

**COUNCIL OF NEIGHBORHOOD ASSOCIATIONS
OF SOUTH PINELLAS COUNTY, INC.**

BY-LAWS

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ARTICLE ONE: NAME

The name of the corporation is the Council of Neighborhood Associations of South Pinellas County, Inc. (hereafter referred to as "CONA").

ARTICLE TWO: PURPOSE

Section One – Mission

CONA's mission is to:

- Unite existing neighborhood organizations dedicated to protecting, improving and promoting their area and to foster the formation of such organizations
- Provide education, training and guidance for neighborhood leaders in marshalling resources to better their community
- Expand the pool of skilled and motivated neighborhood and community leaders.
- Provide a resource for sharing of information and tools for neighborhood development
- Promote communication and cooperation between member organizations and the community at large
- Provide a forum for member organizations and act as their advocate with the City of Saint Petersburg and other local, state, and federal government agencies and officials

ARTICLE THREE: MEMBERSHIP

Section One – Membership Classes

Membership shall consist of ACTIVE and ASSOCIATE member organizations.

Section Two – ACTIVE (Voting) membership

ACTIVE member organizations meet the following criteria:

The organization is a Neighborhood, Civic, Property Owners, Community, Homeowners Association or similar organization, as defined by the CONA Membership Eligibility and Application Policy

The goals of the organization include promoting a sense of community and addressing issues of public concern

The member organization's CONA dues are current.

ACTIVE members meeting the above criteria are said to be in Good Standing.

Section Three – ASSOCIATE (Non-Voting) membership

ASSOCIATE member organizations support the objectives of CONA but do not meet the eligibility requirements of an ACTIVE member organization. ASSOCIATE members may not vote nor serve on the Executive Committee.

Section Four – Membership Application and Renewal

All organizations applying for CONA membership shall submit the following to the Secretary and Membership Committee Chair:

Completed CONA membership application signed by the President of the applying organization

Contact list of the organization's officers, CONA Representative and Alternate CONA Representative, as set out hereinafter

Payment in the amount of CONA's annual dues.

The Executive Committee will review the application for membership within sixty days at any Executive Committee meeting. Applications are subject to approval by a simple majority vote of the Executive Committee members present at that meeting, with or without a quorum present. The result of that vote will be announced and presented to the CONA membership at the next CONA Membership Meeting.

Member organizations wishing to renew their membership shall provide a copy of the CONA membership application/renewal form along with payment in the amount of CONA's annual dues.

Each member organization shall provide as part of their Application the name and contact information for (a) the President of the organization, (b) a CONA representative and (c) one alternate CONA representative from their organization. Subsequent changes to representation shall be provided by the President of the member organization, in writing or via electronic means to the CONA Secretary.

Section Five – Fiscal Year, Dues

CONA's fiscal year will be the calendar year, January 1 – December 31.

CONA shall request from all ACTIVE and ASSOCIATE members an annual financial contribution to be hereafter referred to as "Dues."

Dues shall be used for CONA expenses including but not limited to: administrative costs, meeting costs, newsletters, postage, and other operating expenses. CONA Dues are set by the Executive Committee and may be adjusted no more than one (1) time per year, pursuant to majority approval of the CONA Executive Committee.

Dues shall be due and payable on January 1st of each year, and are considered late at the close of the January Membership meeting for that year. Dues are not prorateable.

New members and members renewing delinquent memberships after January 1st must pay the annual dues in full. Membership will begin or resume the day payment is received.

Section Six – Membership Termination

Members may terminate their membership and/or status as a Member in Good Standing, at any time, voluntarily or by failing to pay their annual Dues. At no time will refunds of dues, entire or partial, be provided.

Organizations may be denied CONA membership or have their membership revoked by a two-thirds vote of the Executive Committee and subsequent simple majority ratification by the membership, with or without a quorum present.

ARTICLE FOUR – CONA MEMBERSHIP

Section One – Membership Qualifications

The membership of CONA is composed of all ACTIVE member organizations which are in Good Standing.

Section Two – Responsibilities

The Membership shall nominate and elect an Executive Committee of a specified number who shall represent and act on CONA matters on behalf of the membership. The CONA membership may ask the Executive Committee to take action on any matter within the purview of CONA.

The membership will meet no less than annually, or as otherwise required to set direction, identify issues, and set priorities for CONA. During the year Members may identify other matters of importance to their neighborhood and community and to the City as a whole. These matters are then brought to the entire membership for discussion and prioritization for action.

Section Three – Voting

Presidents and designated representatives (or their alternates) of ACTIVE member organizations are eligible to vote on matters brought before the CONA membership, with a maximum of one (1) vote per member organization.

ASSOCIATE member organizations are not entitled to vote.

ARTICLE FIVE – EXECUTIVE COMMITTEE

Section One – Qualifications

The Executive Committee shall be nominated and elected from among the CONA membership. Candidates must be members of an ACTIVE member organization in Good Standing but are not required to be that organization's CONA representative or alternate to be eligible for nomination or election.

No person who has become or formally announced his or her intention to become a candidate for or who has been elected to a position in city, county, state or federal government shall be eligible to serve as a member of the Executive Committee. Participation on unpaid city formed Citizens Task Forces, Commissions and Boards is permitted.

No city, county, state, or federal employee whose responsibilities include policy setting shall be eligible to serve as a member of the Executive Committee.

Section Two – Responsibilities

The Executive Committee shall deliberate and decide upon all matters pertaining to the goals or welfare of CONA and referred to it by the CONA membership. The Executive Committee exercises full jurisdiction over all CONA affairs. The results of any motions acted upon by the Executive Committee shall be reflected in the Minutes of that meeting, which shall be available for review by the members in good standing via the CONA website or other communications means.

Section Three – Number

The Executive Committee consists of the following:

The four Officers of CONA:

President, Vice President, Secretary and Treasurer

The Chairs of CONA's Standing Committees

A person may hold no more than two Executive Committee positions and has only one vote on any Executive Committee decision. There shall be no more than two (2) Executive Committee members from any single CONA Member organization at any time.

Section Four – Term

The term of office for each member of the Executive Committee shall be one calendar year, from January 1 through December 31.

Unless otherwise provided for in these By-Laws each elected member of the Executive Committee shall hold office for the term they are elected and until a

qualified successor has been nominated, elected and begins their term on January 1st or until their early resignation, removal from office or death.

Any Executive Committee Member who fails to attend two consecutive Executive Committee meetings without an excused absence from the President may be deemed to have resigned.

Section Five – Vacancies

Except for the Office of the President, any vacancy occurring in the Executive Committee shall be filled by the recommendation of the President and approval by majority vote of the Executive Committee. The Vice-President shall fill a vacancy in the Office of the President.

Section Six – Removal of a Member

By majority vote the Executive Committee may, with or without cause, request the resignation of a member of the Executive Committee. Ten days' notice in writing or via electronic means to the affected member and the CONA membership of any such action shall be required.

Additionally, by majority vote, the CONA membership may, with or without cause, request the resignation of an Executive Committee member. Ten days' notice in writing or via electronic means to the affected member of any such action shall be required.

If such resignation is not forthcoming, the member may be removed from office by a simple majority vote of the membership voting by written ballot at a CONA Membership Meeting or a Special Meeting called for such action.

ARTICLE SIX – OFFICER DUTIES AND RESPONSIBILITIES

Section One – President

The President:

Shall preside at all CONA meetings

Acts as Chairperson for the Executive Committee

Enforces the provisions of the By-Laws

Appoints Special Committees with the approval of the Executive Committee

Is an ex-officio member of all Standing and Special committees except the Nominating Committee

Is responsible for issuing public statements on behalf of CONA in accordance with these By-Laws

Shall have such usual responsibilities of supervision and management as may pertain to the Office of President and shall perform such other duties as directed by the Executive Committee and CONA membership.

Section Two – Vice President

The Vice President:

During the absence or disability of the President, shall possess all responsibilities and perform the duties of the President

In the event of resignation, removal from office or death of the President, shall possess all powers and perform the duties of that office until the Nominating Committee is able to conduct an election.

Section Three – Secretary

The Secretary:

Shall attend and keep minutes of all CONA Membership, Special Meetings, and Executive Committee meetings and cause them to be published electronically or via other means as specified by the Executive Committee

Shall keep an accurate record of all names and addresses of Presidents, representatives, alternates and member organizations in conjunction with the Membership Committee

Shall cause due and proper notice be given of all meetings in conjunction with the Communications Committee

Shall conduct any functions required relating to social obligations of CONA including but not limited to sending cards or other recognition where and when appropriate

Shall perform other such duties as may be designated by the President and the Executive Committee.

Section Four – Treasurer

The Treasurer:

Shall be responsible for all monies received by CONA, deposit funds in the name of CONA in an institution acceptable to the Executive Committee and, with the approval of the Executive Committee, pay all bills incurred by CONA on a timely basis

Shall render a statement of the condition of the finances of CONA (Treasurer's Report) at each Executive Committee meeting and at such other times as may be required. At the option of the Executive Committee said statement may be posted electronically in lieu of in-person reporting

Shall cooperate with any auditor designated by the Executive Committee

Shall perform all duties normally associated with the Office of Treasurer.

ARTICLE SEVEN: STANDING COMMITTEES

Section One – Standing Committees, General

Standing Committees are those committees of CONA with responsibilities that are ongoing from year to year. CONA's Standing Committees provide focus and emphasis for the mission and priorities of CONA.

Standing Committee Chairs report on Committee progress at each Executive Committee meeting and at each regular member meeting as requested by the CONA President.

A Standing Committee may not act beyond the scope of its charter and must consult with the CONA President and the Executive Committee for concurrence before any formal agreements are made that would commit CONA members to a specific course of action.

Section Two – Standing Committees, Formation and Membership

Standing Committees are chartered by the Executive Committee and ratified by the CONA membership. The Chairs of each Standing Committee are nominated by the Nominating Committee along with CONA officers and are elected by the CONA membership during the annual election cycle.

A Standing Committee Chair must be a member of an ACTIVE member organization in Good Standing but is not required to be that organization's CONA President, CONA representative or alternate representative to be eligible for nomination or election.

The Standing Committee Chair selects the members of their committee. Standing Committee members are chosen primarily from the CONA membership. Upon occasion there may be a need to enlist the assistance of a non-CONA member with specific skills, knowledge, or expertise. These By-Laws thus provide for occasional Committee membership from the community at large, however, Standing Committee Chairs are encouraged to give preference to Committee participation by CONA members.

Section Three – Standing Committees, Enumerated

CONA's Standing Committees are:

Audit: Consists of a minimum of two members at will. The Audit Committee provides for an independent review of CONA's financial records annually. The current and immediate past CONA Treasurer may not be a member of the Audit Committee.

Codes: Consists of a Committee Chair and members at will. The Codes Committee works with neighborhoods and local government organizations to ensure effective compliance with municipal ordinances.

Land Development & Historic Resources: Consists of a Committee Chair and members at will. The Committee advises on Land Use Regulation, and monitors the city's preservation of historic resources.

Leadership: Consists of a Committee Chair and the facilitators for each segment of classes. The CONA Leadership Committee provides training and guidance for neighborhood residents in marshalling resources to better the community and to expand the pool of skilled neighborhood leaders.

Membership: Consists of a Committee Chair and members at will. The Committee is responsible for identifying, recruiting, and retaining CONA members. Shall assist the Secretary in confirming a quorum at all meetings.

Nominating: Consists of a Committee Chair and two members at will from the CONA membership. The Committee is responsible for selecting, vetting and presenting a slate of candidates to the membership at the November CONA Membership Meeting and for conducting the election at the December CONA Membership Meeting after the CONA Secretary draws the ballot from the Nominating Committee's slate and any floor nominations from the November CONA Membership Meeting.

Public Safety: Consists of a Committee Chair and members at will. The Public Safety Committee monitors the crime rate and police response in the community and works with the St. Petersburg Police Department, the Pinellas County Sheriff's office, and other agencies on crime awareness, prevention and prosecution.

Section Four – Standing Committees

A Standing Committee may be created, dissolved, or modified by amendment of these By-Laws.

ARTICLE EIGHT: SPECIAL COMMITTEES

Section One – Special Committees, General

Special Committees are created to fill a temporary or transient need, and shall have a specified term which shall be in place unless extended by majority vote of the Executive Committee.

Special Committees report on Committee progress at each Executive Committee meeting and at each regular membership meeting as requested by the CONA President.

A Special Committee may not act beyond the scope of their charter and must consult with the CONA President for concurrence before any formal agreements are made that would commit CONA members to a specific course of action.

Section Two – Special Committees

Special Committees are chartered by the CONA President, who selects the Committee Chair with the approval of the Executive Committee. A Special Committee may be created, dissolved, or modified by majority vote of the Executive Committee.

A Special Committee Chair must be a member of an ACTIVE member organization in Good Standing but is not required to be that organization's CONA President, CONA representative or alternate representative.

The Special Committee Chair selects the members of their committee. Special Committee members are chosen primarily from the CONA membership. Upon occasion there may be a need to enlist the assistance of a non-CONA member with specific skills, knowledge, or expertise. These By-Laws thus provide for occasional Committee membership from the community at large, however, Special Committee Chairs are encouraged to give preference to Committee participation by CONA members.

ARTICLE NINE: ELECTIONS

Section One – Candidate Eligibility

The Officers and Standing Committee Chairs of CONA shall be nominated and elected from among the CONA membership

The Officer and Standing Committee positions of CONA require specialized experience, knowledge, skills and abilities and candidates will be vetted by the Nominating Committee prior to being added to the candidate slate.

Section Two – Preparation of Election Slate

The Nominating Committee shall present their slate of candidates at the November CONA Membership Meeting. Nominations shall additionally be taken from the floor until the President closes the nominations at the end of the November meeting.

Section Three – Ballot Preparation

The Executive Committee determines whether a paper or electronic ballot will be prepared for the December election. The Executive Committee will also choose the electronic balloting system. Members authorized to vote will be provided notice of the meeting in accordance with Article Ten of these By-Laws.

The CONA Secretary shall prepare the paper or electronic ballot taken from the vetted slate and floor nominations for the December CONA Membership Meeting. The candidate slate shall then be published no later than the first Wednesday in December electronically or via other means as specified by the Executive Committee.

Section Four – Ballot Form

The ballot shall be secret. The ballot shall contain a list of candidates for each Office or Committee. Each candidate's name shall appear under the title "Vote for only one" (or equivalent language) and opposite a check box (or similar selection method). No write-in candidates shall be permitted.

Section Five – Voting

In the event that only one candidate is nominated for each position the candidate slate may be elected by acclamation at the December CONA membership meeting. The Nominating Committee shall distribute or cause to be distributed one ballot to each ACTIVE member voting representative at the beginning of the December CONA Membership Meeting. If a candidate fails to receive a single vote, that position shall remain vacant. The CONA President will call for the vote from the floor. The Nominating Committee shall then collect and tabulate all ballots and announce the results before the end of the December meeting.

Defective ballots will be discarded.

Section Six – Installation of the Executive Committee

The newly elected Executive Committee takes office on January 1st and is sworn in at the beginning of the January regular meeting of the CONA membership.

ARTICLE TEN: MEETINGS AND QUORUMS

There are four categories of meetings – Executive Committee Meetings, CONA Membership Meetings, Goal Setting Meetings, and Special Membership Meetings.

Executive Committee meetings, CONA Membership Meetings, Goal Setting Meetings, and Special Membership Meetings may be held by action of the Executive Committee through means of remote communication as authorized by the Executive Committee and subject to such guidelines as the Executive Committee may adopt. Remote communication is defined as the means by which all the persons in the meeting can interact and communicate with each other in real-time, including but not limited to teleconference, videoconference, or web-based interactive conferencing.

Section One – Executive Committee Meetings

Executive Committee meetings are called by the President and are held as required to address the business of the Committee. Meetings may be held face-to-face at a time and place designated by the President. Additionally, Executive Committee meetings and their associated deliberations may be held in synchronistic or non-synchronistic electronic fashion as designated by the President.

A quorum shall consist of a simple majority of the Executive Committee membership, less any vacant positions.

Absentee ballots and proxy voting are not allowed.

A simple majority vote at a synchronistic meeting where a quorum is present or a simple majority vote at a non-synchronistic meeting where the full Executive Committee has been polled and a quorum has responded within 72 hours thereafter constitutes action by the Executive Committee.

Section Two – CONA Membership Meetings

CONA Membership meetings are held the third Wednesday of each month. Meetings may be rescheduled for another day within the same month with the approval of the Executive Committee and a minimum of ten (10) calendar days' notice to the general membership. Such notice may be by voice announcement at a CONA membership meeting or electronically, or via other means as specified by the Executive Committee.

CONA Membership meetings shall be open to all Active and Associate members and to the community at large.

Meeting agendas will be drafted by the President in collaboration with the Executive Committee.

Members may make a request to add an item to the agenda during a prior meeting, by written request prior to a meeting, or within the agenda item entitled "New Business".

A quorum shall consist of one-third of the total ACTIVE members. Each ACTIVE member organization in Good Standing is entitled to one vote. Absentee ballots and proxy voting are not allowed.

A simple majority vote at a CONA Membership Meeting where a quorum is present constitutes action by the CONA membership.

Section Three – Goal Setting Meetings

Goal Setting meetings are held as required to set and update the direction and priorities of CONA.

Goal Setting meetings shall be open to all Active and Associate members.

A twenty-eight-day advance notice of meetings is required. Such advance notice may be by voice announcement at a CONA Membership Meeting, electronically or via other means as specified by the Executive Committee.

No quorum is required.

Each ACTIVE member organization in Good Standing is entitled to one vote. Notwithstanding their status as an ACTIVE member the Executive Committee members (Officers and Standing Committee Chairs) additionally each have one vote.

Absentee ballots and proxy voting are not allowed.
A simple majority vote at a Goal Setting Meeting constitutes action at a Goal Setting Meeting.

Section Four – Special Membership Meetings

Special Meetings of the membership shall be held at the call of the President, by and with the consent of the majority of the Executive Committee. Special Membership Meetings may also be held upon ten calendar days' notice at the written request of at least one-fourth of the Active members in Good Standing. Such request shall be submitted to the President.

Special Membership Meetings shall be open to all Active and Associate members.

A quorum shall consist of one third of the total ACTIVE members.
Each ACTIVE member organization in Good Standing is entitled to one vote.

Absentee ballots and proxy voting are not allowed.

A simple majority vote at a Special Membership Meeting where a quorum is present constitutes action by the CONA membership.

Section Five – Meetings, General Conditions

Any meeting can be cancelled by the President or by action of the Executive Committee with the earliest possible notice.

Membership and Special Membership meetings may be called by the President with the consent of the majority of the Executive Committee with a minimum of seven (7) calendar days' notice to the general membership.

Membership and Special Membership meetings may be held by action of the Executive Committee through electronic means as authorized by the Executive Committee and subject to such guidelines as the Executive Committee may adopt.

Members may attend and/or participate in Membership and Special Membership meetings in person or by electronic means.

ARTICLE ELEVEN: PARLIAMENTARY PROCEDURE

The rules contained in "Robert's Rules of Order Newly Revised" shall govern CONA in all cases where they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE TWELVE: PUBLIC STATEMENT POLICY

Only the CONA President or the President's designee shall make public statements on behalf of CONA.

When responding to public or media inquiries any position statements should first represent any positions voted on by the general membership of CONA. Recognizing that some inquiries may require a broader response, the President may further acknowledge and respect the diverse opinions that may exist within the organization.

ARTICLE THIRTEEN: AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended at any CONA Membership Meeting by a two thirds vote of the members in attendance provided there is a quorum. Any amendment to the By-Laws must have been noticed in writing or via electronic means to the entire voting membership at least four weeks prior to a vote. Distribution of proposed By-Law amendments at a CONA Membership Meeting shall be deemed sufficient notice. Said amendments shall take effect immediately unless otherwise specified.

ARTICLE FOURTEEN: POLICIES AND PROCEDURES

The Executive Committee may enact from time to time such Policies and Procedures as it deems necessary for the implementation of these By-Laws, including those that interpret the By-Laws and provide details in procedures useful in the function and operation of CONA.

Policies and Procedures may be enacted, modified or repealed in whole or in part by a majority vote of the Executive Committee at any meeting where a quorum is present. The most recent and up to date enactment of the CONA Policies and Procedures shall be maintained in a manner accessible to the CONA members along with these By-Laws.

Proposed Policies and Procedures may be submitted to the CONA President at any time by any Member neighborhood association for consideration by the Executive Committee.

ARTICLE FIFTEEN: FUND RAISING

Any fund raising by CONA, or otherwise conducted in the name of CONA shall be approved by the Executive Committee and shall not violate any city, county, state or federal statute or law. Donations may be accepted.

No charitable organization, sponsor nor any person that has been enjoined in any jurisdiction from soliciting contributions or been found to have engaged in unlawful practices in the solicitation of contributions or administration of charitable assets may serve on the Executive Committee or be involved with any solicitation for or on behalf of CONA.

ARTICLE SIXTEEN: DISSOLUTION AND DISTRIBUTION

Dissolution of the Corporation may occur under the following conditions: Through a unanimous vote in favor of dissolution by the Active Members in good standing at the time of the vote, conducted at a special meeting of the Members duly noticed for the express purpose of considering the dissolution of the Corporation or automatically, through the substantial inactivity of the Corporation if, over the span of two calendar years, no CONA Leadership sessions, Membership or Special Membership Meetings have been held.

In the event of dissolution, the Executive Committee shall give notice of dissolution to any persons who have extended credit to the Corporation and any persons who have extended a grant to the Corporation, if the grant funds received by the Corporation have not been fully expended. The Executive Committee shall take whatever actions are necessary for dissolution of the Corporation under the Florida Not for Profit Corporation Act.

Upon the dissolution of the Corporation, no Member shall have any right to nor shall receive any assets of the Corporation. The assets of the Corporation are permanently dedicated to a tax-exempt purpose. In the event of dissolution, the Corporation's assets, after payment of debts, shall be distributed to an organization which itself is tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code. To the extent the Corporation holds grant-restricted funds at dissolution, and the purposes of the restricted grant cannot be effected as a consequence of the dissolution of the Corporation, the individuals winding up the Corporation shall coordinate and consult with the grantor of said grant-restricted funds to determine the appropriate disposition of those funds.

CERTIFICATE OF ADOPTION

The By-Laws enumerated in this document from Article One to Article Fifteen were duly adopted by the CONA Members and Executive Committee of the Council of Neighborhood Associations of South Pinellas County, Inc. (CONA) on November 16, 2022.

Certified by:

Stephen M. Waters

Stephen M. Waters (facsimile signature)

Secretary, Council of Neighborhood Associations of South Pinellas County, Inc.