

CONA BY-LAWS [As amended January 2007]
Council of Neighborhood Associations of South Pinellas County, Inc.
By-Laws As amended in February 2007 to conform with Articles of
Incorporation and IRS 501(c)3 requirements.

ARTICLE ONE: NAME

The name of the corporation is the Council of Neighborhood Associations of South Pinellas County (CONA)

ARTICLE TWO: PURPOSE

Section One: The purpose of this corporation is to

- 1) unite existing neighborhood organizations dedicated to protecting, improving and promoting their area and to foster the formation of such organizations;
- 2) promote communication and cooperation between member organizations, citizens, businesses, schools, libraries, community centers, churches, community based police officers, local legislators, youth and sports groups, organizations for the handicapped and others to foster a sense of community;
- 3) provide a forum for member organizations and act as their advocate;
- 4) encourage and facilitate government action by legislative and judicial activities to the extent permitted under Sections 501(c)3 and 501 (b) Reg. 3033.0207 of the Internal Revenue Service Code;
- 5) provide charitable assistance to members and non-members within our community; provide for the advancement of charity or other related charitable purposes by the distribution of its funds for such purposes.

Section Two: Not for Profit

Notwithstanding any other provisions of these articles, the corporation shall not carry 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE THREE: MEMBERSHIP AND AREA

Membership shall consist of ACTIVE and ASSOCIATE member organizations as defined below. ACTIVE member organization representatives to CONA constitute the voting membership of the CONA Board of Directors. Membership shall be drawn from and eligibility

limited to the existing legal boundaries of the city limits of the City of St. Petersburg.

Section One: ACTIVE member organizations are those that meet the following criteria:

- a) The organization represents a defined area.
- b) Membership in the organization is open to all residents of the defined area.
- c) The stated goals of the organization include promoting a sense of community and addressing issues of public concern.
- d) The member organizations' CONA dues are paid.

An ACTIVE member organization that does not send a representative to three consecutive board meetings (without excuse) will become an ASSOCIATE member (non-voting) until their eligibility is restored by the Board of Directors.

Section Two: ASSOCIATE member organizations support the objectives of CONA but do not meet the eligibility requirements of an ACTIVE member organization. ASSOCIATE member representative are able to serve on the Board of Directors but are not able to vote or to serve on the Executive Board.

Section Three: Application for Member Organization Requirements and Review

All organizations applying for membership must complete a CONA application, attach a copy of their by-laws and include a check in the amount of CONA's annual dues. The application for membership will be reviewed by the Executive Board at the next Executive Board meeting, is subject to approval by a majority vote of the Executive Board members present and ratification by a vote of the Board of Directors.

ARTICLE FOUR: MEETINGS

1. CONA Board of Directors regular meetings are held the third Wednesday of each month. Executive Board meetings are to be called monthly by the President.
2. A Quorum shall consist of one third of the total ACTIVE members. A majority vote at a meeting where a Quorum is present constitutes action by the Board.
3. Each ACTIVE member organization is entitled to one vote and each Executive Board member is entitled to one vote.

4. Each member organization shall provide, in writing, the name of a representative and one alternate representative from their organization.
5. Special Meetings of the CONA Board of Directors shall be held at the call of the President, by and with the consent of the majority of the Board of Directors. Special Meetings may be held at the request of at least fifteen members of the Board of Directors made, in writing, to the President with at least ten days notice.

ARTICLE FIVE: FISCAL YEAR AND DUES

1. CONA's fiscal year will be the calendar year. Dues established by the Executive Board and approved by the majority of Board of Directors will be due and payable on January 1st. Any ACTIVE member organization with delinquent dues on March 1st will be denied voting privileges until their dues have been paid.
2. The Executive Board will act as the Audit Committee to review the year's financial records and report to the Board of Directors at the February meeting.

ARTICLE SIX: EXECUTIVE BOARD

Section One: Function

The Executive Board shall deliberate and decide upon all matters referred to it relating to the general welfare of CONA, the Board of Directors and member organizations which are not specifically covered by the By-laws. The Executive Board shall exercise full governmental jurisdiction over all CONA affairs and allied subjects. All actions taken by the Executive Board are to be reported to the Board of Directors at the next regular meeting following the action.

Section Two: Qualification

The Executive Board shall be nominated and elected from among the ACTIVE member neighborhood associations of the Board of Directors of CONA. They must be members in good standing of an ACTIVE member organization but are not required to be that organization's CONA representative or alternate to be eligible for nomination or election. No person employed by or who have become a candidate for or elected or appointed to a position in city, county, state or federal government shall be eligible to serve on the Executive Board of CONA.

Section Three: Number

The Executive Board shall consist of the five Officers of CONA; President, 1st Vice President, Second Vice President, Secretary and Treasurer as well as the Editor of the CONA Newsletter and the Chairs of

CONA's Standing Committees; CONA Leadership, Court Watch, Audit and Public Safety. The immediate past president of CONA will serve in an advisory capacity (non-voting)

Section Four: Elections

Elections for the Executive Board will be held each year at the December regular meeting after a slate of candidates has been presented to the Board of Directors at the November regular meeting.

Section Five: Term

The term of office for each of the Executive Board shall be one year beginning January 1st. Each elected member of the Executive Board 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 Board Member who fails to attend two consecutive meetings without an excused absence from the President and/or the Executive Board shall be deemed to have resigned.

Section Six: Vacancies

Except for the Office of the President, any vacancy occurring in the Executive Board 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. A vacancy in the Office of President will be filled by the 1st Vice President until the next annual election.

Section Seven: Removal of an Executive Board Member

The Executive Board may, for just cause, request the resignation of a member of the Executive Board. If such resignation is not provided, 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. Ten days notice to the affected member and the Executive Board of any such action shall be required.

ARTICLE SEVEN: OFFICER DUTIES

Section One: The duties and powers of the President are

- 1) Preside at all CONA meetings.
- 2) Act as Chairperson for the Executive Board.
- 3) Enforce the provisions of the By-laws.
- 4) Appoint Special Committees with the approval of the Executive Board.

- 5) Be an ex-officio member of all committees except the Nominating Committee.
- 6) The President 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 Board.

Section Two: The duties and powers of the 1st Vice President are

- 1) During the absence or disability of the President, shall possess all powers and perform the duties of the President.
- 2) 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.

Section Three: The duties and powers of the 2nd Vice President are

- 1) During the absence or disability of the President and 1st Vice President, shall possess all powers and perform the duties of the President or 1st Vice President.
- 2) In the event of resignation, removal from office or death of the President and 1st 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: The duties and powers of the Secretary are

- 1) Shall attend and keep minutes of all regular and special Board of Directors meetings and all Executive Board meetings and cause them to be published in the CONA Newsletter and CONA website.
- 2) Shall keep an accurate record of all names and addresses of representatives, alternates and member organizations.
- 3) Shall give due and proper notice of all meetings.
- 4) 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.
- 5) Shall perform other such duties as may be designated by the President and the Executive Board.

Section Five: The duties and powers of the Treasurer are

- 1) Shall be responsible for all monies received by CONA, deposit funds in the name of CONA in an institution acceptable to the Executive Board and, with the approval of the Executive Board, pay all bills incurred by CONA on a timely basis.

- 2) Render a statement of the condition of the finances of CONA at each regular meeting of the Board of Directors and at such times as may be required.
- 3) Prepare and render a full financial statement for the fiscal year at the December annual meeting and/or cooperate with any auditor hired by the Executive Board to prepare such financial statement.
- 4) Do and perform all duties pertaining to the Office of Treasurer.

ARTICLE EIGHT: STANDING COMMITTEES

Standing Committees are those committees of CONA with responsibilities that are ongoing from year to year.

Section One: Committee Composition

- 1) CONA Leadership: consists of a Committee Chair and mentors for each segment of classes.
- 2) Court Watch: consists of a Committee Chair and members at will from the membership of the Board of Directors and the community.
- 3) Audit: consists of a minimum of three members. The CONA Treasurer may not be a member of the Audit Committee.
- 4) Public Safety: consists of a Committee Chair and members at will from the membership of the Board of Directors.

Section Two: Committee Responsibility

- 1) CONA Leadership: to provide training and guidance for neighborhood residents in marshalling resources to better the community and to expand the pool of skilled neighborhood leaders.
- 2) Court Watch: To identify criminal offenders throughout the city and monitor their disposition through the criminal justice system.
- 3) Audit: to act as an independent review of the organization's financial records.
- 4) Public Safety: to monitor the crime rate and police response in the community and to work with both the St. Petersburg Police Department and the Pinellas County Sheriff's office on crime prevention and prosecution.

Section Three: Committee Chair Powers and Qualifications

The Chairs of each Standing Committee are nominated by the Nominating Committee along with CONA officers, are elected by the Board of Directors and control the membership of their committees. They report on their activities to the Executive Board and the Board of Directors and are full voting members of the Executive Board. They must be members in good standing of an ACTIVE member organization but are not required to be that organization's CONA representative or alternate to be eligible for nomination or election.

Section Three: Committee Chair Duties

1) CONA Leadership: to provide continuity in the program from year to year; to work with the CONA Treasurer to be sure all funds are collected and all debts are promptly and fully paid; to provide a full accounting of each year's income and expenditures to the Executive Board; to provide graduation records of each year's classes to the CONA Secretary.

2) Court Watch: to monitor hearings and trials of accused criminals and to advise the Executive Board on trends or concerns.

3) Audit: meets to review the organizations financial records at least twice per year and issues a report to the membership after each such review.

4) Public Safety: to provide the policing authorities with input gathered from the Board of Directors and approved by the Executive Board; to actively work with policing agencies to reduce crime and it's impact on the community.

ARTICLE NINE: SPECIAL COMMITTEES

Special Committees are created to fill a temporary need. Members are appointed by the CONA President and elect their chair themselves. They report on their progress at each regular meeting as needed and to the CONA President. They may not act beyond the scope given them by the CONA President and must consult with the CONA President and the Board of Directors before any actions are taken or agreements are made.

ARTICLE TEN: NOMINATIONS

Section One: Nominating Committee

The Nominating Committee is comprised of three members and is appointed by the CONA President at the January regular meeting. The committee is responsible for presenting a slate of candidates to the membership at the November regular meeting, is responsible for conducting the election at the December meeting and is dissolved at the end of that meeting.

Section Two: Candidate Eligibility

Candidates for office on the CONA Executive Board must be members in good standing of member organizations but do not need to be that organization's CONA representative or alternate. The Officer positions of Secretary and Treasurer require specialized knowledge or abilities and the Standing Committee Chairs must have been active members of those committees for at least three years prior to seeking the Chairmanship.

Section Three: Nomination Timetable

- 1) The Nominating Committee must announce their slate of candidate at the November regular meeting and cause their slate to be published in the December edition of the CONA Newsletter.
- 2) Nominations from the floor are accepted at the November regular meeting.
- 3) Nominations are closed at the end of the November regular meeting and a final slate of candidates is prepared by the CONA Secretary for the election at the December annual meeting.

ARTICLE ELEVEN: ELECTIONS

Section One: Election Slate

The Nominating Committee presents their slate of candidates at the November regular meeting. Nominations are taken from the floor until the President closes the Nominations.

Section Two: Ballot Preparation

The CONA Secretary prepares a ballot taken from the slate and floor nominations to be used at the December annual meeting.

Section Three: Voting

The Nominating Committee distributes the ballots the CONA Secretary has drawn to each voting representative of the Board of Directors and the Executive Board at the beginning of the December annual meeting. The CONA President calls the vote from the floor, the Nominating Committee then collects all ballots, tabulates the results and announces them before the end of the annual meeting.

Section Four: Installation of the Executive Board

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

ARTICLE TWELVE: PARLIAMENTARY AUTHORITY

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 THIRTEEN: PUBLIC POLICY

Only the CONA President or the President's designee will make public statements on behalf of CONA. While the President may respond to press inquiries, statements should reflect the diverse opinions within the organization.

ARTICLE FOURTEEN: 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 FIFTEEN: FUND RAISING

Any fund raising shall be approved by the Executive Board and shall not violate any city, county, state or federal statute of law. Donations shall be accepted.

ARTICLE SIXTEEN: DISSOLUTION AND DISTRIBUTION

Upon dissolution of the corporation, the Executive Board 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, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501©3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board 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 SEVENTEEN: CERTIFICATE OF ADOPTION

The By-laws enumerated in this document from Article One to Article Sixteen were duly adopted by the Board of Directors and Executive Board of the Council of Neighborhood Associations of South Pinellas County (CONA) on, March 21, 2007.

Certified by: Conrad Weiser, Secretary