

RIVIERA BAY CIVIC ASSOCIATION, INC
BY-LAWS, AS AMENDED

ARTICLE I.
CORPORATE IDENTITY AND PURPOSE

SECTION 1 - THE ASSOCIATION

The name of the corporation is Riviera Bay Civic Association, Inc. (hereinafter referred to as the “RBCA” or the “Association”) with a mailing address of 9079 4th St North, St. Petersburg, Florida 33702 or at such other place as may be designated by the Board of Directors from time to time. The boundaries of the Association shall be defined as follows: 98th Avenue N & NE, south to 78th Avenue N & NE, from 4th Street North and east to Riviera Bay excluding Renaissance and Riviera Bay Subdivision Homeowners Association, Inc.

Commented [VM1]: Updated to reflect address change in 2025 after PO Box was closed when prior Board did not turn over keys or pay bill in 2023.

SECTION 2 – PURPOSE

To protect and improve the quality of life in Riviera Bay by taking proactive stands on civic affairs; informing, educating, and engaging residents on key issues; working with local government; and encouraging citizen involvement in the community; and to pursue other such activities complementary to the above, as the Board of Directors may prescribe.

ARTICLE II.
MEMBERSHIP

SECTION 1 – GENERAL MEMBERSHIP

Membership in the Association shall be open to all persons who are residents, whether they be property owners or renters, 18 years of age or older, within the geographical boundary as defined in Article I., and who are current on their membership dues. Membership in the Association shall be by household, renewable annually. Renters must produce a signed and valid rental agreement.

SECTION 2 – VOTING PRIVILEGES

Voting privileges shall be established upon payment of the Association’s annual dues. The annual dues shall be based on the calendar year of 01 January through 31 December. Only dues paying members, hereinafter referred to as “dues paying” or “enrolled” members, in good standing are entitled to a vote. One vote will be allocated for each paid annual membership per household/parcel. Renters may vote but may not serve on the Board of Directors, but may be appointed to Committees.

Commented [VM2]: Renters should not be precluded from volunteering their time for committees.

In the event both a property owner and renter claim membership for the same parcel, they must jointly designate in writing which party holds the voting right. Until such designation is received, no vote from that parcel will be counted toward quorum or elections.

SECTION 3– REMOVAL

Commented [VM3]: Aligns with other CONA member bylaws & adds to the bylaws what was prior considered as common sense policy.

Any member who willfully commits an act contrary to the good of the RBCA may be removed from membership by a majority vote of the enrolled membership, present and voting, at a membership meeting. The removed member shall be provided with notice of the decision.

SECTION 4 – ASSOCIATE MEMBERSHIP

The Board may grant non-voting associate memberships to individuals or businesses supporting the RBCA's mission. Associate members are not entitled to vote on neighborhood matters. Dues and benefits shall be set by the Board. Associate membership may be revoked at any time by Board majority vote.

Commented [VM4]: Opens the RBCA up for more non-profit compliant fundraising opportunities.

ARTICLE III. OFFICERS AND THEIR DUTIES

SECTION 1 – ENUMERATION OF OFFICES

The officers are the President, Vice President, Secretary, and Treasurer who shall at all times be members of the Board of Directors. And such other officers as the Board may from time to time, by resolution, create. The offices of Secretary and Treasurer may be combined.

Commented [VM5]: Simplified language – and adds requirement for a secretary/treasurer

SECTION 2 – ELECTION OF OFFICERS

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the membership. The Board of Directors shall have the option to present a slate at the Annual Meeting, if the slate is voted-in by the enrolled membership, the election of officers by the board shall not be required.

Commented [VM6]: New language – many residents wondering why they weren't voting for positions because past-boards didn't always follow bylaws. This gives the RBCA the option to put out a slate (listing everyone and their positions) and let it just be voted in simply. If two people want to run for the same position, the board will need to discuss how this is done in advance of the vote. Currently the Officers are solely elected by the Board.

SECTION 3 – TERM

The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless the officer shall sooner resign or be removed or otherwise disqualified to serve. ~~An officer can serve three (3) consecutive terms in one position. This can be extended for additional terms with a three-fourths (3/4TH) vote of the Board, or if no other director desires to hold the position.~~

Commented [VM7]: This language was added in 2023 – propose to remove and revert as finding people to commit the required time is difficult and if the membership is happy to re-elect the officers, then they should not be precluded from doing so.

SECTION 4 – SPECIAL APPOINTMENTS

The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may, from time to time, determine.

SECTION 5 – AUTHORITY TO ISSUE PAYMENT

All payments and securing of debts, should be authorized in writing by two (2) officers of the Board of Directors. If a reimbursement is being made to an officer, they are not allowed to vote to approve that payment, unless the Board only has two (2) officers.

SECTION 7 – VACANCIES

A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to any vacancy shall serve for the remainder of the term of the officer they replaced.

SECTION 8 – MULTIPLE OFFICES

The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created in Section four (4) of this Article.

SECTION 9 – DUTIES

The duties of the officers are as follows:

President

- (a) The president shall be the chief executive of the Association and shall preside at all meetings of the General Membership, Board of Directors, and Special meetings.
- (b) See that order and resolutions of the Board of Directors are carried out.
- (c) Sign all leases, mortgages, deeds and other written instruments.
- (d) Be notified of all expenses being paid prior to remittance.
- (e) Shall appoint members to Committees and perform other such duties as will forward the purpose and business of the Association.
- (f) Shall represent the Association, as the lead delegate to the Council of Neighborhoods Associations (CONA) and assign a back-up, if the board elects to pursue or maintain membership.
- (g) Shall represent the Association, as the lead delegate to the City Council, County Commission, and State or Federal Legislatures and assign a back-up.
- (h) May appoint a substitute delegate to any of the aforementioned bodies.
- (i) Shall represent the association, as the “voice of” the RBCA in all external relations, including media relations and statements.
- (j) None of the preceding sections are intended to preclude any members of the Association from representing a position or opinion to any of the aforementioned bodies, but that such person shall not represent themselves as representatives or agents of the Association without prior board approval.

Commented [VM8]: Further outlines the duties of the RBCA president and outlines duties consistent with other CONA assoc. president duties.

Vice-President

- (a) The vice-president shall act in place of the president in the event of the absence of the President.
- (b) Shall exercise and discharge such other duties as may be required by the Board of Directors.

Commented [VM9]: Reverts to prior bylaw language.

Secretary

- (a) The secretary shall record the votes and keep accurate minutes of all minutes of all meetings and proceedings of the Board of Directors and members.
- (b) Serve notice of meetings of the Board of Directors and Membership.
- (c) Keep current records showing members of the Association including physical address and email address.
- (d) Perform other duties as required by the Board of Directors.

Treasurer

- (a) The treasurer shall receive all monies received into the association, except for special events (refer to financial policy) and deposit all monies of the Association.
- (b) Shall disburse all funds as directed by resolution or signed authorization of the Board of Directors.
- (c) Sign all checks and promissory notes of the Association.
- (d) Keep proper books of the account.
- (e) Prepare an annual budget and a statement of income and expenditures to be presented to the membership at the annual meeting and make available to all members.
- (f) Shall report at each General Membership meeting and Board meeting, the financial status of the Association.
- (g) Shall handle the insurance of the association and may sign leases at the direction of the President.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

SECTION 1 – NUMBER

The affairs of this Association shall be managed by a board of no less than three (3) directors but no more than eleven (11) directors which includes the Officers described in Article III.

SECTION 2 – ELIGIBILITY

The directors of the RBCA must be enrolled members in good standing and residents, living within the boundaries of the Association as defined in Article I.

SECTION 3 – TERM OF OFFICE

The term of office for all directors is one year.

The President if not re-elected shall serve as a Director-at-Large for the term of one year.

SECTION 4 – RESIGNATION AND REMOVAL

Removal by Enrolled Membership:

Any director, including officers may be removed from the Board, with or without cause, by a majority vote of the members of the Association where a quorum has been established. The director shall be provided notice of the reason for removal and an opportunity to respond.

Removal by the Board:

The Board may remove any director, including officers, for cause, including but not limited to unethical conduct, breach of fiduciary duty, failure to perform assigned duties, or lack of attendance. Removal of an officer requires a seven-eighths (7/8) vote of the remaining directors. Removal of a non-officer director requires a two-thirds (2/3) vote of the remaining Directors. Directors with two (2) unexcused absences from Board meetings shall be reviewed by the Board for retention or replacement. Removal from an officer

Commented [VM10]: Added due to Conflict of Interest – Good standing and must actually live here. This avoids issues in past when people moved but didn't resign.

Commented [VM11]: Forces commitment for turnover/handoff to a new president to ensure continued smooth operation of the board but does not take up a regular board seat.

Commented [VM12]: Board members are responsible to the Assoc & the board, this enforces in the bylaws what used to be considered common knowledge or 'policies.'

position automatically constitutes removal from the Board. Notice of any removal by Board action shall be provided to the membership at the next General Meeting.

Any director may resign at any time giving written notice to the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified and unless otherwise specified. The acceptance of the resignation shall not be necessary to make it effective.

In the event of death, resignation, or removal of a director their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Any director removed under this section shall remain a member unless separately removed under Article II, Section 3 or removed under Article XIV.

Upon removal or resignation, the director must immediately deliver to the President or designated member of the Board all records, property, and digital materials and assets belonging to the Association or created for and/or used under the name of the Association. Failure to do so to the Board's satisfaction shall result in the former director being deemed not in good standing, with membership subject to suspension and other sanctions as determined by the Board. Such action supersedes other removal provisions in these Bylaws.

SECTION 5 – COMPENSATION

No director shall receive compensation for any service they may render to the Association in their role as a director. Any director may be reimbursed for the actual expenses incurred in the performance of their duties with proper receipts.

SECTION 6 – LIABILITY OF DIRECTORS

The directors of the Association shall not be personally liable for its debts, liabilities, or other obligations. Directors shall not be liable for actions or inactions of past boards.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

SECTION 1 – NOMINATION

Nominations may be solicited ninety (90) days before the annual meeting. Nominees may be accepted up to thirty (30) days before the election at the annual meeting. Nominees will be posted on the Association's website and/or social media no less than fourteen (14) days before the annual meeting. If there are insufficient nominations to fill the minimum requirement of three (3) directors, nominations may be taken from the floor at the annual meeting.

SECTION 2 – ELECTION

~~Voting can be through the Association website, electronically captured through a digital verified platform or secret written ballot. Ballots must be received before the annual meeting or delivered in person at the~~

Commented [VM13]: Clarifies whom should be notified to handle access removals to accounts, etc.

Commented [VM14]: Avoids past situations where assets, records, digital assets like (email, website, social media pages, etc, were set-up by board members, but new boards were blocked from access and access was attempted to be 'sold' back to the RBCA.

Commented [VM15]: Allows the board time to get last-minute nominations prepared and uploaded to the website given it is during the holidays. (2023 bylaws had set a 29 day limit. Original bylaws did not have any notice consideration.)

~~start of the annual meeting prior.~~ Election to the Board of Directors shall be made by ~~vote by a show of hands~~ majority vote of those in attendance at the Annual Meeting (or by proxy delivered to the Secretary prior to the time and place of the annual meeting). ~~At such election, the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.~~ A majority of the enrolled members present shall constitute a majority for the purpose of the election. Votes shall not be counted by any prospective director listed on the ballot. Ballots will be counted by two (2) neutral persons. All voting results shall be made public to the membership.

ARTICLE VI.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1 – POWERS

The Association, by and through its Board of Directors, shall have power to:

- (a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
- (b) Declare the office of a member of the Board of Directors to be vacant in the event such member has three (3) absences per term from meetings of the Board of Directors.
- (c) Employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties.
- (d) Maintain a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-tenth (1/10th) of the enrolled members at least fourteen (14) days prior to the annual meeting or special meeting.
- (e) Supervise all officers, **directors**, agents and employees of this Association and to see that their duties are properly performed.
- (f) Fix the amount of the annual voluntary membership dues ~~against each lot.~~
- (g) Procure and maintain adequate liability and/or insurance for the Association.
- (h) Cause all officers, **directors** and employees having fiscal responsibilities to be bonded as it may deem appropriate.
- (i) Establish an annual budget for the Association as necessary.

ARTICLE VII.

MEETING OF DIRECTORS

SECTION 1 – MEETINGS

The Board of Directors shall meet at least four (4) times per year, in person or virtually. Meetings shall not occur on federal holidays. Board meetings are closed to general members unless the Board votes to open them.

SECTION 2 – SPECIAL MEETINGS

Commented [VM16]: Revert to original language – this was added by prior board in 2023 as COVID reaction & web-developer desire.

Commented [VM17]: Green is the original language – do we want to make proxies official? We had allowed them but it wasn't properly formalized.

We did ballots, but the original language says "show of hands. But for contested elections – ballots should be done. Opening the language to allow for flexibility.

Commented [VM18]: Addresses lack of quorum showing up for meetings so that a new board can be elected.

Special meetings may be called by the President or any two (2) Directors with at least twenty-four (24) hours' written notice by email or other electronic means. If all Directors confirm availability sooner, notice is deemed waived.

SECTION 3 – ACTION WITHOUT A MEETING

Any action required or permitted at a Board meeting may be taken without a meeting if a written or electronic consent describing the action is approved by a majority of Directors. The consent shall be recorded in the minutes. Actions taken in this manner have the same effect as those adopted at a meeting.

ARTICLE VIII. MEETINGS OF THE MEMBERSHIP

SECTION 1 – ANNUAL MEETING

The Annual Meeting shall be held each January at a time and place determined by the Board of Directors, preferably on the fourth (4th) Tuesday. Board elections shall occur at the Annual Meeting.

SECTION 2 – SPECIAL MEETINGS

Special meetings may be called at any time by the President, the Board of Directors or upon written request of at least one-tenth (1/10th) of the enrolled members entitled to vote.

SECTION 3 – NOTICE OF MEETINGS

Notice of each membership meeting shall be provided at least seven (7) days in advance by the Secretary or authorized person, by email, posting on the Association website or social media, or other reasonable public method. Notice shall specify the date, time, and location of the meeting.

ARTICLE IX. QUORUM

SECTION 1 - ENROLLED MEMBERSHIP

A quorum shall consist of one-tenth (1/10th) of the voting membership present. This quorum is for any action except as otherwise provided in these Bylaws. Decisions shall be made by a majority of the voting interests represented at a membership meeting at which a quorum is present.

SECTION 2 – BOARD OF DIRECTORS

A quorum for Board meetings shall be a majority of the current directors. Actions approved by a majority of directors present at a duly called meeting with quorum constitute official acts of the Board.

ARTICLE X. MEMBERSHIP DUES

Commented [VM19]: Relocated Quorum qualifications into a single Article for clarity, as it was confusing before.

SECTION 1 – MEMBERSHIP DUES

The Board shall recommend the amount of annual membership dues, subject to approval by a majority of enrolled members present at a meeting. Any changes to the dues amount shall be recorded in the minutes and publicly noticed via the Association website or social media. Annual membership dues shall be paid before the annual meeting in order to vote in the elections.

Commented [VM20]: Removes the fixed amount of dues from bylaws so if dues are increased bylaws do not have to be amended.

ARTICLE XI. COMMITTEES

SECTION 1 – APPOINTMENT OF COMMITTEES

The Board of Directors shall appoint committees as it deems appropriate in carrying out its purpose.

ARTICLE XII. BOOKS AND RECORDS

SECTION 1 – OFFICIAL RECORDS, BOOKS AND MINUTES

The Association shall prepare and maintain correct and complete books and records of account. They also shall keep minutes of the meetings of its members, Board of Directors and committees. All books and records of the corporation may be inspected at any reasonable time by any director or enrolled member.

Membership lists and personal data shall not be used or released for commercial or political purposes. Directors and officers shall execute an annual acknowledgment of this policy.

ARTICLE XIII. AMENDMENTS

SECTION 1 – AMENDMENT TO BYLAWS

These Bylaws may be amended at a regular or special meeting of the members of the Association by a vote of a majority of enrolled members in attendance. Any Amendments to the Bylaws shall be recorded with the City of St. Petersburg's Neighborhood Relations department within sixty (60) days of execution and available to the membership via electronic means.

Commented [VM21]: Removes quorum provision as we have a hard time meeting a quorum

Commented [VM22]: Changed from Pinellas Count (for HOAs) to City of St. Pete (we have to file an update with bylaws annually there as well to keep Assoc status.)

2018 & 2023 bylaws had this requirement and neither bylaws were ever filed with Pinellas County.

ARTICLE XIV. FISCAL YEAR

SECTION 1 – FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

ARTICLE XVI.

CONFLICT OF INTEREST

SECTION 1 – CONFLICT OF INTEREST

Every director represented on the Board of Directors of the Association shall take an oath acknowledging that they have no conflicts or agendas that would disallow them from serving on the Board of Directors.

Each Director, upon election or appointment, shall sign a Conflict-of-Interest Disclosure and comply with the RBCA's Conflict-of-Interest Policy adopted by the Board. The prescribed timeline for executing the disclosure will be determined by the Board.

The Board of Directors may remove any Director who fails to execute timely or violates the Conflict-of-Interest Policy. Such action supersedes other removal provisions in these Bylaws.