

**AMENDED AND RESTATED
BYLAWS
OF
HISTORIC OLD NORTHEAST NEIGHBORHOOD ASSOCIATION, INC.
Adopted by Board of Directors as of May 8, 2006**

1. DEFINITIONS

- 1.1. **Statutes.** The Association is a nonprofit Association under Florida Statutes Chapter 617 ("Statutes"), which shall take precedence over these Bylaws.
- 1.2. **Articles of Incorporation.** The Association's Articles of Incorporation as amended and on file with the Florida Secretary of State ("Articles") take precedence over these Bylaws, but are subject to the Statutes.
- 1.3. **Geographic Area.** The Association was formed for civic improvement of the area of Saint Petersburg, Pinellas County, Florida, bounded by Fifth Avenue North, Fourth Street North, Thirtieth Avenue North, and the waters of Tampa Bay and Coffee Pot Bayou ("Geographic Area").

2. MEMBERS

- 2.1. **Qualification.** Members must be natural persons over the age of eighteen (18) years who are residents or property owners in the Geographic Area.
- 2.2. **Manner of Admission.** A qualified individual becomes a Member by requesting membership and paying dues.
- 2.3. **Dues.** Members shall pay dues in such amount as the Board of Directors determines from time to time. Dues paid by one Member shall be considered payment of dues for all other Members who reside on or own the same property in the Geographic Area.
- 2.4. **Voting.** Each Member shall have one vote on matters for which Members have voting rights. A majority vote of Members present at a meeting for which there is a quorum shall constitute the voting decision of the Members. There shall be no voting by proxy. Because the Statutes require that the affairs of the Association be managed under the direction of the Board of Directors rather than the Members, the annual election of Directors is usually the only action on which Members vote.
- 2.5. **Regular Meetings.** Regular meetings of the Members shall be held on the third Monday of each month, except there shall be no regular meeting in August and December. Notice is not required for regular meetings.
- 2.6. **Annual Meeting.** The meeting of Members held every November shall be the annual meeting at which Members shall elect Directors. Notice is not required for annual meetings.
- 2.7. **Special Meeting.** A special meeting of Members may be called at any time by the President or the Board of Directors on their own determination and shall be called upon receipt of a petition signed by at least twenty-five Members in good standing requesting a special meeting. Written notice of the special meeting specifying the date, time, place and purpose of the meeting shall be deposited in the U.S. Mail to all Members at least one week before the meeting. No business other than the purpose specified in the notice of the special meeting shall be discussed or transacted at the special meeting.
- 2.8. **Place of Meeting.** Meetings of Members shall be held at such place in or near the Geographic Area as the President or Board of Directors determines.
- 2.9. **Quorum.** A quorum for a meeting of Members at which a vote is to be taken, including the annual meeting, shall be thirty (30) Members in good standing.
- 2.10. **Not Transferable.** Membership in the Association is not a property right and is not transferable.
- 2.11. **Voluntary Association.** Membership in the Association is voluntary. Property owners and residents in the Geographic Area are not obligated to be Members.
- 2.12. **Termination of Membership.** Membership terminates automatically upon death or resignation of a Member. A Member who fails to pay dues within sixty (60) days after due shall not be in good standing, and his or her membership shall automatically terminate an additional sixty (60) days thereafter.

3. BOARD OF DIRECTORS

- 3.1. **Authority.** The Statutes require that the affairs of the Association shall be managed under the direction of the Board of Directors, not the Members. The Board of Directors is vested with the management of the affairs of the Association.
- 3.2. **Qualification.** Directors must be Members of the Association.
- 3.3. **Number.** The Board of Directors shall be comprised of not fewer than three (3) nor more than fifteen (15) Directors, with the precise number being determined by the Members from time to time.
- 3.4. **Term.** The term of each Director shall be one (1) year. Each Director shall hold office for the term for which he or she was elected and until a successor has been elected and qualified.
- 3.5. **Election.** The Members shall elect the Directors annually. Nominations may be made by any Member, Director, Officer or committee of the Association.

- 3.6. **Voting.** Each Director shall have one vote on matters coming before the Board of Directors. A majority vote of Directors present at a meeting for which there is a quorum shall constitute the voting decision of the Board of Directors. There shall be no voting by proxy.
- 3.7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held on the second Monday of each month, except there shall be no regular meeting in August and December. Notice is not required for regular meetings.
- 3.8. **Annual Meeting.** The first meeting of Board of Directors held after the annual meeting of Member shall be the annual meeting of Board of Directors at which Directors shall elect Officers. Notice is not required for annual meetings.
- 3.9. **Special Meeting.** A special meeting of Board of Directors may be called at any time by the President and shall be called by the President upon receipt of written request signed by at least three (3) Directors. Written notice of the special meeting specifying the date, time, place and purpose of the meeting shall be given either personally, by phone, by first class mail, by FedEx, by fax, or by email to all Directors at least two (2) days before the meeting. Business other than the purpose specified in the notice of the special meeting may be discussed and transacted at the special meeting.
- 3.10. **Place of Meeting.** Meetings of Board of Directors shall be held at such place in or near the Geographic Area as the President or Board of Directors determines.
- 3.11. **Quorum.** A quorum for a meeting of Board of Directors at which a vote is to be taken, including the annual meeting, shall be one-third (1/3) of the Directors then in office.

4. OFFICERS

- 4.1. **Roster.** The Officers of this Association consist of President, Vice President, Secretary, Treasurer and such additional Vice Presidents and Assistant Officers as the Board of Directors elects by resolution from time to time. The President shall be the chair of the Board of Directors.
- 4.2. **Election of Officers.** Each Officer shall be elected annually by the Board of Directors at that annual meeting of Board of Directors from among the newly-elected Directors of the Association.
- 4.3. **Term.** The term of each Officer shall be one (1) year. Each Officer shall hold office for the term for which he or she was elected and until a successor has been elected and qualified.

5. NONPROFIT

- 5.1. **Nonprofit Operations.** This Association will not have or issue shares of stock. No dividend will be paid, and no part of the income or assets of this Association will be distributed to its Members, Directors, or Officers. However, the Association may contract in due course of business with Members, Officers, or Directors for services rendered.
- 5.2. **No Vested Rights.** No Member of this Association has any vested right, interest, or privilege of, in, or to the assets, functions, or affairs of the Association.

6. INDEMNIFICATION

- 6.1. **D&O Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Bylaws or applicable law.
- 6.2. **Indemnification.** The Association shall indemnify its Directors and Officers to the fullest extent possible under Florida law against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.
- 6.3. **Immunity From Civil Liability.** The provisions of Florida Statutes Section 617.0834 providing for immunity of Officers and Directors of the Association from civil liability under certain circumstances, shall apply to this Association; provided however, that said law shall not apply to the extent that it reduces the indemnification available to an Officer or Director.

7. AMENDMENT

- 7.1. As specified by the Articles of Incorporation, the Bylaws may be made, altered (amended) or rescinded in whole or in part from time to time by a majority vote of the Board of Directors at any duly called and convened meeting of the Board of Directors at which a quorum is present as long as notice of the proposed bylaws action has been mailed by the Secretary to all Directors at least ten (10) days before the meeting.
- 7.2. Bylaws are not to be approved or amended by the Members.