

**ARLINGTON PARK NEIGHBORHOOD ASSOCIATION, INC**

**STATEMENT OF PURPOSE**

We seek to foster community involvement among our residents in order to maintain and enhance the quality of life in Arlington Park Neighborhood for all residents and our many visitors.

**OBJECTIVES**

**To foster the improvement and preservation of the neighborhood and a high quality-of-life for all residents.**

**To educate members about the decisions and decision-making processes of local government.**

**To encourage member involvement in issues that affect the neighborhood.**

**To work with other associations, groups and individuals to improve the city and quality-of-life of all city residents.**

## BYLAWS

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### **ARTICLE I - Name**

**Section 1.1:** The name of the corporation is Arlington Park Neighborhood Association, Inc. (APNA).

### **ARTICLE II – Predecessor Non-Profit Organization**

**Section 2.1:** The Corporation is the successor to Arlington Park Neighborhood Association, a non-profit organization that existed from November 18, 2003 until the adoption of the Articles of Incorporation of the Corporation on November 20, 2018.

### **ARTICLE III – PURPOSE AND POWERS**

#### **Section 3.1 Purpose**

Arlington Park Neighborhood Association, Inc. is a non-profit corporation and shall operate exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. APNA's purpose is:

- (1) To promote the maintenance and improvement of the residential quality of Arlington Park Neighborhood and its public areas.
- (2) To safeguard property rights and promote the general welfare of Arlington Park Neighborhood.

(3) To encourage and promote mutual understanding and cooperation among the residents of Arlington Park Neighborhood and an appreciation of situations and problems common to all residents; and to advise and assist each other in their solution.

(4) To exchange ideas and information, and to sponsor programs and activities for the protection and enhancement of the residential quality of the area.

(5) To act in concert with other associations and organizations within the City and County of Sarasota to improve the general welfare of the entire area, to accomplish these ends.

### **Section 3.2 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons who activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **Section 3.3 Nonprofit status and Exempt Activities Limitation**

(a) Non-profit Legal Status. Arlington Park Neighborhood Association, Inc. (“APNA”) is a Florida non-profit public benefit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from the federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal

Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Arlington Park Neighborhood Association, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Arlington Park Neighborhood Association, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Arlington Park Neighborhood Association, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of competent jurisdiction against the Arlington Park Neighborhood Association, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its

assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **ARTICLE IV – MEMBERSHIP**

**Section 4.1** Membership in the Corporation shall be open to all persons who reside, own property or operate a business within the Arlington Park neighborhood as described in Article IV, Section 4.4

**Section 4.2** There shall be a class of Voting Membership for persons residing or owning residential property, and organizations owning residential property, within the Arlington Park neighborhood as described in Article IV, Section 4.4. Only members of this Class shall have the right to vote at the Annual Meeting, May Membership Meeting, or any other meeting of the Corporation.

**Section 4.3** There shall be a class of Associate Membership for persons and organizations operating a business, but not residing or owning residential property within the Arlington Park neighborhood as described in Article IV, Section 4.4. Members of this Class shall not have the right to vote at the Annual Meeting, May Membership Meeting, or any other meeting of the Corporation.

**Section 4.4** The boundaries of the Arlington Park Neighborhood Association are the south side of Bahia Vista Street, the north side of Webber Street, the east side of Tamiami Trail (US41), and the west side of Tuttle Avenue, and shall exclude those properties that are not within the City limits.

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 5.1** The Corporation shall be managed by a Board of Directors consisting of not less than five (5) and not more than seven (7) but in all events an odd number of members who are not Associate Members as defined in Section 4.3 above.

**Section 5.2** Members of the Board of Directors of the Corporation shall be elected for a term of one (1) calendar year.

**Section 5.3** The Board shall report on all its decisions and actions at the next Membership Meeting following those decisions and actions.

**Section 5.4** The Board shall consider any and all successful motions made at a Membership Meeting at the next meeting of the Board of Directors, which shall be scheduled prior to any subsequent Membership Meeting.

## **ARTICLE VI – BOARD OF DIRECTORS MEETINGS**

**Section 6.1** The Board of Directors may meet on an “as-needed” basis, at the discretion of the Board.

**Section 6.2** Special meetings of the Board of Directors may be called by the President upon reasonable notification to the Directors, with the location to be determined by the President. When the Board of Directors consists of seven (7) members, five (5) members of the Board of Directors may call a meeting of the Board upon a five (5) days’ notice to the President . When the Board of Directors consists of five (5) members, four (4) members of the Board of Directors may call a meeting of the Board upon five (5) days’ notice to the President.

**Section 6.3** The presence of a majority of the Board of Directors shall constitute a quorum at all meetings of said Board.

**Section 6.4** All members of the Corporation shall be welcome to attend Board meetings as nonvoting observers.

**Section 6.5** All Board meetings will be run according to the then-current version of Robert's Rules of Order, and a majority vote of Board members voting will prevail.

**Section 6.6** Any or all of the members of the Board of Directors may attend a Board meeting by telephone or other simultaneous electronic communication (conference call, Skype, etc.), provided that all Directors attending can hear and be heard.

## **ARTICLE VII – MEMBERSHIP MEETINGS OF THE CORPORATION**

**Section 7.1** Membership meetings will be held on the 3rd Tuesday of each month, except July, August and December. If a conflict occurs for any of the aforementioned dates, a change can be made by the board.

**Section 7.2** All meetings will be run according to the then-current version of Robert's Rules of Order, and a majority vote of members voting will prevail.

**Section 7.3** The Annual Membership Meeting of the Corporation shall be held on the third Tuesday of November of each year, at which time the election of Directors shall be held.

**Section 7.4** At any Membership Meeting of the Corporation, the presence in person of three (3) Directors, shall constitute a quorum for the calling of the meeting to order.

**Section 7.5** All actions taken or adopted at a Membership Meeting of the Corporation need only a simple majority of the voting members present and voting thereon to pass, unless the laws of the United States or State Of Florida or the Articles of Incorporation or Bylaw of the Corporation provide otherwise.

## **ARTICLE VIII – OFFICERS**

**Section 8.1** The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer who shall be elected by voting members present and eligible to vote at the Annual meeting from those individuals that the voting members present and eligible to vote at the Annual meeting have elected as Directors of the Corporation at that Annual meeting. All elected Officers shall serve for a term of one (1) calendar year or until their respective successors are elected and qualified.

**Section 8.2** The President shall preside at all meetings of the Corporation and its Board of Directors and shall be the chief executive officer of the Corporation empowered to perform all duties pertaining to that office.

**Section 8.3** The Vice-President shall perform all the duties of the President in the event of his/her absence or disability; and shall perform such other duties as may be directed by the Board.

**Section 8.4** The Secretary shall keep minutes of all meetings of the Corporation and its Board of Directors. He/She shall issue notices of meetings, conduct all correspondence except as may be otherwise directed by the President

**Section 8.5** The Treasurer shall have the responsibility for Corporation's funds, and shall keep a complete and accurate record of all receipts and disbursements. He/She shall pay all bills approved by the President or Vice-President and shall make a complete financial report at the Annual and May Membership Meetings, and at all other meetings of either the Board of Directors or of the entire membership

## **ARTICLE IX – COMMITTEES**

**Section 9.1:** The President shall appoint all members of each committee and name the Chairman thereof from the Board of Directors and members of the Corporation and shall serve as ex-officio member of each.

**Section 9.2** The committees shall be: Nominating, Finance, and any other committees as the Board of Directors may designate.

A. Nominating Committee shall consist of three (3) members of the Corporation of whom two (2) shall be Board members and one (1) of whom shall not be a member of the Board. At least twenty (20) days prior to the Annual Membership Meeting of the Corporation, the Nominating Committee shall submit the names of members, to fill the terms of those directors whose terms have expired, who will sit on the Board of Directors if elected by a majority of the members present or by proxy at the Annual Membership Meeting of the Corporation. Additional nominations of candidates to serve as Directors may be made from the floor at such meeting.

B. The Finance Committee shall be responsible for the preparation and submission of the Annual Budget and Annual Financial Review of the Corporation for approval of the Board of Directors of the Corporation at the meeting of the Corporation's Board of Directors to be held immediately preceding the Annual Membership Meeting of the Corporation.

## **ARTICLE X – AMENDMENTS**

**Section 10.1** These Bylaws may be amended by a majority vote of the members of the Corporation present at the Annual Meeting or at the May Membership meeting.

## **ARTICLE XI – RESIGNATIONS**

**Section 11.1** Any Member of the Board of Directors may resign at any time by written notice to the President or Secretary. The resignation may take effect either at the specified date, or if not specified, at the time of its receipt by the President or the Secretary.

**Section 11.2** The Board of Directors shall have the power to fill any vacancy in any Office of the Board for the unexpired term.

**Section 11.3** Any Member of the Board of Directors may be removed from office by a majority of members present and eligible to vote at any Membership Meeting of the Corporation.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Arlington Park Neighborhood Association, Inc. were approved by the Arlington Park Neighborhood Association Inc.'s Board of Directors and voting members on November 20<sup>th</sup> 2018 and constitute a complete copy of the Bylaws of the corporation.

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Secretary

Date