or her absence, the vice-president, shall ensure that the Board has approved or disapproved the proposed motion, will notify all members of the Board of the individual votes and the decision.
 - [5] The secretary shall report the motion, vote, and decision at the next Board meeting.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Article III

Quorum

Section 1. General Membership Meetings: For the General Membership to conduct business, a simple majority of the Executive Board and the voting members who are present shall constitute a quorum. Motions may be passed by a majority vote of members present, except as provided in Article IX. Section 2. regarding bylaw amendments

Section 2. Executive Board Meetings: For the Executive Board to conduct business, a simple majority of the Executive Board must be present. Motions may be passed by a majority vote of members present.

Section 3. Committee Meetings: Those present at any committee meeting shall constitute a quorum

Article IV

Officers

Section 1. There shall be nine officers of OSHNA, with the following titles:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Five (5) Trustees

Section 2. Terms of Office:

- A. The term of office for all officers shall be two (2) years.
- B. Officers shall serve until a successor has been elected.
- C. At the election following the approval of this section of the bylaws, officers shall be elected for terms as follows: vice-president, treasurer, and two (2) trustees for terms of one (1) year; president, secretary and three (3) trustees for terms of two (2) years. Immediately subsequent to the end of the election, lots shall be drawn to select two (2) trustees to serve one year and three (3) to serve two years. At subsequent elections all officers will be elected for terms of two (2) years.

Section 3. Term Limits:

- A. The president shall be eligible to serve no more than two (2) full terms consecutively.
- B. Other elected officers shall be eligible to serve no more than five (5) full terms consecutively on the Executive Board.
- C. Officers who have become ineligible to run because of term limits shall become eligible to run again after an interim of one year.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

- D. Term limits shall not apply to the time served by an individual who has been appointed to fill a vacancy on the Board and who serves less than one-half of a regular term.
- E. The limits of Section 3 shall apply only prospectively and shall become effective upon all officers elected after the membership votes to approve these bylaws.

Section 4. Succession: If the office of president becomes vacant, the vice president, if in agreement, shall assume that office for the remainder of the term. If the vice president succeeds to the office of president, the office of vice president shall, whenever possible, be filled by a currently serving member of the Executive Board, chosen by vote of the Board, for the remainder of the term. The vacant Board position shall then be filled as required in ARTICLE VI: Section 4. [8].

Article V Elections

Section 1. Time: The election of Officers shall be held at the fourth quarterly membership meeting of the calendar year.

Section 2. Eligibility:

- A. A candidate must have been a voting member in good standing of OSHNA for at least one (1) year immediately preceding the election.
- B. In order to be eligible to hold the office of president, a candidate must have held an Executive Board position one (1) year out of the five (5) years previous to the election. If no candidate is eligible to run for the office of president under this provision then the eligibility requirements of Section 2: Subsection A and E shall apply
- C. A sitting president is not eligible to run for any position on the Executive Board other than that of president, and may not be appointed to any office on the Executive Board for a period of one (1) year after leaving office.
- D. In order to run for the office of treasurer, a candidate must be bondable.
- E. In order to facilitate the widest possible representation on the Executive Board a candidate for office may not be of the same household as another candidate nor may a candidate seek more than one office simultaneously.

Section 3. Voting:

- A. Voting shall be by written ballot or absentee ballot as provided for by the Election Committee.
- B. To be eligible to vote a new member must have been a member as of September 30th prior to the election meeting.
- C. The chair of the Membership Committee shall provide the list of eligible voting members to the Election Committee chair by October 3rd.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Section 4. Conduct of the Election:

- A. **Formation of the Election Committee:** At the Board meeting prior to the third quarterly membership meeting, the president shall appoint, with the approval of the Board, a chairperson of the Election Committee.
- B. **Composition of the Election Committee:** The Election Committee shall consist of a chair-person and not less than two (2) members. The chairperson and committee members may not be current officers or candidates and may not be living in the same household as current officers or candidates.
- C. **Nominations for Office:** The Election Committee shall accept nominations from the third quarterly membership meeting through August 31st. The Committee shall post nominations on the OHSNA website after eligibility and acceptance has been confirmed.
- D. **Notice to Members:** No later than fifteen (15) days prior to the fourth quarterly membership meeting, the Election Committee shall prepare and mail to all eligible voting members a sample ballot containing the names of all candidates for office, with a space for write-in votes for each office being voted on.
- E. **The Election of Officers:** The election of officers shall be held at the fourth quarterly General Membership meeting. The Election Committee shall be responsible for counting the ballots and reporting the results to the Election Committee chairperson. The chairperson shall announce the final ballot count to the General Membership prior to the conclusion of the meeting. If no challenge is received prior to the adjournment of the meeting the results shall be final
- F. **Ties:** In the event of a tie, a vote of the membership present shall determine the outcome.
- G. **Challenge:** When the results are reported, any candidate can request a recounting of ballots related to his or her particular office. The outcome of the recount shall be final.
- H. **Extraordinary Circumstances:** In the event that the fourth General Membership meeting cannot be held or must be adjourned due to extraordinary circumstances, the election shall be completed at the next General Membership meeting.
- I. **Completion:** Upon completion of the election the Election Committee shall automatically dissolve.

Article VI

Executive Board

Section 1. Composition: The Executive Board shall be composed of the nine (9) elected officers. No person shall hold more than one office simultaneously.

Section 2. Chairperson: The president shall be the chairperson of the Executive Board. In the absence of the president, the vice president shall preside. In the absence of both the president and vice president, a chairperson pro-tem may be elected by a majority vote of the Board members present at any Board meeting at which there is sufficient quorum to conduct business.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Section 3. Powers and Duties: The Executive Board is entrusted with conducting the financial and administrative business of OSHNA. In the discharge of its duties, the Executive Board is responsible for ensuring the perpetual existence of OSHNA; preserving the good name and reputation of OSHNA; and in maintaining a sound financial standing of OSHNA.

Section 4. Executive Board: The Executive Board shall have sole authority to:

- A. Approve any and all expenditures of the OSHNA funds.
- B. Approve all contracts, agreements, and understandings which require, or may require, the expenditure of funds. Any and all such contracts, agreements, and understandings shall be in writing.
- C. Approve the use of the OSHNA name and/or logo by other parties including, but not limited to, endorsements of products or businesses.
- D. Expel members whose actions or conduct embarrass or jeopardize the best interest of OSHNA.
- E. Approve nominations by the president for the position of chairperson of respective committees.
- F. Adopt policy statements and guidelines on the routine conduct of OSHNA business by officers, committees, and members.
- G. Appoint members of the Financial Review Committee.
- H. Nominate and appoint members to fill vacancies on the Executive Board. Persons so appointed will serve the remainder of the term.

Article VII Duties of Office

Section 1. Attendance: All officers shall attend General Membership meetings and Executive Board Meetings. Failure to attend three consecutive meetings without prior notice shall constitute resignation. Notice of anticipated absences shall be given to the presiding officer of the meeting to be missed.

Section 2. Chairperson of the Executive Board: The president shall conduct the Executive Board meetings, and may call special meetings when the need arises.

Section 3. Trustees: Trustees are at-large members of the Executive Board, and shall serve, along with the other officers, as the corporate Board of Directors per the Articles of Incorporation

Section 4. President: The president shall preside over the General Membership meetings and the Executive Board meetings, and shall ensure that matters requiring Executive Board approval are presented to that Board.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Section 5. Vice President: The vice president shall assist the president in fulfilling the duties of that office. In the event of the president's absence or incapacity the vice-president shall assume the responsibilities of the president.

Section 6. Secretary:

- A. The secretary shall keep minutes of the General Membership meetings. A draft copy of the minutes shall be provided to the members of the Executive Board prior to the subsequent Board meeting so that they may be reviewed and approved. Minutes of the prior General Membership meetings will be available at the subsequent General Membership meeting.
- B. The secretary shall keep minutes of the Executive Board meetings. A draft copy of the minutes shall be provided to the members of the Board prior to the start of the subsequent Board meeting so that they may be reviewed and approved.
- C. The minutes of the General Membership and Executive Board meetings shall be posted on the OSHNA web site after approval by the Board.
- D. The secretary shall maintain a list of officers and committee chairpersons to include the name, address, email address, and telephone number of each. The secretary shall be the custodian of the corporate seal of OSHNA, all correspondence, and all other records of OSHNA which are not in the custody of other officers.
- E. On leaving office all records shall be transferred to the new secretary.

Section 7. Treasurer:

- A. The treasurer shall receive all OSHNA funds and deposit them into OSHNA accounts; maintain records of OSHNA finances in the form of income, expenditure and account balances; report current financial information at each General Membership and Executive Board meeting.
- B. The treasurer shall prepare a written annual report of gross income and detailed expenditures by type as of the end of September of each year. This report shall be submitted to the Executive Board at its regular October meeting and to the General Membership at the fourth quarterly General Membership meeting.
- C. On leaving office all records shall be transferred to the new treasurer.

Section 8. Committee Chairpersons:

- A. Chairpersons shall report to the president and the Executive Board.
- B. All committee chairs must be members in good standing of OSHNA. Committee chairpersons shall abide by these bylaws and by any and all policies and guidelines established by the Executive Board.
- C. Committee chairpersons should attend Executive Board meetings and make reports as requested by the Board. Notice of anticipated absences shall be given to the presiding officer of the meeting to be missed. Failure to provide a committee report or to attend three consecutive meetings without prior notice may, at the Executive Board's option, be considered as resignation.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Article VIII

Committees

Section 1. Types of Committees: There shall be two types of committees. Standing committees are those named in the bylaws, are permanent, and represent continuing needs in the promotion of the purposes of OSHNA. Special committees are those which are not listed in the bylaws as standing committees and may be formed either by a majority vote of the General Membership or by the president with the approval of the Executive Board. With the exception of the Financial Review Committee (See ARTICLE XII: Section2) and the Election Committee meetings (See ARTICLE V), officers may attend committee meetings

Section 2. Chairpersons of standing committees shall be appointed by the president, with the approval of the Executive Board, no later than the first month following the election of officers.

Section 3. Committee Attendance Exceptions: Due to the nature of the Financial Review Committee and the Election Committee, their meetings are not open to other than committee members.

Section 4. Chairpersons of Special Committees: Except for the Financial Review Committee, chairpersons of special committees shall be appointed by the president with the approval of the Executive Board.

Section 5. Members of Committees: Except for the Financial Review Committee, members of standing and special committees shall be appointed by the committee chairperson.

Section 6. Standing Committees: Standing committees of OSHNA shall be as follows:

- A. Bylaws Committee: A committee whose purpose is to annually review the bylaws of OSHNA for updating and change based upon the most currently accepted rules of parliamentary procedure and Association practice, and to annually review and revise when necessary the Association's Policy and Procedures Manuals. The chairperson shall act as the Association Parliamentarian.
- B. Code Enforcement Committee: A committee whose purpose is to encourage the proper care and maintenance of commercial and residential properties in the Seminole Heights area through the enforcement of applicable building, zoning and minimum housing codes; to institute programs involving public agencies to ensure said enforcement. This committee shall also serve as contact and coordinating body for code enforcement and zoning related programs.
- C. Communications Committee: A committee whose purpose is to compile and publish the OSHNA newsletter; to have oversight of the editing, publishing, and distribution of the newsletter; to manage the sales, content, and placement of advertising; to notify and communicate with the General Membership about events of general concern; and to utilize other methods of communication as may be directed by the Executive Board.
- D. Digital Presence Committee: A committee whose purpose is to provide and maintain a website, and to facilitate communication within OSHNA and with the community.
- E. Greenspace and Beautification Committee: A committee whose purpose is to preserve and protect the neighborhood's greenspaces, including parks, walkways, and trails, and to encourage greenspace initiatives along commercial corridors and public rights-of-way.

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

- F. *Highways and Byways Committee*: A committee whose purpose is to identify the transportation needs and problems of the Seminole Heights area, in particular the impact of any planned road expansions and maintenance; to determine and seek to alleviate any deleterious by-products of such expansions and maintenance; to promote the maintenance and improvement of existing highways and byways; and to promote pedestrian and bicycle access and transportation throughout the neighborhood.
- G. *Historic Preservation Committee*: A committee whose purpose is to protect Seminole Heights as an area of historic significance; to seek recognition from federal, state, and local authorities as an historic district; and to identify and promote the preservation, maintenance, and enhancement of the historic neighborhood properties, sites, and environment within Seminole Heights.
- H. *Land Use Committee*: A committee whose purpose is to review land use, zoning, wet-zoning, variance, Architecture Review Commission, and other development and redevelopment changes, petitions, and proposals within Seminole Heights, and to work proactively to create new land development standards. This committee may have members from other neighborhood organizations; however, the chairperson shall be a member of OSHNA as defined elsewhere in these bylaws.
- I. *Membership Committee*: A committee whose purpose is to maintain the official list of membership in OSHNA. The committee shall maintain the official voluntary email list to notify and communicate about events and activities of general interest.
- J. *Neighborhood Crime Awareness Committee*: A committee whose purpose is to facilitate awareness of crime prevention activities; to facilitate communication between existing crime prevention groups and the Tampa Police Department; and to support the expansion of crime prevention groups throughout the Seminole Heights area.
- K. *Neighborhood Involvement Committee*: A committee whose purpose is to increase awareness of, and membership in, OSHNA through recruitment of new members and retention of current members; to organize and coordinate community service or special events activities undertaken by OSHNA; to enlist volunteers, donations and involvement by public/private and neighborhood sources; to accomplish such activities; and to publicize such efforts.

Article IX

Amendments to Bylaws

Section 1. Proposals for By-Law Amendments: By-Law amendments may be proposed by a majority vote of either the Executive Board or the general membership. Once proposed, the amendment must be presented at the next general membership meeting. The proposed amendment, as presented, shall then be put to a vote at the following general membership meeting.

Section 2. General Membership Vote: Amendments to these bylaws must be passed in a vote by the General Membership by a two thirds (2/3) majority of those voting

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

Bylaws – October 23, 2012

Article X

Non-Discrimination

No person shall be denied membership in OSHNA or participation in OSHNA activities because of race, religion, sex, creed, national origin, handicap, sexual orientation, marital status, gender identification, or age, except as stated in Article I, Section 4.

Article XI

Non-Profit Provisions

OSHNA funds are not to be spent, committed, or distributed in any manner which would or may invalidate the eligibility of OSHNA to meet Internal Revenue Service requirements for 501(C)4 charitable organizations

Article XII

Control and Disbursement of Funds

Section 1. Bank Accounts: Checks, drafts, and/or withdrawals of funds from OSHNA accounts in amounts of \$500.01 or more shall require the signature of any two of the following officers: president, treasurer, secretary.

Section 2. Financial Reviews:

- A. An annual review or audit of the September financial reports shall be conducted by an appointed Committee.
- B. The Executive Board may review or cause to be audited, any and all financial and inventory records and property of OSHNA, including those in the custody of any officer, committee, or member.
- C. If either review or audit is to be conducted by a committee, the Executive Board shall appoint the chair and any members of the committee.
- D. The Committee shall be disbanded upon acceptance of its final report.