

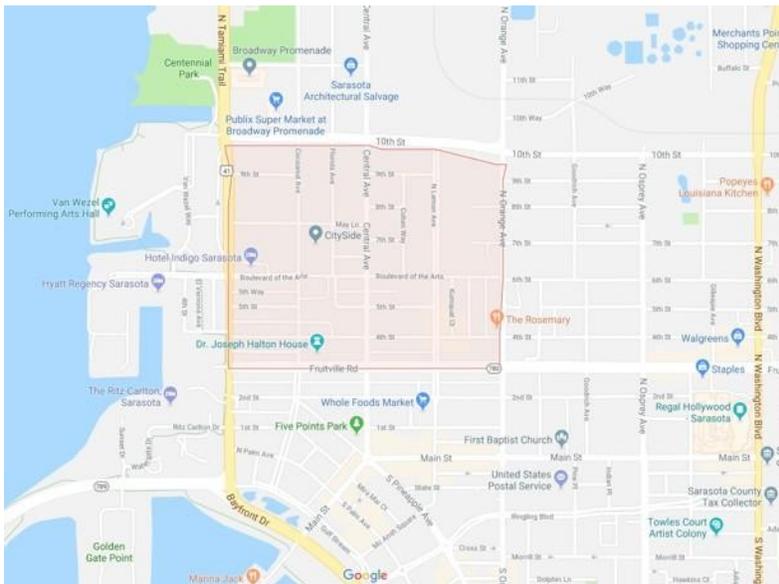
Revised December 14, 2021

Rosemary District Association Bylaws

Article I- Name and Boundaries

The name of this organization shall be Rosemary District Association (hereinafter "Association"). The principal office of the Association shall be located within the Rosemary District neighborhood as designated by the Board of Directors.

For the purposes of the Association, the boundaries of the Rosemary District shall be: Properties to the South of 10th Street; Properties to the North of Fruitville Road; Properties to the West of N. Orange Avenue; and Properties to the East of US 41/Tamiami Trail.



Article II · Nature and Purpose

The principal purpose of the Association is to advance the vision of the Rosemary District as Sarasota's 21st century, complete live/work/play neighborhood, strategically adjacent to traditional downtown, the Bayfront and established residential neighborhoods, but with its own distinct identity. The neighborhood's cultural and architectural history will be respected while celebrating creativity, innovation, and the arts. Public policies and investments, new developments and business, and events and activities that contribute to a vibrant, human-scale neighborhood will be encouraged, and safe and active street life, diversity, and authenticity will be promoted.

To achieve its purpose, the Association will take positive steps to advance this

vision of the future. The Association will provide a forum for collecting and discussing the diverse points of view of its members; serve as a liaison between and representative of the neighborhood in matters involving local government staff and elected officials; promote cooperation between the Rosemary District and other neighborhoods; and, acting through its committees and through individual members, take actions to directly improve the neighborhood.

Article III · Meetings of Members and Voting Rights

1. **Membership:** Membership in the Association is available to persons who are direct stakeholders in the Rosemary District. Specifically,
 - a. Any person who lives full or part-time within the Rosemary District (both renters and owners), as evidenced by a residential mailing address within the District.
 - b. Any person who represents a business located in the Rosemary District (maximum of one member per business).
 - c. Any person who represents a not-for-profit located in the Rosemary District (maximum of one member per not-for-profit organization).
 - d. Any person who owns property in the Rosemary District but does not live in the Rosemary District (one membership for each property owner, regardless of the number of properties owned in the Rosemary District).
2. **Membership Registration Forms:** 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. A nominal annual membership contribution may be required. Membership contributions will be established by the Board of Directors, and the Board of Directors will have authority to establish policies related to such contributions, including potential waivers of contributions in cases where collecting contributions could result in hardship for potential members. The Secretary of the Association will determine eligibility for membership and will maintain a current list of members. In the event a potential member is deemed not eligible for membership by the Secretary, the potential member may appeal the Secretary's decision in writing to the Board of Directors. The determination of the Board of Directors will be conclusive.
3. **General Meetings:** General meetings of the Association shall be held four times each year at a time and place to be designated by the Board of Directors. The Board of Directors shall have the authority to increase or

decrease the number of such general meetings in a calendar year as the Board deems appropriate.

4. **Voting Rights:** Each registered member age 18 or older shall be entitled to vote on each matter brought before the Association at general or special meetings. Proxy voting shall not be allowed.
5. **Friends of Rosemary District** An individual or business which does not qualify for membership may become a Friend of Rosemary District by making a donation to the RDA. The minimum amount of this donation shall be established by the RDA Board of Directors and may change from time to time. Friends of Rosemary District members do not have voting rights. However, they are entitled to serve on committees of the Association and to receive newsletters, e-mail updates, and any other general distribution notices, and they have the right to attend all Association events.

Article IV· Board of Directors

1. **Eligibility:** Any registered member shall be eligible to serve on the Board of Directors.
2. **Numbers:** The affairs of the Association shall be managed by a Board of who shall be elected by the members. The number of Directors (from five (5) to nine (9) Directors) shall be determined by the Board of Directors as the Board deems appropriate. The number of Directors shall be an odd number, allocated between members drawn from category 1.a. of Article III ("Resident Directors") and categories 1.b., 1.c., and 1.d. of Article III (collectively, "Business, Not-For-Profit and Property Owner Directors"). The number of Resident Directors shall be one more than the number of Business, Not-For-Profit and Property Owner Directors. For example, if there are nine Directors, there shall be five Resident Directors and four Business, Not-For-Profit and Property Owner Directors.
3. **Nomination Process:** The Board of Directors shall appoint a Nominating Committee at its November meeting. The committee shall consist of a minimum of three (3) members of the Association, including one current Director. A current Director shall serve as Chair. Members of the Nominating Committee who file as candidates for the Board shall recuse themselves from further service on the committee. The committee will be responsible for:
 - (1) Opening the nominations in December by making a Nominating Form available to all members. The Nominating Committee shall post a public notice of the nomination period and procedure for interested candidates to request inclusion on the ballot on the Association's website, and through other forms of communications with members.
 - (2) Presenting to the Board of Directors, at its January meeting, a slate of eligible candidates. The slate shall be in two categories, Resident Director

candidates; and Business, Not-for-Profit and Property Owner candidates. The slate of eligible candidates shall include, in the Resident Director category, at least as many candidates as the number of open Board positions in such category, and in the Business, Not-For-Profit and Property owner category, at least as many candidates as the number of open Board positions in such category.

(3) Presenting the candidates at a General Community Meeting in January.

(4) Publishing a ballot for distribution at the General Community Meeting and electronically.

(5) Counting the ballots after confirming voter eligibility with the Secretary, and, if needed, resolving a tie vote according to the procedure specified by the Board.

4. **Election:** The election shall be held in February each year. In the Resident Director category, the candidates receiving the greatest number of votes shall be elected to the Board of Directors, and in the Business, Not-For-Profit and Property Owner category, the candidates receiving the greatest number of votes shall be elected to the Board of Directors. At each election, half the Board positions in each category shall be on the ballot, with the extra Resident Director position on the ballot in odd numbered years.
5. **Director's Terms:** The term of office for all elected Directors shall be two years. The term of office is to begin at the February Board meeting following the election and shall expire at the February Board meeting following the next election for the position. There shall be no limit to the number of successive terms a Director may serve unless a term limit policy is established by the Board.
6. **Vacancies:** Vacancies on the Board may be filled by appointment by the majority of the Board. The replacement shall be from the same category as the vacant seat. The Director appointed to such vacancy shall serve for the remaining unexpired term of the seat being filled. Should the Board not fill a vacancy within thirty (30) days, a member may fill the available seat by presenting a petition signed by twenty (20) members.
7. **Regular Meetings:** Regular meetings of the Board of Directors shall be held at least four (4) times per year at such place and hour as may be fixed from time to time by resolution of the Board. A member of the Association may attend a Board meeting, but shall not actively participate in such meeting (by commenting or asking questions) unless the member has, prior to the meeting, contacted the President of the Association and the President has agreed to provide the member with the opportunity to actively participate in the meeting.

8. **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.
9. **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. The 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.
10. **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.
11. **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.
12. **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.
13. **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.
14. **Political Office:** Any Director seeking elected political office shall resign his or her position upon a formal declaration of candidacy.
15. **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: At any time, a member may present a petition signed by at least fifty (50) members, which requests

removal of a particular Director; The request will be placed on the agenda for the next general meeting of the Association, which shall be scheduled within 30 days; And the proposed removal shall be enacted if it receives a two-thirds (2/3) majority vote of the members present at that general meeting.

16. 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, 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 one (1) year 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. Determine eligibility for membership in the Association.
- c. Preside over all meetings of the Board of Directors and general meetings.
- d. Coordinate all meetings for the Association, including providing notification of meetings.
- e. Appoint all committees and their Chairpersons, and serve as an 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 as 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. 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.
- e. Make the minutes available to any member of the Association within 48 hours upon written request.

4. 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 any/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.

5. Succession: All Officers can serve an unlimited number of terms.

6. 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 the goals of the Association.

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