

**BYLAWS of the
WEST PALM BEACH DOWNTOWN NEIGHBORHOOD ASSOCIATION
Amendment 1 – April 2, 2013**

Article I: PURPOSE

The West Palm Beach Downtown Neighborhood Association, Inc., hereafter called DNA, is a non-profit educational organization serving the residents of the City of West Palm Beach and Palm Beach County, Florida. DNA shall sponsor and support lectures, public forums, workshops, discussions, research, publications, special programs, and other activities to educate residents, government officials, and other organizations on public issues such as the unique character of the DNA neighborhood, public safety, neighborhood concerns, and government operation and services.

DNA shall hold regular meetings and publish a newsletter to keep Members informed about historic preservation and other issues that affect their homes, the neighborhood, and the community.

DNA shall cooperate, as far as possible, with the City of West Palm Beach and other organizations to help convey important information to Members.

DNA, as far as possible, shall help Members to inform the City of West Palm Beach and other organizations about Members' needs, concerns, and opinions.

DNA shall operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

No part of the net earnings of the DNA shall inure to the benefits of or be distributed to its Members, Directors, Officers, or other private persons, except that DNA, with Board approval, shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions to further the purpose set forth in the Bylaws.

No substantial part of the activities of DNA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and DNA 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.

The purposes for which DNA is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Notwithstanding any other provision of these articles, this organization shall not carry out any activities not permitted to be carried out by an organization exempt from Federal income tax under section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Article II: MEMBERSHIP

There shall be two (2) types of membership in DNA:

Regular Members shall have voting rights to elect members as Directors; can serve as Officers and Directors; can chair committees; shall receive all newsletters, meeting notices, and other communications; and can participate in all activities;

1. Own or reside in a legal residence, as determined by the City of West Palm Beach, within the area bounded:

- a. On the north by Quadrille Blvd. and Flagler Drive, extending west to Australian Avenue.
 - b. On the south by a line running along the southern boundaries of the properties on the south side of Okeechobee Blvd and Flagler Drive, extending west to Australian Avenue;
 - c. On the west by Australian Avenue; and
 - d. On the east by Flagler Drive and the edge of Lake Worth.
2. Pay the annual dues;
 3. Provide their names, mailing addresses, and legal residence addresses to DNA.

Associate Members can not vote, can not serve as Officers and Directors, cannot chair committees, but shall receive all newsletters, meeting notices and other communications, and can participate in all other activities.

The boundaries may be changed by amendments to these Bylaws.

Associate Membership in DNA shall be open to all persons who:

1. No boundary requirements
2. Pay the annual dues, and
3. Provide their names and mailing addresses to DNA.

Membership in DNA begins as soon as the Membership requirements are met, and expires at the end of each calendar year, unless the Member pays annual dues for the following year on or before January 1 and meets the other qualifications for membership.

Article III: DUES

The amount of the annual dues for the coming calendar year shall be determined by vote of the Board of Directors no later than November 1 of each year, and the Members shall be informed no later than December 1. Dues paid on October 1 or later cover membership through the following calendar year.

Article IV: MEETINGS OF BOARD OF DIRECTORS

The Members shall meet at such time and place as is designated by the Board of Directors.

As far as is possible, the Board shall meet monthly at a regular time and place. Except in unusual circumstances, all business shall be conducted at regular meetings. Each Director of the Board shall be entitled to one vote, and must be present in person or electronically to vote. The vote of a simple majority of the Board of Directors present at any meeting shall be sufficient to conduct business. The person chairing the meeting shall determine the method of voting. The Board of Directors must approve by vote any significant project or significant policy decision.

The Annual Business Meeting of the DNA shall be held each year in January, at the regular time and place if possible. After the Annual Business Meeting the Board of Directors shall elect Officers for the coming year, and transact such other business as shall properly come before them.

The President or a majority of the Board of Directors may call special meetings of the Membership.

The Board of Directors shall mail (at the last known mailing address) or email to each member and post a notice on the DNA website at least ten (10) days before the Annual Business Meeting, before each regular meeting, and, whenever possible, before each special meeting. If written notice is not possible, the President, or his or her designate, must make a good-faith attempt to notify each Member. The notice for each meeting shall contain a list of the major business to be transacted at the meeting. The notice of the

Annual Business Meeting shall contain the names of those nominated for each position on the Board of Directors.

Article V: OFFICERS AND DIRECTORS

The Board of Directors comprised of the Officers and the Directors shall govern the DNA and manage its business. No member shall undertake any significant project or policy statement on behalf of the DNA without formal authorization from the Board of Directors.

The total number of Officers and Directors constituting the Board of Directors is seven (7): President, Vice-President, Secretary, Treasurer, Director #1, Director #2, and Director #3. The Officers and Directors shall serve without compensation. No person may hold more than one elected position at a time. To manage the business of the DNA, the Board of Directors shall hold regular and special meetings at a time and in a public place determined by them. Except in unusual circumstances, all business shall be conducted at regular meetings.

Two signatures shall be required on each check drawn on a DNA account. The President, Vice-President, Secretary, and Treasurer shall be eligible to sign checks. The Board of Directors shall purchase liability insurance.

All Regular Members and Associate Members are welcome to attend all meetings of the Board of Directors, and to participate in the discussion of issues at the discretion of the Board of Directors. The Board of Directors shall notify all Members of the time and place of each regular meeting of the Board of Directors, and, when possible, shall notify all Members of the time and place of special meetings.

Each Officer and Director shall be entitled to one vote at meetings of the Board of Directors, and must be present in person or electronically. A quorum consisting of at least half of the members of the Board of Directors shall be required to conduct business.

The titles and duties of the Officers and Directors are as follows:

1. **President** – the President’s powers and duties are:
 - a. To serve as the principal executive officer of DNA, and supervise and control all activities. The President shall have first option to preside at all meetings of the Membership and of the Board of Directors. The President is the authorized signer of contracts.
 - b. To appoint a Newsletter Editor and approve Newsletter Committee;
 - c. To appoint a Program Chairman and approve Program Committee;
 - d. To appoint a Nominating Committee and approve Nominating Committee;
 - e. To appoint an Annual Audit Chairman and approve Committee;
 - f. To create any committee or appoint and approve any number of individuals he or she deems necessary for the proper functioning of DNA;
 - g. To be an authorized signer of checks,
 - h. To authorize all media releases, official statements, and policy statements;
 - i. To call emergency meetings of the Board of Directors or of the general Membership;
 - j. To conduct a meeting of the Board of Directors to appoint vacancies and.
 - k. To provide other such services as necessary.
2. **Vice-President** - The powers and duties of the Vice-President are:
 - a. the same as those of the President in the President’s absence, or when the President assigns him or her presidential duties;
 - b. to be an authorized signer of checks; and
 - c. To provide other such services as the President may assign.

3. **Secretary** – The powers and duties of the Secretary are:
 - a. to record the minutes of all meetings of the Membership and of the Board of Directors;
 - b. to maintain copies of all written records originated or received by DNA;
 - c. to handle timely all correspondence necessary to accomplish the business of the DNA;
 - d. to provide Regular Members with access to the records of the DNA, after reasonable notice, and at a time and place convenient to the Secretary and to the inquiring Regular Member;
 - e. to be an authorized signer of checks; and
 - f. To provide other such services as the President may assign.

4. **Treasurer** – The powers and duties of the Treasurer are:
 - a. to maintain all financial records of the DNA;
 - b. to conduct all financial transactions for the DNA, under the direction of the Board of Directors;
 - c. to serve as a custodian of DNA’s funds, and deposit them in the banks or other financial institutions approved by the Board of Directors;
 - d. to receive and record membership dues;
 - e. to maintain a current, up-to-date list of current Members;
 - f. to notify all Members of the amount of dues and the time for payment, by mail or delivery to each Member’s last known address;
 - g. to be an authorized signer of checks;
 - h. to prepare an annual financial report and deliver it to the Members at the Annual Business Meeting, and to prepare other financial reports when instructed to do so by the Board of Directors; and
 - i. To provide other such services as the President may assign.

5. **Director #1, Director #2, Director #3** – The powers and duties of the Directors shall be to represent the interests of the Regular Members, and provide other such services as the President may assign.

Article VI: ELECTION OF OFFICERS AND DIRECTORS

Each Officer and Director must be a Regular Member of DNA.

The initial Board of Directors shall have staggered terms with 5 Board of Directors serving a 1 (one) year term and all future Directors elected serving a 2 (two) year term.

No later than December 1 of each year, commencing with December 1, 2007, the President shall appoint a Nominating Committee. No later than January 1 of each year, commencing with January 1, 2008, the Nominating Committee shall provide the President with a list of nominees for the offices to be vacated. In making these nominations, the Nominating Committee shall consider the varied interests of the members of the DNA Association, the nominees’ general character, and any other relevant factor. The Nominating Committee may solicit the President with a list of nominees’ general character, and any other relevant factor. The Nominating Committee may solicit and accept recommendations from any Member of the DNA.

Any Regular Member shall nominate him-or herself, or any Regular Member, to be a Director by providing written notification to the Board of Directors no later than January 1, commencing with

January 1, 2008. The nominee's written acceptance of the nomination must accompany the notification.

The Board of Directors shall mail or email an election notice to the last known address of each Regular Member of the DNA at least fifteen (15) days before any election. That notice shall contain the names of each nominee for office, and the time and place of the election.

If there is no nominee for a position, at the annual membership meeting any Member may make nominations from the floor. The nominee must be present to accept the nomination.

Voting for the Directors shall be a written secret ballot during the Annual Business Meeting. Each Member may vote for each Director position. The nominee who receives the most votes, even if not a majority, shall be deemed elected.

The Board of Directors shall take office as follows:

1. The President shall become President the day following the Annual Business Meeting of each year, and serve until the day following the next Annual Business Meeting or until his or her successor assumes office.
2. The Vice-President shall serve until the day following the next Annual Business Meeting, at which time he or she becomes President.
3. A new Vice-President, Secretary, Treasurer, Director #1, Director #2, Director #3 may be elected to serve consecutive terms.

Vacancies on the Board of Directors shall be filled as follows:

1. If the President vacates, or becomes ineligible to hold, his or her position before the end of the term, the Vice-President shall complete the term, and serve the following term as usual.
2. If any other vacancy on the Board of Directors occurs before the end of the term, the President shall, as soon as possible, appoint an interim Officer or Director to fulfill the duties of the position until the Regular Members elect a successor. If the vacancy occurs until the next regular election the Board of Directors shall appoint a regular member until the next regular election.

If there is no nominee for a position, any Regular Member may make nominations from the floor. The nominee must be present to accept the nomination.

The voting shall be by a written secret ballot.

Article VII: REMOVAL OF OFFICERS

Ten percent of the Regular Members will have the right to request a Special Board Meeting for the purpose of removal of the Director. A majority vote of the members will be needed for removal of the Director.

Article VIII: STANDING COMMITTEE

The Board of Directors shall form and approve any Committee deemed necessary and the President should appoint the Chairman.

The Bylaws may be amended or repealed in whole or in part by a majority vote of the Board of Directors, at a noticed open meeting.

Article X: PARLIAMENTARY AUTHORITY

The rules contained in the most recent revision of *Robert's Rules of Order* shall govern the Members and the Board of Directors in all cases in which they are applicable, provided that they do not conflict with the DNA's Articles of Incorporation, these Bylaws, or with any pertinent laws.

Article XI: ANTI-DISCRIMINATORY POLICY

The DNA will not engage in or tolerate the discrimination against or harassment of any person or group of individuals in any of the DNA's activities on the basis of race, color, national origin, religion, sex, gender identity or expression, sexual orientation, disability, marital status, familial status or age. The DNA reserves the right to take actions consistent with its policies and procedures or federal, state and local laws to address violations of this policy.