

**BYLAWS OF THE CENTRAL OAK PARK NEIGHBORHOOD ASSOCIATION
SAINT PETERSBURG, FLORIDA**

**ARTICLE I
NAME**

The name of the Corporation shall be Central Oak Park Neighborhood Association of St. Petersburg, Inc. also known as (AKA) COPNA.

**ARTICLE II
LOCATION**

COPNA shall be located in Saint Petersburg, Florida, and its principle address shall be the Corporation's Post Office Box or other such address within the city limits, as the Board of Directors may from time to time designate.

**ARTICLE III
PURPOSE**

1. The purpose of COPNA shall be to promote a sense of community for our neighborhood; forge working relationships with the City of Saint Petersburg; foster civic participation; promote beautification and pride in the neighborhood; maintain, enhance and encourage quality housing that reinforces the character and charm of our neighborhood and provide a focal point for all neighborhood issues that affect a significant number of our residents.
2. Said corporation is organized exclusively for charitable, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV
MEMBERSHIP**

1. Those eligible for membership in this corporation shall be property owners, proprietors and residents age 18 and over in the area bounded on the North by 13th Avenue North, on the East by 34th Street (US 19), on the South by 5th Avenue South, and on the West by 49th Street.
2. All residents, homeowners, proprietors and others may become a member or associate member of the Corporation by application to the Board of Directors. The Board of Directors shall have the right to refuse an application from any person, by reason for which to them shall seem sufficient, provided that such refusal be by a majority vote of the Board of Directors at which time there must be a quorum present. Resignation from membership shall be presented to the Board of Directors. Active members must maintain their principal residence herein.
3. Those eligible for associate membership shall be all other persons who are concerned with the neighborhood's business. Associate members are not entitled to a vote on neighborhood business.
4. If any member of the Corporation shall at any time be believed to be guilty of either an act prejudicial to the Corporation and/or its purpose or systematic, disorderly actions which are detrimental to the Corporation, a motion may be brought to the Board of Directors, and upon a majority of support, such person shall be notified to appear personally before the Board of Directors at a designated time and place not less than thirty (30) days after such notification and at such time be given a hearing. By a 2/3 majority vote of all Directors, the membership of such person may be terminated; provided further however, that such person may be reinstated to membership by a vote of a majority of the members of the Corporation present at a meeting duly and validly called.

5. Present members, 18 years of age and over shall be entitled to one vote per paid adult member and businesses are entitled to one vote per qualified location by the registered representative.

ARTICLE V ELECTIONS

1. The membership shall elect the officers of the Corporation by a majority vote at the March Annual Meeting.

2. No member of the Board of Directors shall campaign for any COPNA candidate.

3. No Nominee for office shall use the Corporation's records (membership or otherwise) for the purpose of soliciting votes.

4. Election shall be by written ballot at the March Annual meeting, or at other times selected by a majority vote by the Board of Directors.

5. The treasurer of the Corporation shall be responsible for providing an updated list of members in good standing to the Election Committee prior to the election.

6. The Election Committee as a whole is responsible for handling the election.

ARTICLE VI INCOME

1. Annual dues shall be payable, in advance, to the Treasurer, in the amount of ten dollars (\$10.00) each or fifteen dollars (\$15.00) per household couple per calendar year per individual/couple, and thirty-five dollars (\$35.00) per location for business members per calendar year; subject to a revision by majority vote of the COPNA Board of Directors. Business members must register one voting representative per qualifying location.

2. Special, valued-added membership packages may be offered to the Corporation upon approval by the Board of Directors.

3. No member shall be eligible to hold office unless the member is in good standing.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance for the purposes of this Corporation.

ARTICLE VII OFFICERS

1. The officers of the Corporation shall consist of President, Vice President, Secretary, Treasurer, and any other officers as Board of Directors may from time to time specify. No two offices may be held by the same person at the same time. No person shall be elected or serve on the Board of Directors who holds any elected office in Federal, State, County, or city Governments, or who has announced candidacy for election to any office in the above-named governments.

2. The officers shall be elected by the membership for a term of office of one year at the March Annual Meeting.

3. If any vacancy shall occur in any office for any reason of resignation, death or otherwise, the Board of Directors shall elect a member of the Corporation to fill such vacancy until the next election of officers. The election shall be ratified by the members at the next general meeting.

4. It shall be the duty of the President to reside at all meetings of the members of the Corporation and at all meetings of the Board of Directors in the capacity as chairman of the Board of Directors, and to sign all formal documents on behalf of the Corporation; to have personal supervision and power over the affairs of the Corporation and its officers and employees; and shall exercise such powers as may, from time to time, be conferred upon him/her by the Board of Directors.

5. The Vice President shall perform the duties of the President whenever the President shall be sick, absent or otherwise unable to act, or upon the death of the President and shall perform such duties as may be imposed on him/her, from time to time by the Board of Directors.

6. The Secretary shall keep the records of the meetings of the Board of Directors and the members of the corporation, and make such minutes available at its membership meetings. The Secretary shall perform such duties as may, from time to time, be affixed to the office by the Board of Directors.

7. The Treasurer shall receive funds and make disbursements of the monies of the Corporation. All disbursements shall be made by check or debit card and shall be signed by the Treasurer of the Corporation. Any disbursements exceeding \$150.00 shall have proper Board approval. Disbursements for items exceeding \$500.00 will have the proper approval of the membership of the Corporation (this may include approval in an annual/project budget). The Treasurer shall make a balance summary of the Corporation's books available for review by the COPNA Board of Directors. The Treasurer shall keep a list of names and addresses of the members of the Corporation and shall also perform duties as may be affixed to the office by the Board of Directors.

8. Except as otherwise required by law or provided by these bylaws, the entire control and management of the Corporation and its affairs and property shall be vested in its Board of Directors. The Board shall be composed of 4 officers and 5 or 7 additional board members. The Board of Directors may also have up to 2 alternates.

9. The Board of Directors shall be elected by the members of the Corporation at the Annual March Meeting. One member of the Board of Directors shall be the outgoing President of the Corporation who shall serve one (1) years as a Director in the status of immediate past president, and sits as a non-voting member.

10. The Board of Directors may establish bylaws, rules and regulations for their own government and for the conducting of business and the affairs of the Corporation, providing such action is ratified by the membership.

11. Directors who miss three (3) consecutive Board meetings, or four (4) in a total year shall forfeit their position on the Board. When a Director has reached the maximum allowable absences, that individual shall be given the opportunity to appeal to the Board for special consideration, and may remain on the Board with the approval of two-thirds (2/3) of the Board of Directors.

12. Directors who have ceased communicating with the Board for a period of 30 days may be removed from the Board with the approval of two-thirds (2/3) of the Board of Directors. At least two attempts to contact that individual must be made by another Director during this time either by phone, email or in person.

13. If any vacancies shall occur in the Board of Directors because of resignation, death or otherwise, the Directors shall appoint an alternate Board Member to fill that position. If no alternates are available, the Board of Directors shall elect a member of the Corporation to fill such vacancy until the next election of Directors by the members. The appointment to the Board shall be ratified by the members at the next general meeting.

ARTICLE VIII CONA

1. A minimum of one (1) and up to two (2) delegates (one of whom shall be the President who shall act as Director) along with up to two (2) alternates shall be appointed by the Board of Directors to act as representatives to CONA. The names of the delegates shall be provided to the Secretary of CONA, in writing, as the legal representatives of COPNA.

2. No person shall be appointed as a delegate to CONA who holds any elected office in Federal, State, County, or City Governments, or who has announced candidacy for election to any office in the above-named governments. The President, with the approval of the Board of Directors shall have the authority to fill the vacancy of a delegate or alternate to CONA for the remainder of the term, should the delegate become ineligible.

ARTICLE IX MEETINGS

1. The meetings of the Corporation shall be held monthly, unless authorized by the Board of Directors.

2. Special Meetings of the members may be called by the Board of Directors whenever they think proper, and shall be called by the President.

3. Notice of time and place of all special meetings shall be sent by the Secretary to the members, such notice shall be in writing, and shall set forth the time, place and purpose of the meeting.

4. Meetings shall be held in accordance to Robert's Rules of Order.

5. The March meeting of the Board of Directors shall constitute the Annual Meeting. Regular meetings of the Board of Directors shall be held monthly, and shall be open to all members in good standing.

6. Special meetings of the Board of Directors may be called at any time by the President of his/her own motion, and must be called at the request of at least three (3) members of the Board of Directors.

7. Notice of all special meetings of the Board of Directors shall be sent by the secretary to all Directors at least 3 days in advance of such meeting. Reasonable attempts will be made to notify the general membership of such special meetings, which shall also be open to all members in good standing.

8. The Board of Directors may vote on time sensitive issues during the time between regularly scheduled using established digital communication, such as email or Facebook Messenger.

9. The association may allow for members to vote using established digital communication, such as email or online surveys, as a supplement to in-person voting at meetings for regular order or in place of in-person voting at meetings for time sensitive issues. Online voting will be directed and administered by the Board of Directors.

ARTICLE X QUORUM

1. A quorum for the transaction of business at any meeting of the members shall require a minimum of ten (10) members excluding the officers and directors of the Corporation. Attendance must be in person.

2. A majority (fifty percent plus 1) of the Directors shall constitute a quorum for the transaction of business at any Board of Directors meeting.

ARTICLE XI COMMITTEES

1. There shall be such standing and special committees of the Board of Directors and the Corporation, as the Board of Directors shall, from time to time, determine. In addition, the President shall have the power at any time to appoint special committees comprised of any number of members of the Corporation.

2. Election Committee: The COPNA Board of Directors shall function as the Election Committee. Eligible members are those paid members of the Corporation, in good standing, as of March 1st of the year of the election. The committee shall inform nominees of the duties and responsibilities of the office for which they have been nominated. The committee shall further ascertain that the candidate is willing to serve in the capacity for which they have been nominated. The Election Committee shall accept nominations from the floor during the February meeting of the membership, prior to the election. The Election committee shall treat all nominees in a fair and equitable manner and shall not endorse the candidacy of any nominee.

3. Audit Committee: The COPNA Board of Directors shall designate two (2) members of the Board of Directors, excluding the Treasurer, and two (2) members of the general membership of the Corporation. This Committee shall meet at least once per year to review and audit the books and fiscal records of the Corporation.

ARTICLE XII AMENDMENTS

1. These Bylaws shall be adopted, revised, or rescinded by two thirds (2/3) vote of the members voting at the meeting date shown below. Proposal of an amendment or change to the bylaws may be made by any member of the Corporation and shall be provided to the Board of Directors in writing for their approval. If approved by the Board of Directors, proposed amendments will be presented at the next general membership meeting for approval as outlined in the article.

ARTICLE XIII SOCIAL MEDIA

1. COPNA's online identity and presence is directed and managed by the Board of Directors, including but not limited to the COPNA website (www.CentralOakPark.com), Nextdoor and Facebook. Insulting, derogatory, mean-spirited, disrespectful, profane or racially hateful posts, descriptions or comments will be removed and the individuals responsible for posting them may be banned from the platform at the Board's discretion. Any board member may remove a post, description or comment or ban a non-member that is in violation of this policy. Banning a member requires a majority vote from the Board. A banned member or non-member may appeal the ban to the general membership at a general meeting to be scheduled by the Board. Appealed bans will be upheld or struck down by a majority vote of the general membership.

2. Commercial postings are only permitted from those businesses with an active COPNA business membership. Posts about local events are permitted but only 1 submission per event will be accepted. Crime related posts are encouraged to be posted on the Nextdoor Crime & Safety Section at https://centraloakpark.nextdoor.com/crime_and_safety/ since that page is monitored by SPPD.

ARTICLE XVI DISSOLUTION

1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

APPROVED by the Board of Directors on this 26th day of April, 2017.

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Steve Billa, President

Bridgit Mathers, Secretary