

BY-LAWS

DOME DISTRICT BUSINESS ASSOCIATION, INC.
(F.K.A. Ballpark Village Business Association, Inc.)
dba EDGE Business District Association
(A Non-Profit Florida Corporation)

February 1996
Amended May 13, 2014
Amended August 11, 2015
Amended July 12, 2016

ARTICLE I

NAME, SEAL AND PRINCIPAL OFFICE

Section 101 – Name.

The name of the Corporation shall be Dome District Business Association, Inc. dba EDGE Business District Association.

Section 102 – Corporate Seal.

The corporate seal of the Association shall bear the name of the Association and the words "Incorporated State of Florida".

Section 103 – Principal Office.

The principal office of the Association shall be established and maintained in such location within the city limits of St. Petersburg, within the area designated as the business district as recognized by the City of St. Petersburg, of which the Board of Directors shall from time to time determine.

ARTICLE II

PURPOSES

Section 201 – Purposes.

The primary purpose of the Association is to be operated exclusively for charitable, scientific and educational purposes, including but not limited to fostering a sense of community and promoting the overall development of the EDGE Business District, to promote communication and cooperation between members of the association and other groups, to act as a business advocate for the district, and otherwise improve and unite the area.

To accomplish the foregoing purposes, the Association's activities are designed:

- (a) To define, establish and preserve the identity and the common interests of Association members;

- (b) To promote better relations between members, governmental agencies and the public at large;
- (c) To coordinate information and education dissemination to members of the Association and the community with regards to best practices for community organizations, revitalization techniques, the benefits of downtown conservation, and environmental issues;
- (d) To represent the common interests of members at hearings, meetings, and conferences held by legislative and other public administrative and regulatory bodies on local, state and national levels such activity will be insubstantial.
- (e) To advertise and promote the Association and its members through community events and arts and cultural activities.
- (f) To promote and foster ethical business practices-and to foster higher business standards and better business methods.
- (g) To engage in research to aid the members and the community.
- (h) To exchange data and information with trade associations, chambers of commerce, board of trade and other organizations engaged in similar activities to the benefit of continued community development and revitalization.

ARTICLE III

TERRITORY, MEMBERSHIP

Section 301 – Territorial Jurisdiction

The membership jurisdiction of this Association shall be the area within the City of St. Petersburg bounded by Dr. Martin Luther King, Jr. Street (9th Street) to the east, 16th Street to the west, 1st Avenue North to the north and 1st Avenue South to the south and such other areas approved by the Board of Directors.

Section 302 – Membership.

Any individual, business, professional or business association, or property owner located within or doing business within the Association's jurisdictional area and whose goals, objectives and purposes are not in conflict with those of the Association and who by affiliation through membership in the association will bring support to the association, may upon application be considered for membership by the Board of Directors.

Section 303 – Admission.

Membership in the Association may be obtained only by majority vote of the Board of Directors on written application therefore, accompanied by dues for a full year. The application for membership shall be executed in the form provided by the Association and shall constitute an agreement that the applicant will abide by the By-Laws of the Association.

Section 304 – Representation

If a partnership or joint venture is admitted to membership, any one partner of such partnership or joint venture may represent the partnership or joint venture at any meeting of the association. It shall not be necessary that the same partner of such partnership or joint venture be the representative at all meetings. If the member is a corporation, then such representation may be by any officer or duly authorized representative of the corporation.

Section 305 – Membership and Dues.

The membership fees and dues shall be established by the Board of Directors.

Section 306 – Voting Power.

Each entity paying one membership fee and being in good standing shall have one (1) vote.

Section 307 – Membership Not Transferable.

No membership can or shall be assigned, either voluntarily or involuntarily, or by operation of law; nor can any membership or membership rights or property rights of a member in the Association be assigned, transferred, alienated or encumbered in any manner, or by any means whatsoever.

Section 308 – Reapplication on Rejection.

An applicant who is rejected for admission may not reapply for at least one year following such rejection.

Section 309 – Members' Obligations.

Each member is obligated to comply with the By-Laws and to meet all financial obligations to the Association within the time and manner specified. Each member is expected to cooperate fully with the appropriate officials of the Association with respect to Association matters, including official inquiries and requests concerning compliance with the terms of these By-Laws.

Section 310 – Officers And Directors May Not Delegate.

If any company or corporate representative shall be elected as an officer or director of this Association, then the duties of such office shall be performed by the individual so elected and may not be assumed by any other officer or employee of that member's company or corporation. If a partner or member of a joint venture shall be elected as an officer or director of the Association, then the duties of such officer or director shall be performed by the individual so elected and may not be assumed by any other partner or member of that partnership or joint venture.

Section 311 – Designated Representatives.

Persons authorized to act for a member company or corporation in all other respects shall be so designated in writing by a person authorized to act for the company or corporation. Such

written designation shall consist of a list of not more than three persons who are active authorized representatives of the member's company or corporation. The persons designated shall be listed in order of preference so that in the absence of one representative, the next representative listed shall have the right to act for a member company or corporation in Association affairs.

Section 312 – Resignation.

Any member of the Association may resign at any time, but the Association shall not return any portion of said resigning members prepaid dues.

Section 313 – Delinquent.

A member becomes delinquent if dues are not paid when due, and within thirty days after notice is given. The delinquency shall terminate upon full payment of such dues. No member, while delinquent, shall be permitted to participate, vote or be entitled to receive the publications, services and benefits, if any, of this Association. A delinquency of more than six months constitutes cause for termination of membership.

Section 314 – Termination for Cause.

On the written and signed complaint of at least five members, setting forth reasons giving rise to cause for termination of the membership of any member, the Board of Directors shall be assembled forthwith to consider such complaint. Any member against whom such a complaint has been filed may be removed by 2/3rds vote of the members of the Board of Directors in attendance at the review of said complaint, provided the member proposed to be terminated was first given an opportunity to be heard and a determination is made by the Board of Directors that the termination is in the best interests of the Association. An affected member may, upon written notice to the Board of Directors, within two weeks of an adverse decision, appeal the termination action to the next general membership meeting of the Association. At this meeting, the Board of Directors shall present the matter and the affected member shall again be given the opportunity to be heard. If 2/3rds or more of the vote of the general membership in attendance at the meeting shall concur, the termination shall be final; otherwise, the member shall be reinstated provided all delinquent dues are paid currently and in full within five days after said vote.

Section 315 – Readmission after Termination.

A member who has been terminated may not be readmitted for at least three years, and then only upon proof that the applicant is eligible for membership as a new member. The application shall then be treated in the same manner as that of a new member.

Section 316 – Return of Association Property.

On termination of membership, the members obligated to return promptly all properties of the Association which the member was permitted to utilize during membership, and the member shall cease forthwith to use the name of the Association in any manner whatsoever.

ARTICLE IV

GENERAL MEMBERSHIP MEETINGS AND VOTING

Section 401 - Annual Meetings.

An annual meeting of the membership shall be held during September of each year for the purpose of electing officers and directors and reviewing the affairs of the Association for the past year. The date, time and location shall be determined by the Board of Directors.

Section 402 – Membership Meetings.

Meetings shall be called by the President, with the approval of the Board of Directors, and such meetings shall be held at such time and place as the Board of Directors shall from time to time determine.

Section 403 – Governing Rules.

All meetings shall be conducted in accordance with the procedures set forth in the latest edition of Robert's Rules of Order.

Section 404 – Quorum.

For the transaction of business, there shall be at least 10% of the membership in attendance to constitute a quorum.

Section 405 – Voting.

Every member having the right to vote shall be entitled to vote in person or by a proxy appointed by an instrument in writing subscribed by such member and delivered to the Secretary prior to the meeting. Upon demand made by a member before the voting at any election for Directors and Officers, the election shall be by written ballot. No member who owes dues or any assessment shall be entitled to vote at a meeting. A majority of those members present and voting is required to take any action except as otherwise provided in the By-Laws. Annual voting for Directors and Officers shall be by approval election, whereby members approve the nominating committee's recommendations in full or in part. A majority of voting members' approval is required for nominees recommended. In the case of a Director or Officer not receiving majority approval, that Director's or Officer's seat will be filled in October of the elected year by the Board of Directors as if a vacancy occurred. In the case of a majority of the nominating committee's recommendations not being approved, the nominating committee will return a new ballot of recommended nominees within 7 days to the membership for a new round of voting. This process will continue until a majority of nominees is approved.

Section 406 – Delegation of Authority.

The Board of Directors may make general or special delegations of authority to Officers who in turn may make further delegations of authority, unless specifically prohibited herein.

Section 407 – Appeal to Membership.

A decision of the Board of Directors (other than as set forth in Section 314) may be appealed to the membership upon petition signed by twenty-five (25) percent of the active members of the Association. If a 2/3rds vote of the general membership in attendance at the next meeting shall decide against a decision of the Board of Directors, then the Board of Directors shall be bound by the same and shall take such steps as are necessary to abide by the decision of the membership.

Section 408 – Regular Meetings.

Regular meetings of the membership of this Association shall be held during the year as scheduled by the Board of Directors.

Section 409 – Special Meetings.

Special meetings of members may be called by 2/3rds of the members of the Board of Directors or by twenty-five (25) percent of the members. No business shall be transacted at a special meeting other than the business stated in the call of such meeting. The Board of Directors shall determine whether the meeting shall be chaired by a qualified parliamentarian hired for the occasion.

ARTICLE V

DIRECTORS AND OFFICERS

Section 501 – Board of Directors.

The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer and at least four other members. The President shall serve as Chairman, the Vice President shall serve as Vice Chairman, and the Corporate Secretary and Treasurer shall be the Board's Secretary and Treasurer. The authorized number of members on the Board of Directors shall be not less than eight (8) and no more than 15, the number thereof to be determined from time to time by resolution of the Board of Directors, 65% must reside or own property or be employed or own a business within the EDGE Business District Association boundaries.

Section 502 – Board of Directors Powers and Duties.

The Board of Directors shall be responsible for the entire management of the Association. The powers and duties of the Board of Directors include, but are not limited to:

- (a) acquire and dispose of property,
- (b) borrow or pledge money for corporate purposes,
- (c) delegate to Officers or employees of the Association to countersign any and all checks, contracts, bonds or other obligations of the corporation/and such signatures shall be binding on the Association,

- (d) appoint and remove all non-elected officers and agents of the Association and fix their compensation. Directors will receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties,
- (e) have custody and control of the funds and assets of the Association and to authorize a yearly review of the Association's books,
- (f) keep a record of all of its acts and of the proceedings of its meetings, and to present a financial summary and statement of the condition of the Association,
- (g) establish dues, fees and assessments necessary to fund the programs of the Association,
- (h) participate in or support legal actions to the extent and manner deemed appropriate to protect the common interests of the Association,
- (i) determine the requirements for eligibility, expel or discipline members for improper conduct, violation of rules or non-payment of dues; and in general, exercise all powers and rights necessary pertaining to the proper administration of the Association,
- (j) establish all rules and regulations necessary to the conduct of its business and may change, alter, and amend the same from time to time,
- (k) have the authority to limit attendance at any meeting to active members of the Association,
- (l) create other Corporations deemed necessary to carry out the goals and objectives of the Association,
- (m) take actions not specified herein that will protect and or promote the common interests of the Association.
- (n) Directors will not be personally liable for the Association's debts, liabilities, or other obligations.

Section 503 – Board of Directors Meetings.

The Board of Directors shall meet at least four (4) times per year. Meetings shall be called by the President or by the Secretary upon a petition from a majority of the members of the Board.

Section 504 – Governing Rules.

For the transaction of business, there shall be a majority of the members of the Board. If however, such quorum shall not be present, the members present shall have the power to adjourn the meeting.

Section 505 – Term of Office; Appointment.

The elected Officers and Directors shall hold office for one year or until their respective successors have been duly elected, in September. The effective date of taking office shall be October 1st of each year. In case of a temporary absence or disability of any Officer or Director, the Board of Directors may appoint a person to perform the duties of such Officer or Director during such absence or disability. In case a permanent vacancy occurs, for any reason whatsoever, such vacancy may be filled by the Board of Directors by a majority vote of the

remaining members of the Board of Directors, and the member so elected shall hold office until the vacancy shall be filled at the next annual election.

Section 506 – Removal of Officers and Directors.

Any director may be removed at any time (with or without cause) by a vote of the membership at a meeting of the membership properly called in accordance with the terms of these bylaws. Directors may be removed from office by a vote of the board of directors when he or she misses three consecutive regular meetings of the membership or three consecutive regularly scheduled meetings of the board. Any appeal by said Officer or Director will be governed by Section 314.

Section 507 – President.

The President, who must be an active member, shall be the Chief Executive Officer and the Chairman of the Board of Directors. The President shall be charged with the general control and management of the business of the Association and shall perform all duties incidental to the office, as well as such additional duties as the Board of Directors may direct. The President may sign and execute all authorized checks, contracts, bonds or other obligations in the name of the Association in accordance with the procedures contained in these By-Laws or established by the Board of Directors not inconsistent therewith.

The President shall:

- (a) keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Association,
- (b) make such recommendations regarding the establishment and implementation of policies germane to the objectives and business of the Association as he/she may deem appropriate,
- (c) conduct and preside at all meetings of the Board of Directors and all Annual and Special Meetings of the Association,
- (d) have the authority to delegate the duties and responsibilities incident to the day-to-day conduct of the Association's business to assistants or other subordinate members of the Association, including supervision of the Executive Director.
- (e) Establish and abolish committees.

Section 508 – Vice President.

During the absence or disability of the President or upon his or her written direction, the Vice President shall assume all the powers and duties of that office, and he shall perform all duties authorized by the Board of Directors.

Section 509 – Treasurer.

The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial affairs of the Association and the care and custody of the funds and all valuable papers of the Association. The Treasurer, together with

the President, shall sign checks against the deposits of the Association. He shall collect monies from time to time due and owing to the Association, including membership dues and assessments and shall deposit and disburse the same pursuant to the instructions of the Board of Directors. He shall keep or cause to be kept accurate books of account, which shall be the property of the Association, and he shall render a statement of the financial affairs of the Association to the Board of Directors, quarterly or whenever they may be required, and at each Annual Meeting of the Association, submit a complete statement of account as Treasurer, showing all receipts and expenditures of the preceding calendar year. If required by the Board, he shall give bond for the faithful performance of these duties, in such form and sum with such surety as the Board of Directors shall require; the premium for such bond shall be paid by the Association.

Section 510 – Secretary.

The Secretary or cause to be kept an accurate record of the proceedings of all meetings of the members of the Association and the Board of Directors in books belonging to the Association which books shall be open at all reasonable times for the inspection of any member of the Association. He shall issue or cause to be issued all notices of the meetings of the Association and of the Board of Directors; he shall cause to be published all notices, the publication of which is required. In the event of his absence from any meeting, a Secretary pro-tempore may be appointed in his place by the presiding officer. The Secretary shall have charge of the seal of the corporation.

Section 511 – Nominating Committee.

The Board of Directors shall appoint, at least three months before every Annual Meeting and in no event later than June, a Nominating Committee of at least five (5) in number which shall include the Association's Executive Director. Members of the Nominating Committee will be selected only from the current Association membership, and will not include members of the current Board of Directors. The Nominating Committee shall then select a nominee for each position of Officers and Directors, and announce the complete list of nominees to the membership at least 30 days before the Annual Meeting. Approval Ballots shall be mailed to all current members of the Association at least 20 days prior to the Annual Meeting and they shall be returned no later than the beginning of the Annual Meeting. The format and method of balloting by mail shall be determined by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 601 – Committees.

1. Committees other than those which are specifically established herein may be established by the President with the approval of a majority of the members of the Board of Directors and the President may delegate to such committees such of his powers as he may deem necessary.

2. At least one Director shall serve on any committees established by the President with the approval of the Board of Directors. In conforming to the Florida and National Main Street Model, there shall be the four following standing committees established: Organization, Economic Vitality, Promotion and Design.

ARTICLE VII
AMENDMENTS

Section 701 – Amendments.

The By-Laws of this Association may be amended or expanded by a 2/3rds vote majority vote of the Board of Directors at any regular or special meeting of the Board. Recommendations to amend these By-Laws may originate either from the Board of Directors or the general membership.

ARTICLE VIII
DISSOLUTION

Section 801 – Dissolution.

In the event the Corporation should be dissolved for any reason whatsoever, the dissolution shall be in accordance with the laws of the State of Florida at the time of such dissolution or termination of the Corporation. Any funds or assets of the Corporation remaining after the liquidation of Corporate indebtedness shall be distributed pursuant to the laws of the State of Florida.

ARTICLE IX
FISCAL YEAR

Section 901 – Fiscal Year.

The Fiscal year of the Association shall be October 1 through September 30.