

Bylaws of Downtown River Arts Neighborhood Association, Inc.

REVISED and APPROVED JANUARY 25, 2024

ARTICLE I NAME, PURPOSE, AND BOUNDARIES

Section 1. Name

This organization shall be known as the Downtown River Arts Neighborhood Association, Inc. also known as DRANA.

Section 2. Boundaries

North, up to and including Interstate 275; South, Kennedy Boulevard; East, Morgan Street; West, the east side of the Hillsborough River (the “District”).

Section 3. Purpose

The purpose of DRANA shall be to:

- a) Promote the interests of the members in the District to include, but not be limited to, civic, economic, educational, safety, cultural, recreational, urban design, aesthetic, and environmental conditions in the District and its adjacent areas.
- b) Inform its membership of public issues impacting the District including, but not limited to, zoning, transportation, sewer, water, and drainage.
- c) Network with other organizations for cooperation and information impacting the district. Coordinate events and activities in the District for the benefit of Members and Tampa’s downtown at large.
- d) Participate in City funding and attempt to obtain private or public funding for improvements for Downtown Tampa.

DRANA will not discriminate based on race, color, creed, religion, age, sex, sexual orientation, gender expression, marital status, disability, status with regard to public assistance, familial status or national origin.

ARTICLE II MEMBERSHIP AND DUES

Section 1. Membership

Membership shall be limited to those commercial and residential property owners, business owners, condominium associations, employees working in the district, and residents located within the geographic boundaries of the District.

A membership shall be defined as one individual for each of the above described and each membership shall have one (1) vote only at all membership meetings. For condominium associations and other corporations or organizations, the President or other designated official shall have one (1) vote at all membership meetings.

- a) Membership term runs from January 1st through January 31st of the following year. Members who have not renewed their membership by March 31st of each year be removed from the rolls.
- b) If dues are not collected, membership rolls will, be audited periodically or every two years, and inactive members shall be removed from the rolls.

Section 2. Classification of Membership

- a) Regular Membership - Owners of commercial or residential property, business owners, condominium associations, employees in the District, and permanent residents of the District.
- b) Associate Membership - Any business, resident, association, or organization located outside of the District that has an interest in supporting DRANA's mission is eligible for associate membership. Associate members must be approved for membership by the Board of Directors. Once approved, associate members will have the rights, duties, and obligations of regular members, including voting privileges and serving on the Board of Directors.

Section 3. Dues

- a) In December of every year, the Board of Directors shall determine the dues amounts, if any, required for membership for the following year. If dues are required, membership will begin once dues are paid and will continue for a period of the calendar year.
- b) If no dues are required, the Board of Directors shall select another method for creating a membership list. The Board of Directors may waive the requirement for payment of dues, set different amounts of dues for different memberships (such as students, seniors, associate members, businesses, etc.), offer

membership discounts or waivers for select members, or otherwise vary the dues amounts.

Section 4. Collection of Dues

Membership dues, if required, will be collected by any one of the following methods:

- a) Cash – A receipt shall be made out to the member showing the amount received and the date the cash was received. The date the cash was received shall be the beginning date of the membership.
- b) Check – The canceled check will be the receipt for membership dues. The date of the check shall be the beginning date of the membership.
- c) Online/Credit card – The credit card receipt will be receipt for membership dues. The date of the transaction shall be the beginning date of membership.
- d) Other – The Board of Directors may designate another method to collect dues and provide a receipt.

ARTICLE III MEETINGS

Section 1. General

At all membership or Board of Directors meetings, the proceedings will be conducted in accordance with Robert's Rules of Order. Decisions will be arrived at by the vote of a simple majority vote of those present except where otherwise provided for in the Bylaws.

Section 2. Place of Meeting

The Board of Directors may designate any place within the geographic boundaries of the association, as the place of meeting for any annual meeting or for any special meeting. Use of communication technology to conduct online meetings shall satisfy this requirement.

Section 3. Annual Meetings of Members

The annual membership meeting shall be held during the month of January, at a time and place selected and announced by the Board of Directors. The purpose of this meeting shall be to hold election of the Officers and Directors for the forthcoming year. Notice of time and place of the meeting shall be furnished to each member at least seven (7) days prior to the annual meeting.

Section 4. Special Membership Meetings

Special meetings of members may be called by the President at any time on his or her own initiative or by the Vice President or Secretary or at the request of the majority of the Board of Directors. Notice of the meeting and an agenda shall be furnished to each member at least five (5) days prior to the meeting, and only such business shall be considered as was specified in the "notice" of meeting.

Section 5. Quorum at a Meeting of Members

Ten percent (10%) of the members of the organization entitled to vote, represented in person or by proxy, shall constitute a quorum at a properly noticed meeting of members, except as otherwise provided by law or the Articles of Incorporation. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by the Florida Non-Profit Business Corporation Act, the Articles of Incorporation or these Bylaws. If a quorum is not present at a meeting, a majority of the members represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at least one time during each calendar quarter. Special meetings may be called by the President or at the initiative of the majority of the Board of Directors. Three (3) days' notice shall be furnished to each Director and shall be deemed sufficient notice of such meetings. A majority of the Directors of the association constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice other than announcement of the meeting. The act of the majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation or these Bylaws. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting by electronic means (email) if a consent in writing, setting forth the action so taken, shall be approved by two thirds (2/3) of the Board of Directors.

Section 7. Order of Business

At all membership or board meetings the suggested order of business is:

- a) Call to order
- b) Review of previous meeting minutes for information and approval
- c) Reports of Officers

- d) Reports of Committees, if any
- e) Election of Directors and Officers, if appropriate
- f) Unfinished Business
- g) New Business

ARTICLE IV

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election of Officers

The Officers of the Association shall be elected at the annual membership meeting to serve in office until the subsequent annual meeting. The Officers will include a President, Vice President, Secretary, and Treasurer. The Officers will also serve during their term of office as ex-officio members of the Board of Directors and the President will act as Chairman of the Board. Officers may be re-elected for successive terms.

Section 2. Election of Directors

- a) The Board of Directors shall consist of five (5) Directors, in addition to the current four (4) serving Officers. To ensure some continuity, Directors shall be elected to staggered terms. (Three Directors one year and two the next). Elections in odd-numbered years will have 3 Director positions available. Elections in even-numbered years will have 2 Director positions available. All members of the Board must be members in good standing of the organization. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by its Board of Directors. Directors may be re-elected for successive terms.
- b) If a quorum is not established at the annual membership meeting, the current Officers and Directors shall remain in office until the next annual meeting.

Section 3. Vacancies

If any vacancy occurs for any reason among the Officers or other Directors, the unexpired term of such vacancy shall be filled by majority vote of the Board of Directors.

Section 4. Nominations

The Secretary shall call for nominations of Officers and Directors at least 14 days prior to the annual meeting. Each candidate will be allowed to submit one 8.5 x 11 informational sheet. Nominations close seven (7) days before the annual meeting. The slate of candidates for consideration along with their informational sheets, if received, will be distributed to the membership via email at least five (5) days prior to the annual meeting.

Section 5. Voting

The election of Officers shall be done by majority vote for each office and the selection of Directors shall done by cumulative vote. The candidates receiving the highest number of votes for the open Director's positions shall be elected. Voting shall be held at the annual meeting and include any regular member votes and proxies. Electronic ballots, if cast, shall be added and count towards the quorum.

Section 6. Removal

- a) An Officer or Board Member may be removed by a two-thirds (2/3) vote at the annual meeting or at a special meeting of the membership.
- b) An Officer or Director who does not attend three (3) meetings in a year may be removed by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V DUTIES OF OFFICERS

Section 1. President

The President shall preside at all meetings of the Board of Directors and shall appoint such committees as he/she OR the Board shall consider expedient or necessary.

Section 2. Vice President

In the absence of the President, the Vice President shall perform his/her duties.

Section 3. Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and shall submit these for approval at the subsequent meetings and shall keep an updated record of all notices of meetings, Treasurer's report, and minutes. The Secretary shall oversee the distribution of notices for all meetings of the District and Board and shall perform such other duties as may be required, by the President or the Board. An Assistant Secretary may be appointed by the President or Board of Directors per the Secretary's request in the event secretarial duties become overburdened or to assist in the absence of the Secretary.

Section 4. Treasurer

The Treasurer shall collect and have charge of all receipts and monies of the Association, deposit therein in the name of the Association in a bank approved by the Board of Directors. The Treasurer shall keep regular accounts of receipts and

disbursements, submit records when requested, and may give a summary statement at the annual meeting of the Association.

ARTICLE VI COMPENSATION

Section 1.

Neither the Officers, Directors, nor members serving on committees shall receive any salary or compensation, other than for necessary expenses approved by the Board of Directors, for their services rendered to the Association.

ARTICLE VII CONTRACT, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the corporation.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or Officers, agent or agents of the corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Directors.

Section 4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Dissolution of the Association

Should the association be dissolved, any remaining funds will be refunded back to the membership on a pro-rated basis.

ARTICLE VIII

AMENDMENTS

Section 1. Amendment Procedures

- a) These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting, by resolution adopted by a two-thirds (2/3) approval of the full board. The Board shall receive a copy of any proposed changes at least seven (7) days before the meeting at which the proposed changes are to be voted on.
- b) Corrections of spelling, typographical errors, and grammatical or punctuation errors which do not change the meaning of the content or intent of the Bylaws may be voted upon without a formal submission of seven (7) days notice to the Board of Directors.

ARTICLE IX

COMMITTEES

Section 1. Appointment

The President or the Board of Directors by resolution adopted by a majority of the full board, may designate three or more members to constitute one or more committees. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. This section does not apply to dispute resolution committees.

Section 2. Authority

A committee has only the authority that the Board of Directors or the President has given it but in no case does a committee have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the shareholders the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the Directors a voluntary dissolution of the corporation or revocation thereof, or amending the Bylaws of the corporation, or any other authority prohibited by the Florida Non-Profit Business Corporation Act.

Section 3. Tenure and Qualifications

Each member of a committee shall hold office until he or she resigns or until his or her successor is appointed by the President or by the majority of the Board of Directors.

Section 4. Resignations and Removal

Any member of a committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors, or by the President. Any member of a committee may resign from the executive committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE X MEMBER ACCESS TO DOCUMENTS

DRANA will maintain a secured area with access to the following, which shall be made available to members upon request:

- a) Bylaws
- b) Agendas
- c) Minutes
- d) Bank Records
- e) Membership rolls
- f) Other information as determined by the Board of Directors from time to time

ARTICLE XI DISPUTE RESOLUTION

Section 1. Dispute Resolution

Disputes shall be brought to the President. The President will add the dispute as an agenda item at the next regularly scheduled Board of Directors meeting. The Board of Directors will take up the dispute and if the board cannot determine a resolution to the dispute, the board will appoint a committee of at least 3 but not more than 7 members to hear the dispute and recommend a resolution. The Board of Directors shall adopt the recommendations of this committee at the next regularly scheduled board meeting.

AMENDED on November 30, 2023 (Board of Directors)

Kim Lively Puleo, President

Chris Pascucci, Secretary

