

# **Constitution and Bylaws of the Dixieland Neighborhood Association**

## **ARTICLE I – Name**

The name of the association shall be the Dixieland Neighborhood Association (DNA).

## **ARTICLE II – Purpose**

The purpose of this organization is to improve the quality of life and property values for residents and homeowners in the Dixieland Historic District (see map for boundaries).

## **ARTICLE III – Organizational Form and Tax Status**

1. The DNA shall be managed as a not-for-profit organization consistent with the provisions and requirements of the Internal Revenue Service Code 501(c) (3) and regulations for not-for-profit organizations in the State of Florida.
2. In the event that the DNA is dissolved, the remaining assets will be passed along to another 501(c) (3) association in manner to be determined by the DNA Board of Directors. The event that that the DNA Board is no longer functional at the time of pending dissolution, the distribution of remaining assets to a 501(c)(3) organization will be determined by the Lakeland Neighborhood Association Coalition.

3. The DNA Board will determine if the Association will be separately incorporated, become a separate division of a 501(c) (3) corporation of a larger scope; or operate in some other form or structure than enables it to conduct its affairs in a legal manner.

## **ARTICLE IV – Registered Office and Agent**

The office of record for the DNA will be located at:

Community Development Department  
228 S. Massachusetts Ave., Lakeland, FL 33801

The Registered Agent for the DNA shall be: Lynne Simpkins, Senior Planner

The Registered Office and Registered Agent for the DNA may be changed by resolution of the Board of Directors.

## **ARTICLE V - Membership**

1. Homeowner Members  
All current homeowners and residents in the boundaries of the Dixieland Historic District (see map for boundaries) that are not included in the other member categories below are Homeowner Members.
2. Business Members  
All businesses in the Dixieland Historic District and the Dixieland Community Redevelopment Area (see map for boundaries) will be considered business members.
3. Rental and Residential Community Members  
All rental property owners, residents in rental properties, and residents in residential communities under common management

in the Dixieland Historic District (see map for boundaries) will be considered Rental and Residential Community Members.

## ARTICLE VI - Governance

### 1. Board of Directors

There shall be a Board of Directors that shall consist of Officers, At-Large Board Members, and the Chairpersons of Standing Committees. Individuals serving as members of the Board of Directors must be Homeowner Members.

### 2. Officers

The Board of Directors shall elect officers from its ranks. The officers shall consist of a President, President-Elect, Secretary, and Treasurer. Individuals serving as Officers must reside in the Dixieland Historic District.

### 3. ~~Initial~~ Officers, Board Members and Terms

~~The initial Board of Directors and Officers shall consist of the following individuals. Their initial terms of office shall be described below to establish term expiration dates that are staggered.~~

~~President—Mary Smith, term expires 12/31/11~~

~~President-Elect—Faye Moore, term expires 12/31/11~~

~~Secretary—Rebeca Whitcomb, term expires 12/31/10~~

~~Treasurer—Karen Moore, term expires 12/31/11~~

~~Chairperson, Activities Committee—TBD~~

~~Chairperson, Marketing & Membership Committee—Faye Moore, term expires 12/31/10~~

~~Chairperson, Businesses Committee—Cindy Green, term expires 12/31/11~~

~~Chairperson, Improvements Committee—Rick Perez, term expires 12/31/10~~

Elections for President-elect and Treasurer shall be held in years ending in an even number. Elections for President and Secretary shall be held in years ending in an odd number.

4. Nomination of Officers and Board Members

An ad hoc Nominating Committee shall be formed two months prior to elections. **The ad hoc nominating committee shall include at least two members and shall not include members who currently hold office for which an election is to be held.** The Nominating Committee shall present a slate of candidates for each office, in writing, to the Board of Directors and the general and business members two (2) weeks prior to the Annual Meeting. This slate shall also include a brief biographical sketch of each candidate. Written nominations, **submitted by any member,** for office may be accepted by the Nominating Committee until the day of the elections. A person so nominated shall formally indicate acceptance of the nomination prior to the election. **A nominee need not be present on the date of election if they have provided formal acceptance of said nomination.**

5. Duties of the President

The President shall preside at all meetings of the Board of Directors and the Executive Committee and set their agendas. The President shall establish ad hoc committees and appoint ad hoc committee chairpersons, subject to approval of the entire Board. The President shall follow-up on formal actions, decisions, and committee activities; sign all outgoing communications and correspondence; have general supervision of the affairs of the organization; make an annual report to the members; and perform all other duties as deemed necessary by the Executive Committee

6. Duties of the President-Elect

The President-Elect shall preside at Board and Executive Committee meetings and set their agendas in the absence of the

President. In the presence of the President, the President-Elect will serve in the same capacity as other members of Board of Directors and the Executive Committee. ~~Upon expiration of the President-Elect's term, such person shall assume the position of President unless the incumbent President is elected for a second term as President.~~ In the event of a mid-term vacancy in the office of president, the president elect shall assume the vacancy until the end of the term.

7. Duties of the Secretary

The Secretary shall record or oversee the recording of minutes of all general meetings, meetings of the Board of Directors and meeting of any committees. The Secretary will also maintain or oversee the maintenance of other organizational documents and archive information on the activities and projects of the DNA. Such records shall be made available online to all members within a reasonable time frame after each meeting has concluded. Secretary shall receive and handle all correspondence addressed to the DNA, prepare any correspondence sent from the DNA, and prepare notices of all DNA meetings.

8. Duties of the Treasurer

The Treasurer shall maintain or oversee the maintenance of all financial records. The Treasurer, working in conjunction with the Secretary for non-financial information, will file or oversee the filing of appropriate reports to the Internal Revenue Service and the State of Florida as required. The Treasurer shall handle all funds and bank accounts of the DNA and pay all bills. ~~All checks shall require the signature of two (2) Executive Committee members.~~ Payments shall be made only for approved expenses that have proof of purchase and/or documentation of authorization. The Treasurer will submit a written year-end report that shall be open to audit.

9. Terms and Term Limits

Members of the Board of Directors shall serve terms of two consecutive calendar years. Board members' terms shall be established and maintained in a manner that has two Board members rotating on and off the Board at one time in order to ensure consistency of the Board's operations **as described in section 3**. Board members and Officers may serve no more than two consecutive terms **as president, president-elect, or secretary**. **The treasurer may serve up to five (5) consecutive terms**. An individual who has served in the past **in any given position** as a Board member or officer, **and has reached their term limit**, will be eligible for nomination to the same position in the election after their last term expired.

10. Vacancies

Should a vacancy occur during the term in any office, **other than the office of president**, the Board of Directors may appoint a member to fulfill the position for the remainder of the term. **Should a vacancy occur during the term in the office of President, the President-elect will assume office and the Board of Directors will appoint a member to fulfill the position for the remainder of the term.**

11. Frequency of Board Meetings

The Board of Directors shall meet a minimum of four (4) times per year. The Board of Directors may meet more than four times a year at their discretion.

12. Attendance at Board Meetings

Any Board of Director failing to attend three consecutive face to face **general** meetings, in person or virtually (e.g. by audio or video conference call), shall be considered as having resigned from the Board of Directors unless their attendance was waived by **a 2/3**

vote of the other Board members due to special circumstances.  
All meetings of the Board are open to the public.

### 13. Removal of Officers and Board Members

Any member of the Board of Directors may be removed from office for malfeasance or illegal activity, by a majority by a 2/3<sup>rds</sup> majority vote of the other Board Members.

## **ARTICLE VII – Committees**

### 1. Standing Committees

Standing Committees may be established or disbanded by a 2/3rds majority vote of the Board of Directors. DNA shall begin with the following standing committees: Marketing and Membership Committee; Activities Committee; Businesses Committee

### 2. Standing Committee Members

The President shall establish ad hoc committees and appoint ad hoc committee chairpersons to one year terms, subject to approval of the entire Board. Members of Standing Committees are appointed by the chairperson of that committee.

### 3. Ad Hoc Committee Members

The Chairperson of each ad hoc committee appoints members to their committee.

## **ARTICLE VIII – Changes to the Constitution and Bylaws**

The Constitution and Bylaws of the DNA may be altered at any official meeting only after a notice of the change is placed on an association meeting agenda that is posted **on the DNA website at least 4 weeks**

~~circulated by standard mail via the US Postal Service at least two weeks~~ in advance of the date when the change(s) is to be voted upon.

Any proposed amendment(s) must be approved by a two-thirds (2/3) majority vote of voting members present at the next general meeting.

## **ARTICLE IX – Meetings**

### 1. Meeting Formats

General meetings of the DHA and any other meetings of the Board of Directors may take place in a face to face or virtual format. The virtual meetings may take place using synchronous (e.g., webcast, chat, text messaging) or asynchronous (e.g., email, message board) methods.

### 2. Quorum

For meetings and actions by the Board of Directors, a quorum will exist when at least 3 Board members are present or participate virtually.

### 3. Meeting Rules

All meetings of the Dixieland Neighborhood Association shall follow Roberts Rules of Order.

### 4. ~~Annual Meeting~~ **State of Dixieland Meeting**

An ~~annual~~ **State of Dixieland** meeting will be held in the 4<sup>th</sup> quarter each calendar year for election of Officer and Board Members positions scheduled for election and for a presentation by the President on the status and progress of the DNA over the prior year.

The Annual Meeting should be held in a face to face format. The annual meeting may include virtual participation and voting at the



discretion of the Board of Directors.

#### 5. ~~Annual Meeting~~ **State of Dixieland Meeting** Voting

At the annual **State of Dixieland** meeting, any current resident or property owner in the Dixieland Historic District or Dixieland Community Redevelopment Area may vote in elections of members of the Board of Directors.

Individuals are limited to one vote even if they may own more than one property. Business Members may have one individual participate in voting on behalf of their business but that individual may not also vote as a general member. Voting by proxy is not allowed. The individual receiving the most votes cast for each position shall be elected. Tabulation of ballots shall be performed by the Nominating Committee.

Election of Officers and Board Members for open positions shall be conducted by secret ballot of the general and business members present, to include a virtual election process at the discretion of the Board.

### **Article X - Website**

1. The Dixieland Neighborhood Association shall maintain a website at the URL [www.HistoricDixieland.com](http://www.HistoricDixieland.com) to be maintained by the sitting secretary. Additional online presence may be created and maintained at the discretion of the president to be carried out by the secretary.

Newly elected Board Members and Officers will take office January 1 .

Adopted December 15, 2009. Revised and Adopted February 15, 2011

## **Summary of proposed changes November 2020:**

### **Article VI:**

Sections 3- Change of wording for officers board members and terms.

Section 4- Clarifying language for the formation of a nominating committee and process for nominations.

Section 6- Remove clause providing for president elect to be automatically appointed president at the end of the president's term. Add clause providing for a transition of power in the event of a vacancy in the office of president.

Section 8- Remove provision requiring two signature checks.

Section 9- Clarifying language added.

Section 10- Language changed to agree with the amendments to section 6.

Section 12- Clarifying language added.

### **Article IX**

Section 4&5-Change the name of "Annual Meeting" to State of Dixieland Meeting"

### **Article X**

Addition of article outlining the Dixieland website and online presence.