

Meadowlawn Neighborhood Association By-Laws

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Article I: Name and Mission

Section One – Name

The name of the organization shall be Meadowlawn Neighborhood Association, Inc. and hereinafter referred to as “The Association.”

Section Two – Mission

Meadowlawn’s mission is to:

- Unite neighbors by promoting an inclusive community that improves the overall quality of life for the residents and their families/pets within The Association boundaries.
- Create and promote programs that improve members’ financial health, physical health, civic engagement, property values, and connectivity to city, county and state services.
- Share information of city events or changes that will impact the community.
- Provide a forum for residents and act as their advocate with the City of Saint Petersburg and other local, state, and federal government agencies and officials.

Section Three – Boundaries

The Association will serve the residents and businesses that reside within the following boundaries:

- A. Northern Boundary – 77th Avenue North; St. Petersburg, FL
- B. Southern Boundary – 62nd Avenue North; St. Petersburg, FL
- C. Western Boundary – Interstate 275; St. Petersburg, FL
- D. Eastern Boundary – 9th Street North; St. Petersburg, FL (M.L.K.)

Article II: Membership and Dues

Section One – Membership Classes

- A. Membership shall consist of Active, Associate and Resident members. Membership privileges will be on a per property lot basis. Each property lot may cast one vote and may only have one adult on the Board of Directors.
- B. An adult is defined as any person over the age of 18 and the legal owner/tenant of ~~let~~ a property within the boundaries of The Association.

Section Two – Active Member

An active member is any adult property owner, tenant, or resident of the Meadowlawn Association whose household dues are currently paid. An active member has the right to vote and hold office.

Section Three – Associate Member

An associate member is any adult living outside the boundaries of The Association whose dues are currently paid and who endorses the goals of The Association. An associate member does not have the right to vote or hold office.

Section Four – Resident Member

A resident member is any adult living within the geographical boundaries of The Association but whose dues are not current. A resident member does not have the right to vote or hold office.

Section Five – Loss of Membership

Any person who ceases to be a member of The Association shall forfeit all rights of interest in any property of The Association.

Section Six – Fiscal Year and Dues

Meadowlawn Association’s fiscal year will be the calendar year, January 1 – December 31.

The Association shall request from all Active and Associate members an annual financial contribution to be hereafter referred to as “Dues.”

Dues shall be used for The Association’s expenses including but not limited to: administrative costs, meeting costs, newsletters, postage, and other operating expenses. Dues shall be set by the Board of Directors and approved by a simple majority of the active members in attendance at the next general body meeting. Change in dues will be effective the next following fiscal year, unless otherwise stated by the BoD.

Any new member that joins after July first will pay half of the annual dues. All dues will be due by the first general body meeting of the fiscal year.

Article III: Meetings and Committees

Section One – Quorum

Quorum for all meetings shall be ten percent of the active membership or ten active members whichever is greater, unless otherwise stated within these By-laws.

Section Two – Voting

All votes require a simple majority of the active members in attendance of a meeting that has quorum, unless otherwise stated within these By-laws. Each property lot where the adult member’s dues are current, may cast a single vote. Officers must be in good standing to cast a vote. Any vote cast by a non-active member or a duplicate vote of a property lot shall be discarded.

Absentee ballot rules shall be established by the BoD or the General Membership at the beginning of each fiscal year.

Proxy voting shall not be allowed.

Section Three – Meetings

General Meetings

The Association’s general meetings are held on a regular basis as defined by the BoD and approved by the general body. Meetings may be rescheduled for another day within the same month with the approval of the BoD and a minimum of twenty-eight days’ notice to the general members. Such notice may be by voice announcement at a general meeting, electronically, or via other means as specified by the BoD. General meetings shall be open to all members of the community. Meeting agendas will be drafted by the President in collaboration with the BoD. Members may make a request to add an item to the agenda during a prior meeting, by written request prior to a meeting, or within the agenda item entitled “New Business”.

- a. The first meeting of each fiscal year shall be known as the “Annual Meeting”.
- b. The last meeting of each fiscal year shall be known as the “Nominating Meeting”.

Special Membership Meetings

Special meetings of the membership shall be held at the call of the President, by and with the consent of the majority of the BoD. Special membership meetings may also be held upon ten days’ notice at the written request of at least one-fourth of the active members in good standing. Such request shall be submitted to the President. Special membership meetings shall be open to all members of the community. A quorum shall consist of one third of the total active members.

Board of Directors (BoD)

Board of Directors (BoD) Meetings are called by the President and are held as required to address the business of The Board. Meetings may be held face-to-face at a time and place designated by the President. Additionally, BoD meetings and their associated deliberations may be held in synchronistic or non-synchronistic electronic fashion as designated by the President. A quorum shall consist of a simple majority of the BoD membership, less any vacant positions. Each BoD member is entitled to one vote with a limit of one (1) vote per property lot.

Committee Meetings

Committee meetings are held as required and notification of the meetings must be sent to the membership seven days in advance. Such advance notice may be by voice announcement at a general meeting, electronically, or via other means as specified by the BoD.

Section Four – Standing Committees

Membership:

Consists of a committee chair and members at will. The committee is responsible for identifying, recruiting, and retaining Meadowlawn members.

Nominating:

Consists of a committee chair and two members at will from the Meadowlawn active membership. The committee is responsible for selecting, vetting and presenting a slate of candidates for office to the membership for election. The Nominating Committee also conducts the elections in accordance to these By-laws.

Section Five – Special Committees

- A. Purpose - Special committees are created to fill a temporary or transient need. Special committees report on committee progress at each BoD meeting and at each general membership meeting as requested by The Association's President. A special committee may not act beyond the scope of their charter and must consult with The Association's President for concurrence before any formal agreements are made that would commit Meadowlawn members to a specific course of action.
- B. Formation and Membership - Special committees are chartered by the Meadowlawn President, who selects the committee chair. A special committee chair must be an active member in good standing. The special committee chair selects the members of their committee.
- C. Dissolution - A special committee may be dissolved by majority vote of the BoD.

Article V: Officers, General Board Members and Terms

Section One – Elected Positions

General Body shall elect the following positions: President, Vice-President, Chief Financial Officer, and Communication Officer. Each position shall serve for a term of one year. Officers may seek re-election and there is no limit to the number of times an officer can be re-elected.

Section Two – Appointed Positions

The President shall appoint three to seven general board members. There must always be an odd number of general board members.

General board members shall serve a term of two years alternating appointments by even and odd seats. The general board members that serve in an odd seat for the initial appointment period shall only serve for one year, whereas the general board members that serve in an even seat for the initial appointment period shall serve for two years.

Committee chairs shall be appointed and serve for a term of one year, unless otherwise re-appointed.

Section Three – Responsibilities

The President shall:

1. Be the executive officer and be the chair of the general, special and BoD meetings.

2. Cosign with the CFO any contracts or obligations as authorized by the general membership.
3. Have authority to create special committees and appoint the chairperson of that committee. The President must also define the purpose of the special committee, length of the committee term and present to the BoD for approval.
4. Be an ex-officio member of every committee except the nominating committee.
5. Give an annual report at the association's Annual Meeting.
6. Appoint a committee approved by the BoD to audit the financial records annually (Audit Committee).
7. Appoint General Members of the BoD.
8. Appoint a Parliamentarian. If a Parliamentarian is not appointed, then the President shall enforce Roberts Rules of Order Newly Revised.
9. Appoint members of the nominating committee to be approved by the BoD.
10. Upon leaving office, is a member of the BoD for the ensuing term, unless the position is declined.

The Vice-President shall:

1. Perform the duties of the President when the President is absent.
2. Assist the President upon request.
3. Assume the office of the President for the remaining term should that office become vacant.
4. Chair the audit committee as appointed by the President or BoD.
5. Appoint a chairperson for each standing committee defined in Article III of the association by-laws.
6. Vice-President shall serve as the co-chair of each Standing committee if said committee does not establish a co-chair.

The Communication Officer shall:

1. Keep minutes for all association meetings including but not limited to BoD meetings and promptly deliver them to the President and general body.
2. Receive any written communication or reports from members and committees and promptly send or deliver them to the President and general body.
3. Safely keep all corporation documents and have reference copy of the Articles of Incorporation and bylaws available at all association meetings and BoD meetings. (Online copies are acceptable.)
4. Regularly pick up and promptly distribute association mail received at the post office.
5. Send out or provide all notices as may be required.
6. Generate a monthly newsletter. (Electronic copy is acceptable)
7. Shall have the authority to correct spelling or grammar errors in the by-laws without approval as long as the change does not affect the stated meaning.

The Chief Financial Officer (CFO) shall:

1. Collect or receive all money belonging to the association and promptly deposit all funds in the name of the association in such financial institutions as the BoD may designate.
2. Receive dues and maintain a current list of names and addresses of all members.
3. Pay all recurring normal or routine bills approved by the BoD.
4. Cosign with the President any contract or obligation as authorized by the general membership or BoD.
5. Cosign checks with any elected officer that is in good standing and for a purchase that is authorized by the general membership, BoD or President.
6. Give a monthly CFO's report at the general membership meetings and a written financial report whenever requested to the BoD.
7. Maintain the financial records and comply with any external or internal auditor recognized by the general body or BoD.
8. Maintain a current list of names and addresses of all active members. List should be made available to any BoD member or any committee where the stated purpose requires them to have the data. List shall not be provided to any member or businesses without express permission given by the BoD through a unanimous vote.

General Board Members

1. General board members assist the elected officers by fulfilling duties assigned to them by the Board of Directors.
2. General board members are responsible for ensuring that elected officers are following the by-laws and notifying the President and/or general body when they are not.
3. General board members have the same voting rights as the elected officers.

Article VI – Board of Directors (BoD)

Section One – Membership

All elected officers and appointed general board members shall make up the BoD.

Section Two – Responsibilities

The BoD shall deliberate and decide upon all matters pertaining to the goals and welfare of Meadowlawn and referred to it by the Meadowlawn membership. The BoD exercises full jurisdiction over all Meadowlawn affairs. The results of any motions acted upon by the BoD are to be reported to the membership at the next General Meeting following the action.

The BoD shall have the ability to remove any elected or appointed officer who has missed two consecutive meetings. Any member of the BoD can motion for the dismissal but all BoD members in attendance must vote to remove the officer.

The BoD shall be responsible to ensure that all elected officers and appointed officials are following the Articles of Incorporation and bylaws. The BoD is responsible for investigating any person who is expected of acting against the association and take any action to remedy the issue, which can include removal of office and from the general membership.

The BoD shall have the authority to create and dissolve standing committees that are not specified in these by-laws. The BoD shall define the purpose of these standing committees.

Section Three – Vacancies

Except for the Office of the President, any vacancy occurring in the BoD shall be filled by the recommendation of the President and approval by majority vote of the BoD. Any appointee shall hold office until the next annual election. The Vice-President will fill a vacancy in the Office of President until the next annual election.

Article VII: Qualifications and Elections

Section One – Candidate Eligibility

The officers of The Association shall be nominated and elected from among Meadowlawn's active members who are in good standing. A candidate may run for or occupy no more than one BoD position. The nominating committee is responsible for ensuring that all candidates are in good standing and accept the responsibility of the office prior to nomination.

Section Two – Preparation of Election Slate

The nominating committee shall present their slate of candidates at the Nominating Meeting. Active members shall be able to nominate additional candidates during this meeting. The active member being nominated must be present and accept the responsibility of the office prior to having their name placed on the ballot.

Section Three – Vote by Affirmation

A vote by affirmation shall only occur at the annual meeting where the slate was announced at a prior meeting, and each office up for election only has one candidate.

Section Four – Voting

When there are one or more positions that have more than one candidate, the nominating committee shall distribute ballots to each active member, one per property lot, at the beginning of the Annual Meeting. The Meadowlawn Association's President will call for the vote from the floor. The Nominating Committee shall then collect all ballots, tabulate the results and announce the results before the end of the meeting. Defective ballots will be discarded.

Section Six – Installation of the Officers

The newly elected officers shall be sworn in at the end of the Annual Meeting.

Article VIII: Standing Rules

The rules contained in “Robert’s Rules of Order Newly Revised” shall govern The Association in all cases where they are applicable and in which they are not inconsistent with these By-Laws.

Article IX: Public Statement Policy

Only the Meadowlawn President or the President’s designee will make public statements on behalf of Meadowlawn. When responding to public or media inquiries any position statements should first represent any positions voted on by the general membership of Meadowlawn. Recognizing that some inquiries may require a broader response, the President may further acknowledge and respect the diverse opinions that may exist within the organization.

Article X: Amendments to the By-Laws

These By-Laws may be amended at any Meadowlawn meeting by two thirds vote of the members in attendance provided there is a quorum. Any amendment to the By-Laws must have been noticed in writing or via electronic means to the entire voting membership at least four weeks prior to a vote. Distribution of proposed By-Law amendments at a Meadowlawn meeting shall be deemed sufficient notice. Said amendments shall take effect immediately unless otherwise specified.

Article XI: External Organization Memberships

Section One – Membership

Meadowlawn shall not be entered into any membership agreement with an external organization without express approval from the BoD or the general body.

Section Two – Process of Joining

The President shall be responsible for bringing any request that s(he)/other deems appropriate to the BoD or the general body. At which point the BoD or general body shall vote on whether to join the external organization membership.

Section Three - Counsel of Neighborhood Association of Southern Pinellas (CONA)

The Meadowlawn Association shall be a member of CONA and be responsible for paying all associated dues.

The President shall serve as the association’s delegate to CONA. The President shall select the delegate and alternate and upon approval of the BoD submit the necessary paperwork to CONA.

Whoever attended the CONA meeting is responsible for ensuring that pertinent information and updates are relayed to the general membership.

Article XII: Dissolution and Distribution

Dissolution of the Corporation may occur under the following conditions: 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 Corporation or Automatically, through the substantial inactivity of the Corporation if, over the span of two calendar years, no Meadowlawn BoD Meeting, General Meeting or Special Membership Meetings have been held.

In the event of dissolution, the BoD shall give notice of dissolution to any persons who have extended credit to the Corporation and any persons who have extended a grant to the Corporation, if the grant funds received by the Corporation have not been fully expended. The BoD shall take whatever actions are necessary for dissolution of the Corporation under Florida Law.

Upon the dissolution of the Corporation, no Member shall have any right to nor shall receive any assets of the Corporation. In the event of dissolution, the Corporation'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 Corporation holds grant-restricted funds at dissolution, and the purposes of the restricted grant cannot be affected as a consequence of the dissolution of the Corporation, the individuals dissolving the Corporation shall coordinate and consult with the grantor of said grant-restricted funds to determine the appropriate disposition of those funds.

Article XIII: Certificate of Adoption

The By-Laws enumerated in this document were duly adopted by the Meadowlawn Members and BoD on **March 20, 2019**.

This is the end of the Meadowlawn Neighborhood Association, Inc. bylaws.