BYLAWS OF THE BETTON HILLS NEIGHBORHOOD ASSOCIATION, INC.

(a not-for-profit Corporation)

ARTICLE I. PURPOSES

The general nature and purposes of the Betton Hills Neighborhood Association (BHNA) shall be:

The general nature of the objects and purposes of the BHNA shall be:

(a) To create a welcoming community for new residents and visitors and a sharing and uplifting community for established residents. It is our intent for all who live in our neighborhood to be woven together by a sense of community, belonging, and participation;

(b) To support the value of homes of the neighborhood;

(c) To preserve, protect, and enhance the natural beauty of Betton Hills;

(d) To provide a forum for residents to educate themselves about activities in or near Betton Hills and in the city and county that may affect their quality of life and to disseminate their opinions among other members of the BHNA, to City and County officials, to the media and others;

(e) To elect officers and a Board of Directors to represent the Betton Hills Neighborhood.

(f) To organize gatherings for purposes of an annual meeting and to promote fellowship and information sharing among BHNA residents.

(g) To inform the Betton Hills community about any changes in zoning, ordinances, Comprehensive Plan, variances or other land use changes by any means available to disseminate such information.

(h) To promote sound planning and zoning and to oppose detrimental zoning or zoning changes within Betton Hills;

(i) To join neighborhood coalitions that serve to protect and enhance neighborhoods within Tallahassee and Leon County;

(j) To enter into agreements and/or contracts;

(k) To do all things necessary to accomplish the objectives and purposes enumerated above, including but not limited to, all lawful actions.

ARTICLE II. POWERS AND DUTIES

Through these bylaws, the BHNA is vested with the following authority and powers: setting and holding meetings, collecting dues and spending funds to advance the purposes of the Association, conducting research, meeting with governmental officials and third parties, advocating positions, hiring professionals, issuing reports, pursuing legal actions as deemed necessary, and any and all other lawful actions in furtherance of its purposes.

ARTICLE III. GEOGRAPHY, MEMBERSHIP, AND VOTING RIGHTS

Geography

The BHNA's geographical boundaries are approximately outlined by Seventh Avenue between Mitchell Ave. and Centerville Road; north on Centerville Road to Woodgate Way; west to Huntington Drive; including Noble Drive and connected streets; Winthrop Way to Thomasville Road; and then on Mitchell Avenue south to Seventh Ave.

Membership

The BHNA shall have two types of membership:

a) **Full members:** Membership in this class requires that the person is a resident or property owner living within the boundaries of the BHNA, has attained the age of 18 years or more, and is current on the payment of annual dues Such members will have full voting rights.

b) Associate members: Membership in this case does not require that the member currently live in Betton Hills. Such member shall pay the BHNA annual dues and shall not have voting rights.

ARTICLE IV. DUES

Membership in BHNA is voluntary. Annual dues amounts shall be set by the BHNA board of directors (Board). The minimum contribution is $10. There is no proration of dues. Voluntary contributions beyond the $10 minimum are encouraged. In addition to annual membership dues, the Board may establish (and terminate) specific funds and initiatives to which members may contribute.

The Board will encourage online and/or mail dues payment. New members may join the BHNA at any time during the year.

ARTICLE V. DUTIES OF OFFICERS

The BHNA shall have a President, Vice President, Secretary, Treasurer and Board of Directors. One person may fill more than one office, as necessary. The Board of Directors shall consist of these four officers and at least seven additional persons, so long as it is an odd number. The responsibilities of officers and Board shall be as follows:

a) **President**: The president shall call a minimum of four meetings of the board of directors and at least one meeting of the entire membership of the association in each calendar year. He or she shall preside at meetings of the BHNA and of the Board of Directors, shall coordinate, check, and manage the work of the BHNA and the Board of Directors and the committees, in accordance with the Bylaws and Articles of Incorporation and their stated goals and purposes. The president shall act as spokesperson for the BHNA.

b) **Vice President**: He or she shall assist the president as requested and shall perform the duties of the president in the event that the president is absent or otherwise unable to perform them.

c) **Secretary**: He or she shall keep the minutes of all meetings of the BHNA and of the Board of Directors, shall distribute copies of minutes to the Board, shall be responsible for preserving and maintaining the minutes and BHNA records, shall keep copies of the Articles of Incorporation and bylaws of the BHNA and such other documents as directed by the president or Board, and shall perform other such duties as may be required by the president and the Board.

d) **Treasurer**: He or she shall have custody of all BHNA funds and shall be responsible for keeping a full and accurate account of all expenditures and receipts. He or she shall only release funds after approval by the Board of Directors and shall present a full financial report at every Board meeting. The Board shall review the annual financial statement and shall sign a statement at the end of the report attesting to that fact. The Treasurer shall also be responsible for filing any appropriate paperwork with the State of Florida to keep the BHNA's corporate status current.

e) **Board of Directors**: In addition to the officers, the Board of Directors shall consist of at least seven persons elected by the members at the annual meeting for one year terms. Vacancies on the Board shall be filled by the president subject to the approval of the Board at a duly convened board meeting or via an email vote. The Board of Directors shall have the responsibility of attending meetings, voting to adopt contracts and agreements, drafting and voting on amendments to bylaws or articles of incorporation and generally assisting with the business of the BHNA. Board members are required to attend all meetings (which shall be noticed) and failure to attend three consecutive noticed meetings without a reasonable excuse shall be cause for removal from the Board by the officers and other Board members by a simple majority vote. A simple majority of the Board members shall represent a quorum for all purposes for which a quorum is required.

As necessary, issues may be resolved by email voting. The email notice will include a due date and time for voting. Sufficient votes to establish a quorum must be received by the due date/time. However, for votes regarding expenditures over $250, if there is one or more dissenting vote(s), the issue decision will be postponed until the next board meeting.

Indemnification. Each officer or director of the association now serving or hereafter serving as such may be indemnified by the BHNA by reason of the fact that he or she is or was an officer or a director of the association against all claims and liabilities to the full extent provided by the laws of the State of Florida as amended from time to time.

Non-Liability of officers and directors. Except as otherwise provided by law, officers and directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VI: ELECTION OF OFFICERS AND BOARD OF DIRECTORS

a) Unless otherwise ordered by the Board of Directors, the regular annual meeting of the BHNA shall be held during the fourth quarter of each calendar year.

b) The election of officers and board members shall be by written vote, voice vote, or a show of hands, at the discretion of the president.

c) The president shall appoint a nominating committee composed of up to three members of the BHNA. The Committee Chair must be a member of the BHNA Board of Directors.

d) The nominating committee shall make a diligent effort to name at least one eligible and consenting person for each office to be filled. Nominations may be sent to this committee by any voting members. The nominating committee shall report its nominees to the general membership prior to the annual meeting at which time additional nominations may be made from the floor.

e) The nominee receiving the largest number of votes shall be declared the winner. Absentee or proxy voting shall not be permitted.

f) A vacancy of one of the officers or board members shall be filled by a majority vote of the remaining Board of Directors, and shall remain until the next general meeting when a full vote of the membership can be taken.

ARTICLE VII: COMMITTEES

The Board of Directors may create standing, special and advisory committees as necessary to promote the purposes of the BHNA. They shall also have the authority to disband a committee that is no longer needed.

a) Members of the committee shall be selected and approved by the Board by a simple majority vote. Adequate notice shall be given to committee members prior to setting meeting dates. Notice shall also be given to the membership at large, when warranted in the view of the committee.

b) Committees may be standing committees or committees created for a limited time. Committees will coordinate their efforts with the Board through periodic reports, most commonly presented during board meetings or with email updates or other means during the board's summer break. In either event, the committee shall submit a report at least annually of its activities and plans. The report shall be given to the Board of Directors for comment, input, approval, and if required, funding. Any committee plan requiring funding shall require a vote of the Board at a regularly scheduled meeting with notice or, if necessary, by email.

c) Special Committees shall meet as often as necessary to fulfill the purpose or purposes for which they were created. They shall report to the Board of Directors. The results of any report generated by the special committee shall be communicated to the membership at large.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

a) General Board Meetings: One general meeting shall be held each calendar year with prior notice given to all members and to the greatest extent practical, to residents of the Betton Hills neighborhood.

Additional general meetings may be called by a majority of the Board of Directors. Prior notice must be given. A quorum at any general meeting shall be a majority of attending registered members.

b) Regular Board Meetings: The Board of Directors shall set a board meeting schedule as necessary to address neighborhood business. A board meeting may be held in person, via phone on speaker, via a board supported form of online meeting platform or any combination thereof provided that all members can hear and communicate with each other.

ARTICLE IX. AMENDMENTS

The Bylaws may be amended by a quorum of the Board provided that notice has been given in the call announcing the meeting which must also include a draft of each proposed amendment.

Officers:

Eliza Hawkins, President

Claire Cotton-Watkins, Vice-President

Jennifer Winegardner, Secretary

Thomas Schulte, Treasurer

Board of Directors:

Keith Bowers

Michael Brezin

Mary Kay Falconer

Donna Legare

Margie McInnes

Thomas Waits

Casey McLaughlin

Approval Date: September 19, 2022