

# OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC. BYLAWS

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## 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:

A. Boundaries: 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 around the bend at Rogers Park Golf Course and then south to just north of Flora Street, west to 30<sup>th</sup> Street, south to Sligh Avenue, west to 22<sup>nd</sup> Street, south to Hillsborough Avenue, west to Interstate 275, south to Dr. Martin Luther King, Jr. Boulevard, west to Florida Avenue, north to Hillsborough Avenue, and then west to the intersection of Hillsborough Avenue and the Hillsborough River.

B. Enlarging the area: Any enlargement of the association's area will be subject to consultation with the residents of the area and approval by the city's Office of Neighborhood Empowerment.

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. Each member shall have one vote.

[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. Honorary members shall be exempt from dues.

[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.

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- B. Non-Voting: There shall be one (1) category 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:  
[1] Dues shall be payable on enrollment and annually on the anniversary of enrollment.  
  
[2] Dues may be paid on OSHNA's web site, to the treasurer, or to the chair of the membership committee, or their representative. If paid to the treasurer, he or she will notify the chair of the membership committee of receipt.  
  
[3] 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.
- 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.

## 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. Meetings shall be conducted with decorum and in accordance with these bylaws
- C. 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.
- D. 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.

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- [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 and will add this information to the minutes of that meeting.

## Section 4. Voting:

- A. Votes at both Executive Board and General Membership meetings will normally be by voice. If, in the opinion of the chair of the meeting, a vote seems close, the vote shall be done again using a show of hands.
- B. Votes at elections will be governed by Article V, Section 3.A. and Article V, Section 4.F.
- C. The results of all votes shall be recorded in the minutes of the meeting.

## **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.** Trustees and Officers

Section 1. The Executive Board: The Executive Board of OSHNA shall consist of nine (9) trustees. Five (5) trustees shall be elected in odd years and four (4) trustees shall be elected in even years. Such other assistant officers, representatives, or agents, as may be deemed necessary, may be appointed by the Executive Board from time to time.

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Section 2. Term of trustees: Each Trustee shall hold office for a period of two (2) years and shall hold office until a successor shall have been duly elected, or until resignation, removal from office, or death.

Section 3. Election of Officers: Officers shall be elected by the new Executive Board at the end of the October general membership meeting, after new trustees have been elected. If the election of officers is not held at that meeting, the election shall be held as soon thereafter as practicable. Failure to elect a president, a vice president, a secretary, or a treasurer, shall not affect the existence of OSHNA.

Section 4. Term of Officers: Each officer shall hold office for a period of one (1) year and shall hold office until a successor shall have been duly elected, or until resignation, removal from office, or death.

Section 5. Removal: Any officer or trustee may be removed by the Executive Board by a two-thirds (2/3) majority vote, whenever, in its judgment, the best interests of OSHNA will be served thereby.

Section 6. 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. H.

## **Article V** Elections

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

### Section 2. Eligibility:

- A. A candidate for trustee 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 elected to 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 trustee is eligible to be elected to the office of president under this provision, then the eligibility requirements of Section 2: Subsection A and E shall apply.
- C. In order to be elected to the office of treasurer, a candidate must be bondable.
- D. 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.

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### 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 the date of the general membership meeting 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 3<sup>rd</sup>.

### 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 chairperson and not less than two (2) members. The chairperson and committee members may not be current officers, or trustees, or candidates, and may not be living in the same household as current officers, trustees, or candidates.
- C. Nominations for Office: The Election Committee shall accept nominations from members from the third quarterly membership meeting through August 31<sup>st</sup>. 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 provide to all eligible voting members a sample ballot containing the names of all candidates for office. Mailing the ballot will not be required if no offices are contested.
- E. The Election of Trustees: The election of trustees 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. Uncontested Office: If only one person is nominated for an office, the chair of the Elections Committee will declare the candidate elected by acclamation. If the entire slate is unopposed, the same action may be followed.
- G. Ties: In the event of a tie, a vote of the membership present shall determine the outcome.
- H. 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.

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- I. **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.
- J. **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 trustees. 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.

**Section 3. Organizational Responsibility:** 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 Powers:** 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, trustees, 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.

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### **Article VII**

#### Duties of Office

Section 1. Attendance: All trustees shall attend General Membership meetings and Executive Board Meetings. Failure to attend three meetings in one fiscal year without prior notice may, at the Executive Board's option, be considered as 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; represent OSHNA with government agencies, other neighborhood and civic associations, and other bodies as needed; be responsible for overall leadership of the organization; and shall ensure that matters requiring Executive Board approval are presented to that Board.

Section 5. Vice President: The vice president shall advise and assist the president in fulfilling the duties of that office. Committee chairs will report to the vice president and he or she will oversee the activities of the committees. 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 Executive Board and 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.
- B. The secretary shall maintain a list of trustees 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.
- C. On leaving office, all records shall be made accessible 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; send out appropriate billings and receipts; and report current financial information at each General Membership and Executive Board meeting.

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- 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. Copies of monthly or annual reports shall be made available to members on request.
- D. On leaving office all records shall be made accessible to the new treasurer.

## Section 8. Committee Chairpersons:

- A. Chairpersons shall report to the vice 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.

## Section 9. Board Member Duties as to Committees:

- A. Each Board member will be the sponsor of at least one committee. The sponsor will:
  - [1] Be responsible for oversight of the committee including ensuring that the committee has a chair.
  - [2] Encourage regular meetings of the committee.
  - [3] Support the committee's activities.
  - [4] Provide advice and suggestions in keeping with the Board member's knowledge and experience.
- B. Board members may serve as committee chairs.

## **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.

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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, facilitate, and maintain digital communication, including OSHNA's website, and to facilitate distribution of digital communication within the OSHNA organization and throughout 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 at gateways to the neighborhood along commercial corridors and public rights-of-way.
- 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. Home Tour Committee: A committee whose purpose is to plan and conduct the annual home tour. The committee is responsible for all aspects of ensuring a successful tour. The tour is the largest fundraiser

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for the association, showcases the neighborhood to potential home buyers and the general public, and promotes OSHNA to the residents of Seminole Heights.

- I. 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.
- J. Membership Committee: A committee whose purpose is to maintain the official list of membership in OSHNA, to increase awareness of, and membership in, OSHNA through recruitment of new members and retention of current members.
- K. Neighborhood Involvement Committee: A committee whose purpose is 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. The committee shall maintain the official voluntary email list to notify and communicate about events and activities of general interest.
- L. Safety Awareness Committee: A committee whose purpose is to increase awareness of safety concerns within our community, including facilitating: the growth of neighborhood watch groups, better communication between the existing neighborhood watch groups, guidelines for how the neighborhood watch grids interface with their neighborhood association, and improved communication between the community and the Tampa Police Department.

## 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.

## Article X

### Non-Discrimination

No person shall be denied membership in OSHNA or participation in OSHNA activities because of race, color, creed, religion, age, sex, sexual orientation, gender expression, marital status, disability, status with regard to public assistance, familial status, or national origin, except as stated in Article I, Section 4.

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### **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.

### **ARTICLE XIII**

#### Dissolution

Should OSHNA ever be dissolved, all outstanding obligations shall be paid, after which any remaining funds or other assets shall revert to the Friends of the Seminole Heights Library or, if that organization should be inactive, to the Friends of the Hillsborough County Library Council.

### **ARTICLE XIV**

#### Ethics

No member of the Board of Directors shall use his or her membership for personal, financial, or political gain, either in the public sphere or within OSHNA; nor shall any member of the Board of Directors take any action that will be detrimental to the activities or reputation of OSHNA, on pain of suspension or expulsion. Both the evaluation of any questionable activity and the action to be taken will be under the jurisdiction of the Board of Directors.