

ARTICLES OF INCORPORATION AND BY-LAWS FOR DISSTON HEIGHTS CIVIC ASSOCIATION

ARTICLE I – NAME

The name is DISSTON HEIGHTS CIVIC ASSOCIATION, INC.

ARTICLE II – LOCATION

The Disston Heights Civic Association shall be located in St. Petersburg, FL; and, its principal place of record shall be the home address of the Secretary of record, or at such other address within said city, as the Board of Directors may from time to time designate.

ARTICLE III – PURPOSE

The purpose for which this Association is formed is as follows:

(1) To unite the tax-paying property owners, business owners and residents within the community, hereinafter described, to facilitate the cooperation, coordination and good will of property owners within said area and for the protection and promotion of their common interest, as such.

(2) To advance development of economic growth, and support and urge all improvements required throughout the community.

ARTICLE IV – MEMBERSHIP

(1) Membership in the corporation shall be composed of property owners, business owners and residents in an area defined by the Disston Heights map and other interested parties.

(2) All applications for membership must be accompanied by one year's dues.

(3) Membership year shall be for a calendar year.

(4) There are three forms of membership: single membership with one vote; household membership with two votes, which must be voted by two individuals from that household; and, business membership with one vote. The dues for a household membership will be 50% greater than a single membership. The dues for a business membership will be \$25.00.

ARTICLE V – DUES

(1) Annual dues shall be payable in advance to the Treasurer in the amount to be determined by the Board of Directors yearly.

(2) No member shall be eligible to hold office unless the member is in good standing.

ARTICLE VI – OFFICERS AND DUTIES

(1) **PRESIDENT:** The President shall be the chief executive officer of the Association and shall preside at all meetings, including the Board of Directors. He/she shall appoint the necessary standing and special committees. The President shall be an Ex-officio member of all committees.

(2) PAST PRESIDENTS: The immediate past President may serve as a Member of the Board for the next full calendar year, only if he/she affirms his/her desire to serve on the Board of Directors. If the out-going President does not notify the nominating committee of his/her wishes, the presumption is that he/she declines the office. If he/she does not serve, then the committee is directed to nominate a replacement for that position.

(3) In the event any Board member is unable, becomes ineligible or vacates their office, an election will be held at the next available monthly meeting to elect the successor. The Board will nominate a candidate.

(4) In the absence of other officers, the Presiding Officer succession will follow the order they are listed in the By-Laws.

(5) VICE PRESIDENT: The Vice President shall undertake all the duties of the President in the absence of the President, assist the President and arrange for speakers at regular meetings.

(6) SECRETARY: The Secretary shall keep a complete and accurate account of minutes of regular, special and board meetings, an inventory of all corporate properties, and such other books as are required by the corporation, and all of which shall be delivered to the Secretary's successor. The Secretary shall be the official custodian of all records and shall be empowered to certify such portions of these records or all of them as may be necessary. The Secretary shall charge out and keep inventory of all organization papers to Officers and Committee Chairmen for their use while in office.

(7) TREASURER: It shall be the duty of the Treasurer to renew the Articles of Incorporation as registered with the State of Florida, as required by law. The Treasurer shall receive all monies paid into the corporation, and shall deposit all monies in a corporate account, in the name of the Association in a bank in the City of St. Petersburg, as approved by the Board of Directors. The Treasurer shall sign all checks in payment of current bills. All bills must be approved by the Board of Directors prior to payment. The person incurring the expense must approve every bill submitted for payment to the Treasurer as correct. The Treasurer shall submit all his/her records for audit in the months of June and November and at such times as the Board of Directors may designate. The Treasurer shall report, in writing, at each monthly meeting, the financial status of the corporation. In the event the Treasurer becomes incapacitated, the person(s) designated by the resolution of the Board of Directors will be empowered to sign the checks, as specified herein. The Secretary shall certify such resolution and send it to the bank of record. The Treasurer shall submit a report of the names of members who have paid their annual dues for each current month to the Secretary. All new members shall be delivered a copy of the Revised Articles of Incorporation and By-Laws. The Treasurer shall deliver to his/her successor in office, or to any committee the President may appoint to receive them, all records or other property appertaining to the office in his/her possession.

(8) SERGEANT AT ARMS: The Sergeant at Arms shall maintain order, tend to the door, be the time keeper for speakers and give aid and instruction.

(9) THE BOARD OF DIRECTORS shall consist of five (5) Officers, i.e., President, Vice President, Secretary, Treasurer, Sergeant at Arms; and, Directors comprised of the immediate past President (or an additional Director) and five (5) additional Directors who shall serve two (2) years, making a total of eleven (11). They shall be elected by the majority vote of the Association members present and voting, at the Annual Meeting. The Nominating Committee may nominate a combined Secretary-Treasurer, in which case an additional Director will be nominated to keep the Board at eleven (11).

(10) The Board of Directors at its duly constituted meetings, at which a quorum of seven (7) are present and acting throughout, shall decide and vote on the policies of the Association and other current matters coming to its attention in the ordinary course of business. The Secretary shall provide a copy of the Minutes of the Board of Directors meeting for the next monthly newsletter of the Association for the approval by the Association.

(11) Any duly elected Board member missing three (3) consecutive meetings, without due cause, which he/she would be required to attend, may have his/her office declared vacant by the Board.

(12) No officer or Director of this Association shall be an elective office holder for the City of St. Petersburg, County of Pinellas, State of Florida, United States of America or who is an announced candidate for election to any office in any of the above named governments.

(13) The Committees' reports are to be submitted to the Board. The Secretary is authorized to edit or summarize the reports for the Newsletter or submission at the Association meetings. The President or the Board can require a written report from a Committee, if needed. If a report is requested, the full report will be available to the Membership at large.

(14) **NOMINATING COMMITTEE:** The Nominating Committee shall consist of three (3) members, to be appointed by the President, with the consent majority of the Board of Directors at the biennial September meeting (starting in 2016). This Committee shall, at the biennial October meeting (starting in 2016) submit a list of nominees for the various offices after first ascertaining if the nominee would accept if elected. Further nominations will be in order from the floor prior to the election. The Nominating Committee shall submit nominations for President, Vice President, Secretary, Treasurer, Sergeant at Arms and five (5) Board Members (Directors). In the event that the out-going President has not indicated the desire to serve on the Board in the year following his/her term or he/she desires to run for another office, the Committee will nominate a sixth candidate for the Board of Directors. Also, if a candidate wishes to serve as a combined Secretary-Treasurer, a replacement Board Member will be nominated to keep the elected Board to eleven (11) members.

ARTICLE VII – COUNCIL OF NEIGHBORHOOD ASSOCIATIONS (CONA)

(1) There will be two (2) delegates to CONA. The President may serve as one and the other(s) will be appointed at the December meeting to act as representatives to CONA during its fiscal year. Upon such election, the names of the two (2) delegates and the alternate shall be sent to the Secretary of CONA, in writing, as the legal representatives of the Disston Heights Civic Association. The President will designate the voting representative.

(2) No person who is not eligible to be an officer of the Association shall be a delegate. The Presiding Officer, 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 a delegate resign, be unable or become ineligible.

ARTICLE VIII – MEETINGS

(1) Regular meetings shall be held at least once a month, at the date and place agreed on by the Board of Directors; provided, however that the meetings of July and August, or either of them, may be omitted by order of the President.

(2) Special meetings may be called at any time by the President or by 25% of the Membership in good standing; providing, however, that the Membership must be given seven (7) days written notice of the time, place and purpose of said meeting.

(3) The Meeting and Elections shall be in the month of November, occurring every biennial year (starting in 2016). Voting shall be open to only Membership, by paper ballot or other method approved by Membership. Votes are to be counted by a three (3) member committee, who are not currently on the Board of candidates, appointed by the Presiding Officer. They will count and report to the Membership at the same meeting. The installation of new officers will occur at the December biennial meeting (starting in 2016); and, take effect at the beginning of the New Year.

(4) At the January meeting, the new President shall form and name standing and special Committees that have been approved by the Board of Directors.

(5) A monthly newsletter will be made available to members of the Association.

(6) When practical, the Association will publish the order of business, the name of guest speaker(s) and their topics in the Association Newsletter prior to the regular meeting.

ORDER OF BUSINESS

The following is a guideline and may be modified by the presiding officer to meet a special need:

Social Time

Call to Order

Pledge to the Flag

Welcome and Introductions

Happy Birthday / Happy Anniversary

Roll Call of All Officers

Approval of Minutes: Previous General Meeting and Most Recent Board Meeting

Approval of Financial Report

Reports: President, Vice President, Secretary, Treasurer, Sergeant at Arms, Committees

Communications

Unfinished Business

New Business

Program Speaker(s)

Announcements

Adjournment

To be considerate of our Membership's time, there is to be a three (3) minute time limit, for speakers from the floor, with a provision for it to be extended by a voice vote. If there are two or more invited speakers (such as candidates for an office), they should be given a time limit by the Presiding Officer. The limit and any extension will apply to each.

ARTICLE IX – QUORUM

15% of the voting Membership shall constitute a quorum for the purpose of transacting business of the Association.

ARTICLE X – DONATIONS

Donations are to be expended in a manner that is in keeping with the overall aims of the Association and with the approval of the Board of Directors.

ARTICLE XI – FUNDRAISING ACTIVITIES

(1) This Association, or any of the members thereof, may, in the name of or under the auspices of this Association, conduct a raffle, gift enterprise, or scheme of hazard for a purpose that benefits the Association's aims. As long as the activity is legal in Florida and does not conflict with the wishes of the Owners of the site where the activity is taking place.

(2) Donations are acceptable for the benefit of the Association.

(3) Advertisements in the Association's publications are also encouraged for fund raising purposes.

ARTICLE XII – AMENDMENTS

The By-Laws shall be adopted, revised, amended or rescinded by a two-thirds (2/3) vote of the members voting at any regular meeting after approval of the Board of Directors. One week's notice, in writing, of any proposed change in the By-Laws must be given to the Directors prior to voting on any changes in the By-Laws. Notice to the Membership must be provided in advance.

ARTICLE XIII – PROCEEDINGS

Where not otherwise provided herein, all proceedings shall be governed by Robert's Rules of Order, newly revised.

This revision of the By-Laws is submitted by the Board of Directors for adoption by the Membership.

Incorporated: May 31, 1955

Amended: September 30, 1957

Revision: April 3, 1961

Revision: March 15, 1982

Revision: May 11, 2000

Revision: November 30, 2005

Amended: June 9, 2009

Amended: January 8, 2013

Amended: October 13, 2016