

Council of Neighborhood Associations of South Pinellas County, Inc. By-Laws

ARTICLE ONE: NAME

The name of the corporation is the Council of Neighborhood Associations of South Pinellas County, Inc. (hereafter referred to as "CONA").

ARTICLE TWO: PURPOSE

Section One – Mission

CONA's mission is to:

- Unite existing neighborhood organizations dedicated to protecting, improving and promoting their area and to foster the formation of such organizations
- Provide training to and guidance for neighborhood leaders in marshalling resources to better their community
- Expand the pool of skilled and motivated neighborhood and community leaders.
- Promote communication and cooperation between member organizations and the community at large
- Provide a forum for member organizations and act as their advocate with the City of Saint Petersburg and other local, state, and federal government agencies and officials

ARTICLE THREE: MEMBERSHIP

Section One – Membership Classes

Membership shall consist of ACTIVE and ASSOCIATE member organizations.

Section Two – ACTIVE (Voting) membership

ACTIVE member organizations meet the following criteria:

- The organization is a Neighborhood, Civic, Property Owners, Community, Homeowners Association or similar organization, as defined by the CONA Membership Eligibility and Application Policy
- The goals of the organization include promoting a sense of community and addressing issues of public concern
- The member organization's CONA dues are current

ACTIVE members meeting the above criteria are said to be in Good Standing.

Section Three – ASSOCIATE (Non-Voting) membership

ASSOCIATE member organizations support the objectives of CONA but do not meet the eligibility requirements of an ACTIVE member organization. ASSOCIATE members may not serve on the Board of Directors or on the Executive Committee.

Section Four – Membership Application

All organizations applying for CONA membership shall submit the following to the Secretary and Membership Committee Chair:

- Completed CONA membership application signed by the President of the applying organization
- Contact list of the organization's officers and committee chairs
- Copy of the organization's By-Laws
- Check in the amount of CONA's annual dues

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The Executive Committee will review the application for membership within 60 days at an Executive Committee meeting. Applications are subject to approval by a majority vote of the Executive Committee members present and subsequent ratification by a majority vote of the Board of Directors at their next Board Meeting.

Each member organization shall provide as part of their application the name of a representative and one alternate representative from their organization. Subsequent changes to representation shall be provided by the President of the member organization, in writing or electronic mail to the CONA Secretary at least three days before they are effective.

Section Five – Fiscal Year, Dues

CONA's fiscal year will be the calendar year, January 1 – December 31.

CONA shall request from all ACTIVE and ASSOCIATE members an annual financial contribution to be hereafter referred to as "Dues."

Dues shall be used for CONA expenses including but not limited to: administrative costs, meeting costs, newsletters, postage, and other operating expenses. Dues shall initially be set at Thirty-Five Dollars (\$35.00) per member, but may be reasonably adjusted, no more than one (1) time per year, pursuant to approval of the Board of Directors.

Dues will be due and payable on January 1st. ACTIVE member organizations with delinquent dues on March 1st will become ASSOCIATE members until their dues become current.

Section Six – Membership Termination

Members may terminate their membership and/or status as a Member in Good Standing, at any time, voluntarily or automatically by failing to pay their annual Dues. The CONA Executive Committee may consider waiving this section under extreme circumstances; however, at no time will refunds of dues, entire or partial, be provided.

Organizations may be denied CONA membership or have their membership revoked for "good cause" by a unanimous vote of the Executive Committee and subsequent simple majority ratification by the Board of Directors.

ARTICLE FOUR – BOARD OF DIRECTORS

Section One – Membership Qualifications

The Board of Directors is composed of all ACTIVE member organizations of CONA who are in Good Standing. No person who has become or formally announced his or her intention to become a candidate for or who has been elected to a position in city, county, state or federal government shall be eligible to serve as a representative on the Board of Directors.

No city, county, state, or federal employee whose responsibilities include policy setting shall be eligible to serve as a representative on the Board of Directors.

Section Two – Responsibilities

The Board of Directors shall nominate and elect from its membership an Executive Committee of a specified number who shall have all the power of the Board between the meetings of the Board. The Board of Directors may ask the Executive Committee to take further action on any matter within the purview of CONA.

The Board of Directors will meet annually or as required to set direction, identify issues, and set priorities for CONA. During the year members may identify other matters of importance to their

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neighborhood and community and to the City as a whole. These matters are then brought to the entire membership of the Board of Directors for discussion and prioritization for action.

The Board of Directors will review the recommendations, decisions and actions of the Executive Committee and ratify those actions as required by these By-Laws.

Section Three – Voting

Designated representatives (and/or their alternates) of ACTIVE member organizations are entitled to vote on matters brought before the Board of Directors, with a maximum of one (1) vote per member organization.

Unless otherwise provided for in Article Nine absentee ballots and proxy voting are not allowed.

Representatives and alternate representatives of ASSOCIATE member organizations do not vote.

ARTICLE FIVE – EXECUTIVE COMMITTEE

Section One – Membership Qualifications

The Executive Committee shall be nominated and elected from among the members of ACTIVE organizations of the Board of Directors of CONA. Candidates must be members of an ACTIVE member organization in Good Standing but are not required to be that organization's CONA representative or alternate to be eligible for nomination or election.

No person who has become or formally announced his or her intention to become a candidate for or who has been elected to a position in city, county, state or federal government shall be eligible to serve as a member of the Executive Committee.

No city, county, state, or federal employee whose responsibilities include policy setting shall be eligible to serve as a member of the Executive Committee.

Section Two – Responsibilities

The Executive Committee shall deliberate and decide upon all matters pertaining to the goals or welfare of CONA and referred to it by members of the Board of Directors. The Executive Committee exercises full jurisdiction over all CONA affairs. The results of any motions acted upon by the Executive Committee are to be reported to the Board of Directors at the next regular meeting following the action.

Section Three – Number

The Executive Committee consists of the following:

- The five Officers of CONA; President, First Vice President, Second Vice President, Secretary and Treasurer
- The Chairs of CONA's Standing Committees

A person may hold no more than two Executive Committee positions. The immediate past president of CONA will serve in an advisory (non-voting) capacity.

Section Four – Term

The term of office for each of the Executive Committee shall be one calendar year, from January 1 through December 31.

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Unless otherwise provided for in these By-Laws each elected member of the Executive Committee shall hold office for the term they are elected and until a qualified successor has been nominated, elected and installed or until their early resignation, removal from office or death.

Any Executive Committee Member who fails to attend two consecutive meetings without an excused absence from the President shall be deemed to have resigned.

Section Five – Vacancies

Except for the Office of the President, any vacancy occurring in the Executive Committee shall be filled by the recommendation of the Nominating Committee and ratification by a vote of the Board of Directors. Any appointee shall hold office until the next annual election.

The First Vice President will fill a vacancy in the Office of President until the next annual election.

Section Six – Removal of a Member

By majority vote the Executive Committee may, for just cause, request the resignation of a member of the Executive Committee. Ten days notice to the affected member and the Board of Directors of any such action shall be required.

Additionally, by majority vote the Board of Directors may, for just cause, request the resignation of an Executive Committee member. Ten days notice to the affected member of any such action shall be required.

If such resignation is not forthcoming, the member may be removed from office by a two thirds vote of the Board of Directors voting by written ballot at a regular meeting or a special meeting called for such action.

ARTICLE SIX – OFFICER DUTIES AND POWERS

Section One – President

The President:

- Shall preside at all CONA meetings
- Acts as Chairperson for the Executive Committee
- Enforces the provisions of the By-Laws
- Appoints Special Committees with the approval of the Executive Committee
- Is an ex-officio member of all Standing and Special committees except the Nominations Committee
- Is responsible for issuing public statements on behalf of CONA in accordance with these By-Laws
- Shall have such usual powers of supervision and management as may pertain to the Office of President and shall perform such other duties as directed by the Executive Committee and Board of Directors

Section Two – First Vice President

The First Vice President:

- During the absence or disability of the President, shall possess all powers and perform the duties of the President
- In the event of resignation, removal from office or death of the President, shall possess all powers and perform the duties of that office until the Nominating Committee is able to conduct an election

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Section Three – Second Vice President

The Second Vice President:

- During the absence or disability of the President and First Vice President, shall possess all powers and perform the duties of the President or First Vice President
- In the event of resignation, removal from office or death of the President and First Vice President shall possess all powers and perform the duties of that office until the Nominating Committee is able to conduct an election

Section Four – Secretary

The Secretary:

- Shall attend and keep minutes of all regular and special Board of Directors meetings and all Executive Committee meetings and cause them to be published in the CONA Newsletter and CONA website
- Shall keep an accurate record of all names and addresses of representatives, alternates and member organizations
- Shall give due and proper notice of all meetings
- Shall conduct any functions required relating to social obligations of CONA including but not limited to sending cards or other recognition where and when appropriate
- Shall perform other such duties as may be designated by the President and the Executive Committee

Section Five – Treasurer

The Treasurer:

- Shall be responsible for all monies received by CONA, deposit funds in the name of CONA in an institution acceptable to the Executive Committee and, with the approval of the Executive Committee, pay all bills incurred by CONA on a timely basis
- Will render a statement of the condition of the finances of CONA at each Executive Committee meeting and at each meeting of the Board of Directors and at such other times as may be required
- Shall cooperate with any auditor designated by the Executive Committee
- Shall perform all duties normally associated with the Office of Treasurer

ARTICLE SEVEN: STANDING COMMITTEES

Section One – Standing Committees, General

Standing Committees are those committees of CONA with responsibilities that are ongoing from year to year. CONA's Standing Committees provide focus and emphasis for the mission and priorities of CONA.

Standing Committees report on Committee progress at each Executive Committee meeting and at each regular meeting as requested by the CONA President.

A Standing Committee may not act beyond the scope of their charter and must consult with the CONA President and the Executive Committee for concurrence before any formal agreements are made that would commit CONA members to a specific course of action.

Section Two – Standing Committees, Formation and Membership

Standing Committees are chartered by the Executive Committee and ratified by the Board of Directors. The Chairs of each Standing Committee are nominated by the Nominating Committee along with CONA officers and are elected by the Board of Directors during the annual election cycle.

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A Standing Committee Chair must be a member of an ACTIVE member organization in Good Standing but is not required to be that organization's CONA representative or alternate to be eligible for nomination or election.

The Standing Committee Chair selects the members of their Committee. Standing Committee members are chosen primarily from the membership of the Board of Directors. Upon occasion there may be a need to enlist the assistance of a non-CONA member with specific skills, knowledge, or expertise. These By-Laws thus provide for occasional Committee membership from the community at large, however, Standing Committee Chairs are encouraged to give preference to Committee participation by CONA Board members.

Section Three – Standing Committees, Enumerated

CONA's Standing Committees are:

Audit: Consists of a minimum of three members at will. The Audit Committee provides for an independent review of CONA's financial records. The current and immediate past CONA Treasurer may not be a member of the Audit Committee.

CONA Leadership: Consists of a Committee Chair and the mentors for each segment of classes. The CONA Leadership Committee provides training and guidance for neighborhood residents in marshalling resources to better the community and to expand the pool of skilled neighborhood leaders.

Court Watch: Consists of a Committee Chair and members at will. The Court Watch Committee identifies individual offenders throughout the city and monitors their disposition through the criminal justice system.

Land Development & Historic Resources: Consists of a Committee Chair and members at will. The Committee advises on Land Use Regulation, and monitors the city's preservation of historic resources.

Membership: Consists of a Committee Chair and members at will. The Committee is responsible for identifying, recruiting, and retaining CONA members.

Nominating: Consists of a Committee Chair and two members from the Board of Directors. The incoming Executive Committee at their first meeting appoints the Nominating Committee. The committee is responsible for presenting a slate of candidates to the membership at the November regular meeting and conducting the election at the December meeting. The Nominating Committee is dissolved at the end of the December meeting.

Public Safety: Consists of a Committee Chair and members at will. The Public Safety Committee monitors the crime rate and police response in the community and works with both the St. Petersburg Police Department and the Pinellas County Sheriff's office on crime awareness, prevention and prosecution.

Section Four – Standing Committee Dissolution

A Standing Committee may be dissolved by amendment of these By-Laws.

ARTICLE EIGHT: SPECIAL COMMITTEES

Section One – Special Committees, General

Special Committees are created to fill a temporary or transient need.

Special Committees report on Committee progress at each Executive Committee meeting and at each regular meeting as requested by the CONA President.

A Special Committee may not act beyond the scope of their charter and must consult with the CONA President for concurrence before any formal agreements are made that would commit CONA members to a specific course of action.

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Section Two – Special Committees, Formation and Membership

Special Committees are chartered by the CONA President, who selects the Committee Chair.

A Special Committee Chair must be a member of an ACTIVE member organization in Good Standing but is not required to be that organization's CONA representative or alternate.

The Special Committee Chair selects the members of their Committee. Special Committee members are chosen primarily from the membership of the Board of Directors. Upon occasion there may be a need to enlist the assistance of a non-CONA member with specific skills, knowledge, or expertise. These By-Laws thus provide for occasional Committee membership from the community at large, however, Special Committee Chairs are encouraged to give preference to Committee participation by CONA Board members.

Section Three – Special Committee Dissolution

A Special Committee may be dissolved by majority vote of the Executive Committee.

ARTICLE NINE: ELECTIONS

Section One – Candidate Eligibility

The Officers and Standing Committee Chairs of CONA shall be nominated and elected from among the Board of Directors. Candidates are not required to be the organization's CONA representative or alternate to be eligible for nomination or election to the Executive Committee.

A candidate may run for or occupy no more than two Executive Committee positions.

The Officer positions of CONA require specialized experience, knowledge, skills and abilities and candidates will be vetted by the Nominating Committee prior to be added to the candidate slate.

Section Two – Preparation of Election Slate

The Nominating Committee shall present their slate of candidates at the November regular meeting. Nominations shall be taken from the floor until the President closes the nominations at the end of the November meeting.

Section Three – Ballot Preparation

The CONA Secretary shall prepare the ballot taken from the vetted slate and floor nominations for the December annual meeting. The candidate slate shall then be published in the December CONA newsletter.

Section Four – Voting

The Nominating Committee shall distribute ballots to each ACTIVE member representative (or their alternate) at the beginning of the December annual meeting of the Board of Directors. The CONA 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 December meeting.

Section Five – Installation of the Executive Committee

The newly elected Executive Committee is sworn in at the beginning of the January regular meeting of the Board of Directors.

ARTICLE TEN – MEETINGS AND QUORUMS

There are four categories of meetings – Executive Committee Meetings, Board of Directors Meetings, Goal Setting Meetings, and Special Board Meetings.

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Section One – Executive Committee Meetings

Executive Committee meetings are called by the President and are held monthly.

A Quorum shall consist of a simple majority of the Executive Committee membership, less any vacant positions.

Each Executive Committee member is entitled to one vote with a limit of one (1) vote per member organization.

Absentee ballots and proxy voting are not allowed.

A majority vote at a meeting where a Quorum is present constitutes action by the Executive Committee.

Section Two – Board of Directors Meetings

Board of Directors meetings are held the third Wednesday of each month. Meetings may be rescheduled for another day within the same month with the approval of the Executive Committee and a minimum of twenty-eight days notice to the general membership. Such notice may be by voice announcement at a Board of Directors meeting or by publication in the CONA newsletter.

Board of Directors meetings shall be open to all Active and Associate members and to the community at large.

Meeting agendas will be drafted by the President in collaboration with the Executive Committee.

Members may make a request during a prior meeting, by written request prior to a meeting, or within the agenda item entitled "New Business." to add an item to the agenda.

A Quorum shall consist of one third of the total ACTIVE members.

Each ACTIVE member organization in Good Standing is entitled to one vote.

Absentee ballots and proxy voting are not allowed.

A majority vote at a meeting where a Quorum is present constitutes action by the Board of Directors.

Section Three – Goal Setting Meetings

Goal Setting meetings are held as required to set and update the direction and priorities of CONA.

Goal Setting meetings shall be open to all Active and Associate members.

A twenty-eight day advance notice of meetings is required. Such advance notice may be by voice announcement at a Board of Directors meeting or by publication in the CONA newsletter.

No Quorum is required.

Each ACTIVE member organization in Good Standing is entitled to one vote.

Notwithstanding their status as an ACTIVE member the Executive Committee members (Officers and Standing Committee Chairs) additionally each have one vote.

Absentee ballots and proxy voting are not allowed.

A majority vote at a Goal Setting Meeting constitutes action at a Goal Setting Meeting.

Section Four – Special Board Meetings

Special Board Meetings of the Board of Directors shall be held at the call of the President, by and with the consent of the majority of the Executive Committee. Special Board 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 Board Meetings shall be open to all Active and Associate members.

A Quorum shall consist of one third of the total ACTIVE members.

Each ACTIVE member organization in Good Standing is entitled to one vote.

Absentee ballots and proxy voting are not allowed.

A majority vote at a meeting where a Quorum is present constitutes action by the Board of Directors at a Special Board Meeting.

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ARTICLE ELEVEN: PARLIAMENTARY PROCEDURE

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

ARTICLE TWELVE: PUBLIC STATEMENT POLICY

Only the CONA President or the President's designee will make public statements on behalf of CONA.

When responding to public or media inquiries any position statements should first represent any positions voted on by the general membership of CONA. 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 THIRTEEN: AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended at any regular Board of Director's meeting by a two thirds vote of the Board of Directors members in attendance provided there is a Quorum. Any amendment to the By-Laws must have been submitted in writing to the entire Board of Directors at least four weeks prior to a vote. Said amendments shall take effect immediately unless otherwise specified.

ARTICLE FOURTEEN: FUND RAISING

Any fund raising shall be approved by the Executive Committee and shall not violate any city, county, state or federal statute of law. Donations may be accepted. Contributions to the CONA Leadership Fund and fees collected or expenses paid for the CONA Leadership program shall be segregated from the general CONA treasury.

ARTICLE FIFTEEN: DISSOLUTION AND DISTRIBUTION

Upon dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIXTEEN: CERTIFICATE OF ADOPTION

The By-Laws enumerated in this document from Article One to Article Fifteen were duly adopted by the Board of Directors and Executive Committee of the Council of Neighborhood Associations of South Pinellas County, Inc.(CONA) on November 19th 2008.

Certified by: _____

Conrad Weiser, Secretary
Council of Neighborhood Associations of South Pinellas County, Inc.