

ARTICLE I

NAME AND BOUNDARIES

The name of this organization shall be Laurel Park, Inc. (hereinafter "Association"), a Florida not-for-profit corporation. The principal office of the Association shall be located within the Laurel Park neighborhood as designated by the Board of Directors.

For the purposes of this Association, the boundaries of Laurel Park shall be:

Properties to the South of Morrill Street
Properties to the North of Alderman Street/Brother Geenen Way
Properties to the East of Rawls Avenue
Properties to the West of Julia Place/Lafayette Court

ARTICLE II

NATURE AND PURPOSE

The nature and purpose of the Association shall be:

- A. To protect the residential and historic integrity of the neighborhood.
- B. To serve as a liaison between the neighborhood and governmental agencies.
- C. To promote communication and encourage participation within the neighborhood and with other neighborhoods.
- D. To promote and encourage the safety, improvement, beautification and general quality of life in the neighborhood.

ARTICLE III

MEETINGS OF MEMBERS AND VOTING RIGHTS

A. MEMBERSHIP. Membership in the Association is available to any person who lives within the defined boundaries of the Association or who owns property within those boundaries. Individuals who desire to become members shall be required to fill out a registration form to demonstrate eligibility for membership. Registration must be renewed each year to verify continued eligibility. While a membership fee shall not be required, the Association may set an annual suggested minimum contribution for members.

B. GENERAL MEETINGS. General meetings of the Association shall be held twice each year or more often at a time and place to be designated by the Board of Directors. In the event the regular date for the meeting falls on a legal holiday, such meeting shall be held at the same time on the next weekday which is not a legal holiday.

C. VOTING RIGHTS. Each registered member age 18 or over shall be entitled to vote on each matter brought before the Association at general or special meetings. Absentee ballots will be accepted for LPNA board member elections provided that (1) the absentee ballot is received three days prior to the election (2) the ballot contains name, address, phone number, and signature of that member. Absentee ballots that do not comply with the above regulations will be discarded. Proxy voting shall not be allowed. The membership will be advised of the availability of absentee ballots through a letter accompanying the annual membership drive. Members will be responsible for obtaining their absentee ballots via the LPNA website, by email, or by contacting a member of the nominating committee. In order to be counted, the absentee ballot must be received at least 3 days prior to the election.

D. FRIENDS OF LAUREL PARK: An individual or business which does not qualify for membership may become a Friend of Laurel Park by making a donation to the LPNA. The minimum amount of this donation shall be established by the LPNA Board of Directors and may change from time to time. Friends of Laurel Park members do not have voting rights, but they are entitled to receive the LPNA newsletter, e-mail updates and any other general distribution notices, and they have the right to attend all LPNA events.

ARTICLE IV

BOARD OF DIRECTORS

A. **ELIGIBILITY.** Any registered member shall be eligible to serve on the Board of Directors.

B. **NUMBERS.** The affairs of the Association shall be managed by a Board of between five (5) and nine (9) Directors who shall be elected by the members.

C. **NOMINATION PROCESS.** The Board of Directors shall appoint a Nominating Committee consisting of a minimum of three (3) members of the Association, including one current Director.

The committee will be responsible for: (1) presenting a slate of eligible candidates selected from the general membership to the Board of Directors for inclusion in the printed ballots thirty days prior to the election, (2) creating a nomination form that will be completed by all members desiring to participate as board members, and (3) making absentee ballots available to members who request one. In addition, the Board of Directors shall post a public notice of the nomination period and procedure for interested candidates to request inclusion on the written ballot at the notice board in Laurel Park, on the LPNA web site, and in the annual membership letter. The deadline for the Nominating Committee to receive a request for an absentee ballot will be fourteen days prior to the election. On the day of the election, a member may request or be nominated for a seat on the Board of Directors. These candidates will not be included on the written ballot and cannot be included on the absentee ballot.

D. **ELECTION.** The election shall be held in February of even numbered years. Candidates receiving the greatest number of votes shall be elected to the Board of Directors. Up to eight (8) Directors may be elected. The ninth seat will be occupied automatically by the Immediate Past President.

E. **DIRECTORS TERMS.** The term of office for all elected Directors shall be two (2) years. The term of office is to begin in March following the election and shall expire in February following the next election for the position.

F. **VACANCIES.** Vacancies on the Board may be filled by appointment by the majority of the Board. The Director appointed to such vacancy shall serve until the next general election. Should the Board not fill a vacancy within thirty (30) days, a member may fill the available seat by presenting a petition signed by fifty (50) members.

G. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at least six (6) times per year at such place and hour as may be fixed from time to time by resolution of the Board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next week day which is not a legal holiday.

H. **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by a majority of Directors after at least twenty-four (24) hours notice to each Director. In addition, the Board must hold a special meeting if a petition signed by at least fifty (50) members requesting a special meeting is submitted. Notice of the special meeting must be posted for at least three (3) days prior to the meeting. The agenda of a meeting called by petition shall be limited to the specific items listed in the petition.

I. **ACTION TAKEN WITHOUT A MEETING.** The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Written approval includes a letter or an email and any actions agreed upon in this manner will be summarized in the minutes of the next regular board meeting.

J. **QUORUM.** A majority of the Directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of Directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

K. **POWERS.** The Board of Directors shall have the authority to exercise on behalf of the Association all powers, duties and authority vested in it by the State of Florida.

L. **PARLIAMENTARY AUTHORITY.** When not inconsistent with these bylaws, Robert's Rule of Order Newly Revised shall be the parliamentary authority for all matters of Procedure. These rules may be suspended at any meeting by a majority vote.

M. **RESIGNATION.** Any Director wishing to resign his or her position shall submit a resignation to the President in writing. In the case of a resigning President, said resignation shall be made to the Vice President in writing. The resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

N. **POLITICAL OFFICE.** Any Director seeking political office shall resign his or her position upon formal declaration of candidacy.

O. REMOVAL FROM OFFICE. Any Director may be removed from the Board by a majority vote of the Board of Directors. In addition, removal of a Director may be accomplished in the following manner: (1) at any time, a member may present a petition signed by at least fifty (50) members, which requests removal of a particular Director, (2) the request will be placed on the agenda for the next general meeting of the Association, which shall be scheduled within 30 days, and (3) the proposed removal shall be enacted if it receives a two-thirds (2/3) majority vote of the members present at that general meeting.

P. COMPENSATION. No Director shall receive salary or compensation, in any way, for serving on the Board of Directors. However, any Director may be reimbursed for his or her actual expenses incurred with the performance of his or her duties.

ARTICLE V

OFFICERS AND THEIR DUTIES

A. ENUMERATION OF OFFICES. The Officers of the Association shall be members of the Board of Directors and shall include the following offices: President, Vice President, Immediate Past President, Secretary, and Treasurer.

B. ELECTION OF OFFICERS. The Board of Directors shall elect Officers at the first meeting of the Board of Directors following the February election.

C. TERM. Each Officer shall hold office for a term of two (2) years unless he or she shall sooner resign, be removed, or otherwise be disqualified to serve.

D. DUTIES OF OFFICERS.

1. President: The President shall be the Chief Officer and spokesperson of the Association and the Chairman of the Board of Directors. The duties of the President shall be to perform the following and all other powers given by the Board of Directors.

- a. Serve as a member of the Board of Directors of the Association.
- b. Preside over all meetings of the Board of Directors and general meetings.
- c. Coordinate all meetings for the Association, including providing notification of meetings.
- d. Appoint all committees and their Chairpersons, and serve as ex-officio member of all committees.

2. Vice President: The Vice President shall:

- a. Serve as a member of the Board of Directors of the Association.
- b. Perform all duties assigned to the President during the absence or temporary disability of the President.
- c. Carry out all special assignments by the President or the Board of Directors.

3. Immediate Past President: The Immediate Past President shall:

- a. Serve as a member of the Board of Directors of the Association.
- b. Serve as advisor to the President.

4. Secretary: The Secretary shall:

- a. Serve as a member of the Board of Directors of the Association.
- b. Maintain an accurate list of all registered members of the Association.
- c. Maintain a file of incoming and outgoing correspondence.
- d. Take and prepare the minutes of all Board of Directors and general meetings.
- d. Make the minutes available to any member of the Association within 48 hours upon written request.

5. Treasurer: The Treasurer shall:

- a. Serve as a member of the Board of Directors of the Association.
- b. Sign all checks, drafts, or other negotiable instruments.
- c. Pay all expenses of the Association.
- d. Prepare all financial reports of the Association as may be required for the Board of Directors, membership or government authority.
- e. Propose a budget each fiscal year at least thirty (30) days before the next fiscal year and present it to the Board of Directors.
- f. File all reports and forms of the Association.
- g. Prepare a report of accounting for each Board meeting.

E. SUCCESSION. All Officers can serve an unlimited number of terms.

G. SPECIAL APPOINTMENTS. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

ARTICLE VI

PROHIBITED ACTIVITIES

No part of the earnings of the Association shall inure to the benefit of any Director, Officer, or Member of the Association or any private individual. The Association shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII

COMMITTEES

The Board of Directors shall appoint a Nominating Committee, as provided in these BYLAWS. In addition, the Board of Directors may appoint other committees as deemed appropriate to assist with furthering its goals.

All committees shall contain at least one Director who shall act as liaison between the committee and the Board of Directors. Committees shall not have independent authority to act on behalf of the Association without approval of the Board of Directors.

ARTICLE VIII

DISCLAIMERS

No member or group of members shall act on behalf of, or in the name of the Association except when authorized by the President and/or Board of Directors. Any action so taken, contrary to the provisions hereof, shall be deemed void and not binding to this Association, and shall not be construed to be the official act of this Association. No person shall endorse any product in the name of the Association.

This Association shall be non-profit and non-partisan.

This Association shall not make endorsements of any political issue unless said issue concerns matters related to the furtherance of the Association's stated goals. No such endorsement will be made unless authorized by the Board of Directors.

ARTICLE IX

AMENDMENTS

These BYLAWS may be amended by a two-thirds (2/3) vote of the Directors present and voting at any regular or special meeting.

Ten (10) days written notice of a BYLAWS change shall be given to each member of the Board before any change is acted upon.

ARTICLE X

CERTIFICATION

An instrument signed by any executive officer of the Association, and attested by the Secretary of the Association, under the Association's seal, is conclusive evidence that any required approval has been obtained as to the persons without actual knowledge to the contrary.

This document was modified March 14, 2011

This document was last modified July 29, 2007.

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