



BYLAWS OF OSNA, Inc.

*Old Southeast Neighborhood Association Encourages Participation
from Everyone in our Diverse Community*

The Old Southeast Neighborhood Association is committed to being an inclusive organization that reflects the diversity of this community. All residents are welcome to join the Association and contribute toward its vision, strategies, organization, and events. OSNA is stronger and better able to fulfil its purposes when well informed of the community's interests and concerns, and is more representative when it requests, receives, and respects input from all neighbors irrespective of identity.

ARTICLE I: NAME

The name of the organization is OSNA Inc, dba Old Southeast Neighborhood Association.

ARTICLE II: BOUNDARY

The neighborhood boundaries are defined as shown in the attached map from the City of St. Petersburg.

ARTICLE III: LEGAL STATUS OF OSNA INC.

The OSNA is a not-for-profit corporation established through submission of Articles of Incorporation to and approval by the Florida Department of State, effective 02/01/2006. The Association has a fiduciary responsibility to maintain proper and current books on its financial matters.

ARTICLE IV: PURPOSE

The purpose of OSNA is to:

1. Unite neighbors in an association dedicated to improving the area known as The Old Southeast;
2. Promote community pride, communication and cooperation between neighbors and other neighborhood associations;
3. Act as a representative voice for neighbors before local municipalities and their departments;
4. Provide a forum for addressing issues that affect the neighborhood or are raised by members.

ARTICLE V: MEMBERSHIP

1. All persons or organizations applying for membership must complete an OSNA application. The Board of Directors reserves the right to review membership eligibility.
2. All persons or organizations applying for membership must provide payment in the amount of OSNA's annual dues.



3. Persons are eligible for membership if they meet the following criteria:
 - a) are resident in The Old Southeast neighborhood (as defined in these Bylaws);
 - b) are at least 18 years old;
 - c) are a non-resident owner of residential property in Old Southeast.
4. Active members are defined as those in good standing, a status attained through being current with annual dues. A member who is delinquent regarding payment of annual dues is not considered an active member and is therefore denied voting rights and may not serve on the Board of Directors.
5. Members may resign from the Association by submitting their resignation in writing to the Secretary. Any member who is delinquent for two consecutive annual payments is considered to have resigned and will be removed from the membership roll.
6. Rights and opportunities of Active Membership
 - a. Voting on nominations for Board of Directors
 - b. Voting on issues brought before OSNA Membership Meetings
 - c. Contribution to discussion on matters concerning The Old Southeast neighborhood
 - d. Stand for election to Board of Directors
 - e. Contribute to community events
 - f. Attend Community meetings organized by OSNA
 - g. Payment of membership dues
7. Persons or organizations are eligible for Associate membership if they:
 - a. are a non-resident of Old Southeast that endorses the purposes of OSNA; or
 - b. are a business located in The Old Southeast neighborhood.
8. Associate members may attend Membership and Community meetings but are not eligible to vote at Membership meetings nor serve on the Board of Directors.

ARTICLE VI: MEETINGS

Section A: Board of Directors' Meetings

1. OSNA Board of Directors meetings are held monthly, as determined at the first meeting of the year of the Board of Directors. The Board of Directors has the option to cancel a meeting if no pressing business is pending.
2. Board of Directors' members will be informed of the agenda at least three days before the meeting.
3. A quorum for a Board of Directors' meeting will be a majority of the current Board of Directors members.
4. The President or presiding officer will determine if a quorum is present at the beginning of the meeting.
5. If, during the meeting, it is noticed that a quorum no longer exists, the President should be made aware and no voting on business may take place subsequently.



6. There will be no proxy votes allowed at Board of Directors' meetings.
7. The standing agenda for Board of Directors' meetings is: -
 - Reading and Approval of Minutes
 - Reports of Officers and Standing Committees
 - Reports of Special (Select or Ad Hoc) Committees
 - Special Orders
 - Unfinished Business and General Orders
 - New Business
8. A motion is carried if a majority of the Board of Directors' members in attendance, subject to the meeting being quorate, approve.
9. If action by the Board of Directors is necessary between meetings of the Board of Directors, this may be undertaken with the consent of the majority of the Board of Directors, documented in writing and signed by the Secretary or designee, and filed in the minutes of proceedings of the Board of Directors.

Section B: OSNA Membership Meetings

1. OSNA Membership Meetings are determined at the discretion of the Board of Directors.
2. An Annual Membership Meeting (AMM) will be held in November of each year.
3. OSNA Membership Meetings are only open to Active Members of OSNA.
4. Active members of OSNA will be informed of the date, time and venue of Membership Meetings at least three weeks in advance.
5. A Quorum will be one third of the total active members on the roll. Should a vote be planned or take place the Secretary will determine whether a quorum is present.
6. The purpose of the Membership Meeting is to:
 - inform the members of deliberations and actions by the Board of Directors
 - seek input from members on matters of interest.
7. Each Active member is entitled to one vote.
8. A majority vote at a Membership Meeting where a quorum is present constitutes instruction, guidance or action by the Board of Directors.
9. There will be no proxy votes allowed at Membership Meetings.

Section C: OSE Community Meetings

1. OSE Community Meetings are held at least quarterly, with the date and time determined at the discretion of the Board of Directors. Community Meetings may be scheduled concurrently or sequentially with a Membership Meeting to facilitate organization and arrangements, depending upon whether there are matters requiring a vote of the active membership on the agenda of a Membership Meeting.
2. OSE Community meetings are open to active and associate members and residents of Old Southeast.



3. Active and associate members and residents of Old Southeast will be informed of the date, time and venue of OSE Community Meetings at least three weeks in advance.
4. The purpose of the OSE Community Meeting is to:
 - inform the residents of Old Southeast of the activities of the Association;
 - seek community input;
 - foster community spirit through social and neighborhood events open to members and Old Southeast residents.

ARTICLE VII: FISCAL YEAR AND DUES

1. OSNA's fiscal year shall be the calendar year.
2. Membership dues established the Board of Directors will be due by 15th January. Members will be denied active status and voting privileges until their dues are paid.
3. New members pay dues at time of joining.
4. An audit committee of at least two active members (the Treasurer is not eligible) will be established at the last meeting of the Board of Directors prior to the Association's AMM to review the year's financial records and report to the Board of Directors no later than the following March Board of Directors' meeting.
5. Upon payment of dues Members will receive a year-specific membership package including an active member voter card for that year.

ARTICLE VIII: OFFICERS AND BOARD of DIRECTORS

1. The Board of Directors of OSNA is the designated representation for both Active and Associate Members and shall consist of no fewer than seven persons and no more than 13 persons.
2. The Board of Directors will collectively constitute the internal policy-making body of the Association.
3. Board of Directors' members are elected annually to fill any open positions for the upcoming year at the Annual Membership Meeting in November.
4. Board of Directors' members shall serve a term of two consecutive years and are eligible to stand for a further term after completing a two-year term.
5. The Officers of OSNA shall be a President, a Vice President, a Secretary, and a Treasurer. They must be active members of OSNA, have been elected to the Board of Directors and are selected annually from within the members of the Board of Directors at a meeting of the newly composed Board of Directors following the Annual Membership Meeting. Officers serve for a period of one year. Should an officer retire or resign mid-term, a replacement will be selected from the Board of Directors' membership by the Board of Directors to fill the unexpired term, in which case they will serve until the next election.
6. The officers are authorized to transact the business of the organization and fulfill any duties required by the State of Florida. All action taken by the Officers shall be reported at the next Board of Directors' meeting and the next Membership Meeting.



7. Any member of the Board of Directors who fails to attend two consecutive Board of Directors' meetings without excused absence from one of the Officers, shall be deemed to have resigned their office.
8. All conduct by Officers and Board of Directors and Committees, including language and actions, at meetings shall be considerate, respectful and professional. It shall be understood that differences of opinion will exist, and such differences should be expressed in a clear, business-like and respectful manner.
9. A member of the Board of Directors may be removed from office for cause by a majority vote of the Board of Directors, voting by written ballot, at a regular or special meeting called for such action. Five days' written notice to the affected officer and the Board of Directors of any such action shall be required. Cause includes, but is not limited to, conduct as defined in Article VIII, paragraph 7, breach of conduct as defined in Article VIII, paragraph 8, failure to carry out the responsibilities of the position, a conflict of interest that is not or cannot be reconciled. The Board of Directors may vote to immediately dismiss a member if the member is arrested for a misdemeanor or a felony. The resignation of the affected member of the Board of Directors may be accepted in lieu of a vote. The President may appoint a replacement to complete the dismissed or resigning member's term, subject to the approval of the Board of Directors.

10. Calendar of events

The operational year is from January to December.

- a. October Board of Directors' meeting establishes Nomination Committee to oversee nominations and election for open (or to be open) Board of Directors seat(s) for the upcoming year; membership dues for new year set.
- b. November Annual Membership Meeting (agenda: elections, Officers' annual reports, committee reports, vote on continued membership in CONA).
- c. January 1st: Newly elected Officers and Board of Directors take up positions.
- d. January Board of Directors' Meeting: schedule Membership and Community Meetings for year.

ARTICLE IX: NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

1. A nominating committee comprised of at least three active members will be appointed by the President, and will present a ballot of candidates for membership to the Board of Directors to the President one (1) month before the Annual Membership Meeting (after first ascertaining if the nominees would accept if elected).
2. Additional nominations for Board of Directors will be accepted from the floor at the Annual Membership Meeting, and nominations will then be closed. The nominating committee will conduct the election for Board of Directors members during this meeting.
3. When there are more nominations than vacant positions on the Board of Directors, members will be provided with a ballot form listing all candidates. Members may vote as many candidates as there are vacant positions (or fewer) for the Board of Directors. Candidates with the highest number of votes will be elected.
4. Board of Directors members shall serve a term of two consecutive years.



ARTICLE X: SELECTION OF OFFICERS

1. The Officers shall be selected at a quorate meeting of the Board of Directors by a majority vote between the November AMM and 31st December.
2. Officers shall serve a term of one year.
3. An OSNA Board of Directors member may serve up to four consecutive one-year terms as an Officer in the same position, conditional on being re-elected to the Board of Directors after completion of his/her two-year term for Board of Directors' members.

ARTICLE XI: DUTIES OF OFFICERS

1. The President shall preside at all OSNA meetings where possible. In so doing, the President or designated officer shall rule upon all questions of order, enforce the provisions of the charter and the Bylaws, and generally supervise OSNA business at the direction of the Board.
2. The President shall be an "ex officio" member of all committees, with the exception of the nominating committee, but may not chair any committee.
3. The Vice President shall actively assist the President in the supervision of OSNA business and will preside in the absence of the President. In the event the President is unable to complete his/her term of office, the Vice President shall automatically succeed to the office of President for the balance of the unexpired term.
4. The Secretary shall attend OSNA meetings and will keep an accurate and complete record of all proceedings. The previous month's minutes along with attendance lists will be submitted at each Board of Directors' Meeting.
5. The Treasurer shall be the custodian of all OSNA funds, shall keep complete records of all receipts and disbursements, and shall present a written report at each Board Meeting. The Treasurer shall make no expenditure of funds except by and with the knowledge of the President and/or the Board of Directors. All checks exceeding \$150.00 shall be approved by any of the other Officers. The books shall be audited annually or at the request of the Board of Directors.
6. The Officers shall be responsible for ensuring that the Association is in compliance with City of St. Petersburg, Florida State and Federal administrative and taxation regulations.
7. All records in the possession of OSNA Officers are the property of OSNA and must be turned over in their entirety to their successors within two weeks of their installation.

ARTICLE XII: COMMITTEES

1. Standing Committees shall be appointed as necessary, and such appointments will be subject to approval by the Board of Directors.
2. Standing Committees are those committees of OSNA with responsibilities that are ongoing from year to year. Standing committees shall be created and dissolved by the Board of Directors. Standing committee chairpersons shall be appointed by the



President and confirmed by the Board of Directors.

3. Special Committees are created to fill a temporary or transient need. Special committees shall be created and dissolved by the President. Their purpose and duties shall be outlined by the President and confirmed by the Board of Directors. The Special Committee will agree a chairperson from within its members.
4. Committee Reports: The chairperson of all committees shall submit reports for each committee meeting to include if applicable, its request for and use of funds, in writing to the Secretary. The Secretary is hereby authorized to edit the reports and submit them at Board of Directors' meetings and OSNA Membership Meetings, as appropriate.
5. Committee Activities: A committee shall not engage in any activity in the name of OSNA that is contrary to the goals or stated purpose of OSNA (Section IV: Purpose).
6. Committee Funding: A committee may receive funding from the Association's funds as approved by the Board of Directors.
7. Committee Goals/Purposes: The goals and purposes of the Committee shall be drafted by the Committee, based upon the direction of the Board of Directors and approved by the Board of Directors.

ARTICLE XIII: COUNCIL OF NEIGHBORHOOD ASSOCIATIONS (CONA)

The Vice President or any member of the Board of Directors who is appointed by the President and approved by the Board of Directors shall represent OSNA at CONA meetings. The Board of Directors shall vote annually to continue its membership and participation in CONA. No person shall be appointed as a delegate to CONA who has an elective office in Federal, State, County, or City Government, or who is an announced candidate for election to any office in any of the above-named governments.

ARTICLE XIV: FUNDRAISING ACTIVITIES

1. Fundraising: Any fundraising activity or endeavor shall be approved by the Board of Directors and shall not violate any city, county, state, or federal statute or law.
2. Donations: Donations may be accepted for the benefit of OSNA.
3. Special Donations or Bequests: Should a special donation or bequest become available to OSNA, the Board of Directors shall be responsible for the management and allocation of such funds in accordance with the wishes of the benefactor and the stated goals of OSNA.

ARTICLE XV: RULES OF PROCEDURE

Where not otherwise provided herein, all proceedings shall be governed by Robert's Rules of Order Newly Revised, latest edition.



ARTICLE XVI: AMENDING PROCEDURE

1. These bylaws may be amended at any Board of Directors' meeting that is quorate by a two-thirds vote of the members in attendance provided the amendments have been submitted in writing to the entire Board of Directors at least four weeks in advance.
2. Said Amendments shall take effect immediately unless otherwise specified.

Approved unanimously by the Board of Directors at the November 21, 2019 Board meeting.
Updated at the Board of Directors meeting September 24, 2020.

President:

A handwritten signature in cursive script, appearing to read "William J. Jaff".

Secretary:

A handwritten signature in cursive script, appearing to read "Kellie Colasurdo".
Kellie Colasurdo

