

CONSTITUTION AND BY-LAWS OF THE WOODLAND DRIVES NEIGHBORHOOD ASSOCIATION, INC.

CONSTITUTION

ARTICLE 1

NAME, LOCATION AND BOUNDARIES

Section 1. Name

The name of the association is Woodland Drives Neighborhood Association (WDNA), with the corporate name of Woodland Drives Neighborhood Association, Inc., a corporation organized under the laws of the State of Florida, with Articles of Incorporation filed June 10, 1971, hereinafter referred to as “the Association.”

Section 2. Location

The principal office of the Association shall be located at the residence of the current President. Meetings of the Officers and the Board of Directors may be held virtually or in-person at such places within Leon County as may be designated by the Board of Directors or the President.

Section 3. Boundaries

The Association encompasses the land area and structures included within the Woodland Drives Subdivision, as represented on the map attached as “Exhibit A.” The area can be generally described as the land area bounded on the south and east by Magnolia Drive, on the north by Lafayette Street and on the west by Myers Park Drive to Santa Rosa, thence southward to Country Club Drive to Magnolia Drive.

ARTICLE II

PURPOSES AND REPRESENTATION

Section 1. Purposes

The purposes of the Association shall include the following:

- (a) To preserve and enhance the Woodland Drives neighborhood as a desirable residential community;
- (b) To uphold and protect the value of homes;
- (c) To enhance and protect the natural beauty of the neighborhood;
- (d) To promote sound comprehensive planning, zoning and land use regulations and to oppose detrimental comprehensive plan amendments, zoning or zoning changes within and surrounding the neighborhood;
- (e) To provide a forum for the homeowners and residents, to establish opinion and to make these opinions known to the general public and to the City and County officials on topics of concern;
- (f) To sponsor and/or support events and activities that contribute to a positive quality of life and sense of community for neighborhood homeowners and residents;
- (g) To sponsor and/or support activities that contribute to the safety of homeowners and residents, and the protection of people, pets, and property from crime and disasters (natural and human-caused), and pedestrian and cycling safety issues including walkability, traffic calming, and safe driving;
- (k) To organize and participate in activities related to neighborhood severe weather preparedness including but not limited to the Neighborhood Plan for Readiness and Emergency Preparedness (PREP), disaster response, and coordination of the Hurricane Safety Fest; and
- (h) To enter into contracts;
- (i) To participate in the activities of Tallahassee/Leon County neighborhood advocacy organizations as they strive to better the metropolitan whole of Tallahassee;
- (j) To facilitate communications to homeowners and residents about activities impacting the neighborhood and surrounding area;
- (k) To do all things necessary to accomplish the purposes enumerated above.

Section 2. Representation

No person or organization shall use the name of the Association or represent the Association in any capacity or for any reason without the specific authorization of the Board of Directors. The Association is organized and operated exclusively for the purposes stated above, and for other non-profit purposes, and no part of any assets, fees or earnings shall inure to the benefit of any Member.

ARTICLE III

MEMBERSHIP, VOTING, AND DUES

Section 1. Membership

Membership in the Association is accorded to individuals, rather than households. There shall be two types of Members. "Voting Members" shall include any individual age 18 or older owning or residing on residential property located within the boundary of the Association who has paid the dues established herein and is duly registered with the Secretary and/or Treasurer of the Association. There may be as many Voting Members in any household as do meet the definition of "Voting Members" given above. "Non-voting Members" shall include those persons who have not paid dues, but who are at least 18 years of age and reside within residential property located within the neighborhood boundaries. A member in good standing is any voting member who is current with their dues.

Section 2. Voting

Each Voting Member, as defined above, shall have one and only one vote on matters that come before the Members of the Association for approval or disapproval.

Section 3. Dues

Annual dues shall be \$25.00 (Twenty-five Dollars) per Voting Member, payable in the first quarter of the calendar year. Persons may be admitted to membership at any time; however, there shall be no prorated dues and no refund of dues. Dues may be assessed in addition to the annual dues, if deemed necessary, with the approval of the Majority of the Voting Members present and voting. *(Section 3. Dues was amended by vote of the Board on 10 October 2000, and Ratified by vote of the Voting Members at the Annual Meeting on 13 February 2001)*

A comprehensive review was conducted and the Constitution was amended by unanimous vote of the Board of Directors on 21 September 2021, reaffirmed by unanimous vote of the Board of Directors on 9 November 2021, and ratified by unanimous vote of the Voting Members at the Annual Meeting on 16 April 2022. A minor revision was amended by unanimous vote of the Board on 19 January 2023, and ratified by unanimous vote of the Voting Members at the Annual Meeting on 16 April 2023.

Constitution (Amended 2 March 1999, 6 March 2022, and 16 April 2023)

Woodland Drives Neighborhood Association, Inc.

BY-LAWS

ARTICLE I

OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers

The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The duties of the officers shall include the following:

- (a) **President.** The President shall preside at all meetings of the Association and of the Board of Directors at which he or she is present; shall perform such other duties as may be prescribed in the By-Laws or assigned by the Voting Members of the Association or by the Officers and Board of Directors; and shall coordinate the work of the Board and committees of the Association in order that its purposes may be furthered. The President shall be authorized to sign checks or drafts against the Association's accounts.
- (b) **Vice President.** The Vice President shall act as aide to the President; shall perform the duties of the President in the absence of that officer, shall serve as the delegate to relevant neighborhood advocacy organizations of Tallahassee/Leon County unless otherwise specified by the Board of Directors; shall serve as Chair of the Governmental Affairs Committee unless otherwise specified by the Board of Directors; and shall perform such other duties as may be prescribed in the By-Laws or assigned by the President. The Vice President shall be authorized to sign checks or drafts against the Association's accounts.
- (c) **Secretary.** The Secretary shall record the minutes of all meetings of the Association and of the Board of Directors; shall receive copies of minutes of Committee meetings; shall preserve and maintain the Association's permanent records; shall maintain membership records, as provided in Article III, section 1 of the Association Constitution; and shall perform such other duties as may be assigned by the President. The Secretary shall be responsible for the annual filings of corporate information to the Department of State.
- (d) **Treasurer.** The Treasurer shall have custody of all the funds of the Association and shall ensure that funds not needed for immediate use are invested in an appropriate interest-bearing account or instrument; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approval of the Board of Directors. The Treasurer shall present a financial statement at every meeting of the Association and Board of Directors and shall make a report at the annual meeting. The Treasurer's books shall be periodically examined by an ad-hoc committee of voting members in good standing as defined in Article III, Section 1 of the Association Constitution appointed by the Board, who, if satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The Treasurer shall be authorized to sign checks or drafts against the Association's accounts. Checks or warrants against accounts of the Association shall require two signatures when the

amount of the check or warrant is \$250 or more. Checks or warrants against accounts of the Association in an amount less than \$250 shall require only one signature. When two signatures are required, the Treasurer shall be one of the signors.

Section 2. Board of Directors

- (a) The voting Members of the Board of Directors shall consist of the four Association officers and up to seven additional directors.
- (b) The Board of Directors shall assume responsibility for the guidance of the affairs of the Association. All binding contracts shall be approved by a majority of the Board and signed by the President and the Secretary of the Association.
- (c) The Board of Directors shall be responsible for planning the program for each annual membership meeting.
- (d) The immediate past president, unless elected to another position on the Board, will be an ex-officio Member of the Board for one year.
- (e) The chairs of the committees may serve as non-voting Members of the Board of Directors, if they are not Officers or Directors, but must be voting members of the Association in good standing as defined in Article III, Section 1 of the Association Constitution. An Officer or Director may serve as chair of a committee.
- (f) Meetings of the Board
 - (i) A meeting of the Board of Directors shall be held on the second Tuesday of each odd numbered month of the calendar year, or as otherwise agreed to by the Board. Notice shall be given to each Board Member at the conclusion of each previous Board meeting. Board meetings may be conducted in-person or virtually using video conferencing software or other internet/web-based technologies.
 - (ii) Special Board meetings may be called by the President, three Board Members, or as directed by a majority vote at a membership meeting or as directed in a petition signed by thirty (30) Voting Members in good standing as defined in Article III, Section 1 of the Association Constitution. Notice shall be given to each Board Member at least two days in advance.
 - (iii) Five Members shall constitute a quorum at all Board meetings.
 - (iv) All Board meetings shall be open to the membership, and general members shall be afforded the opportunity to comment pursuant to the Board's adopted Board Meeting Participation Procedures.

- (g) The Board of Directors shall report regularly to the membership, utilizing the neighborhood newsletter, the WDNA website, internet-based communications including e-mail, called meetings of the membership, and annual membership meetings.

Section 3. Election of Officers and Other Directors

- (a) The annual meeting of the Association shall be the membership meeting held during the first four months of each calendar year (The Annual Membership Meeting).
- (b) The election of Officers and other Directors shall be by ballot at the annual meeting. However, if there is but one nominee for any office, the secretary will cast the elective ballot for that nominee. All nominees must be voting members of the Association in good standing as defined in Article III, Section 1 of the Association Constitution.
- (c) A Board of Director Member's (Officers and Directors) term shall be for a period of three (3) years, beginning at the first Board Meeting following the election vote at the Annual Membership Meeting, and ending at the commencement of the first Board Meeting following the Annual Membership Meeting three (3) years later. There shall be no term limits for Officers and Directors.
- (d) Officers and Directors must be voting members of the Association in good standing as defined in Article III, Section 1 of the Association Constitution.
- (e) There shall be a Nominating Ad Hoc Committee composed of two officers of the Board of Directors. Additional Board members may be added to The Nominating Ad Hoc Committee at the Board's direction. The Nominating Ad Hoc Committee shall be appointed by the Board of Director's to serve until another Nominating Committee is appointed.
- (f) The Nominating Ad Hoc Committee shall make every effort to nominate at least one eligible consenting person for each office and for each board member position to be filled. The Nominating Ad Hoc Committee shall report its nominees to the Board of Directors who shall provide a slate of proposed candidates to the membership at the annual meeting. At the annual meeting, additional nominations of eligible consenting persons may be made from the floor.
- (g) The nominee receiving the largest number of votes shall be declared the winner. Absentee or proxy votes shall not be permitted.
- (h) Vacancies shall be filled by the President with the approval of the Board of Directors until the next annual meeting, or by special election called by the President and approved by the Board of Directors.

(Section 3. Amended 16 April 2023)

Section 4. Recall of Officers and Other Directors

Any Member of the Board is subject to recall at any time in accordance with the following procedure. A motion to recall must be made at a regularly scheduled Board meeting, and it must be voted on at a subsequent Board meeting. Prompt written notice of the motion to recall must be given to each Member of the Board. The use of email shall suffice for the purpose of written notice. Recall of a Board Member requires the affirmative vote of the Board Members present and voting. Three unexplained absences from regularly scheduled Board meetings and uncivil, disruptive, or offensive behavior shall be cause for motion to recall.

*By-Laws (Amended 2 March 1999, 6 March 2022, and 16 April 2023)
Woodland Drives Neighborhood Association, Inc.*

ARTICLE II

COMMITTEES

Section 1. Committees

- (a) There shall be two kinds of committees.
 - (i) Standing Committees, which are created to perform a continuing function. Standing committees may form subcommittees as needed to accomplish the work of the Association and duties of the committees, and shall report regularly to the Board of Directors; and
 - (ii) Ad Hoc Committees, which are created to complete a specific task assigned by the Board, and whose members are appointed by the President and confirmed by the Board of Directors. Ad Hoc Committees shall meet as many times as required to fulfill their specific task, and shall report regularly to the Board of Directors.
- (b) There shall be the following Standing Committees, with duties to include the following activities:
 - (i) **Beautification Committee.** The Beautification Committee's duties shall include fostering and conducting activities that generally achieve the purpose stated in Article II, Section 1(a), (b) and (c) of the Association Constitution, with particular emphasis on the parks and other public and open spaces within the Association boundaries.
 - (ii) **Communications and Outreach Committee.** The Communications and Outreach Committee's duties shall include fostering and conducting activities that generally achieve the purpose stated in Article II, Section 1(f) and (j) of the Association Constitution, with particular emphasis on a neighborhood newsletter, internet/web-based communications including e-mail, the WDNA website, and other means of communicating information to Members, including soliciting Block Captains to facilitate the work of the Association.
 - (iii) **Governmental Affairs Committee.** The Governmental Affairs Committee's duties shall include fostering and conducting activities that generally achieve the purpose stated in Article II, Section 1(a), (b), (d), (e) and (i) of the Association Constitution.
 - (iv) **Membership, Social, and Events Committee.** The Membership, Social, and Events Committee's duties shall include fostering and conducting activities that generally achieve the purpose stated in Article II, Section 1(a) and (f); maintaining a roster of Voting and Non-Voting Members of the Association for voting purposes, as well as a roster of residents of the neighborhood; conducting an annual membership solicitation; organizing an annual social event for the membership; and soliciting Block Captains to facilitate the work of the Association. The Membership, Social, and Events Committee

shall form and coordinate with an Aging In Place Subcommittee to foster the goals of aging in place.

- (v) **Neighborhood Safety Committee.** The Neighborhood Safety Committee's duties shall include fostering and conducting activities that generally achieve the purpose stated in Article II Section 1(a), (b), (g), (j), and (k) of the Association Constitution.
- (c) There shall be periodic convening of the following Ad Hoc Committees, with duties to include the following activities:
 - (i) **By-Laws Ad Hoc Committee.** The By-Laws Ad Hoc Committee's duties shall include periodic review of the Association Articles of Incorporation, Constitution and By-Laws to ensure that the activities of the Association are conducted in conformance with the governing documents, and, when necessary, to propose appropriate amendments to the By-Laws and Constitution, for consideration by the Board and ratification by the membership, following the procedures described in the Article V of the By-Laws.
 - (ii) **Nominating Ad Hoc Committee.** The Nominating Ad Hoc Committee's duties shall include the activities described in Article I, Sections 3(c) and (d) of the Association By-Laws.
 - (iii) **Financial Oversight Ad Hoc Committee.** The Financial Oversight Ad Hoc Committee's duties shall include the activities described in Article I, Section 1(d) of the Association By-Laws.

Section 2. Committee Creation

The Board of Directors may create such standing and ad hoc committees as they deem necessary to promote the purposes and carry on the work of the Association.

- (a) The chairs of the committees shall be appointed by the President subject to the approval of the Board of Directors.
- (b) The majority of Voting Members in good standing as defined in Article III, Section 1 of the Association Constitution present at a membership meeting may instruct the Board of Directors to form any committees they deem necessary.

Section 3. Work Plan

The chair of each committee shall present a work plan to the Board of Directors for approval.

- (a) Standing committees shall meet as often as necessary but at least quarterly.
- (b) Participation on committees shall be open to the membership.

Section 4. Reports and Minutes

All committees shall report their activities at each Board and membership meeting. Minutes of all committee meeting shall be given to the Secretary for the Association's permanent records, and posted to the Association's website.

ARTICLE III

MEMBERSHIP MEETINGS

An annual membership meeting shall be called during the first four months of the year. Notice shall be given to all Members at least one week in advance of the meeting date. The use of email and internet/web-based communications shall suffice for the purpose of notice. Membership meetings may be conducted in-person or virtually using video conferencing software or other internet/web-based technologies.

- (a) Special meetings may be called by a majority of the Board of Directors, or by two-thirds of the Voting Members present at an annual meeting, or as directed by a petition signed by thirty (30) Voting Members. Written notice shall be given to all Members at least two weeks in advance.
- (b) A quorum at any meeting shall be 10% of the Voting Members, as defined in Article III, Section 1 of the Association Constitution as recorded by the Secretary.

ARTICLE IV

PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Newly Revised, or the most recent version if updated subsequent to the adoption of these By-Laws, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or the Articles of Incorporation. Pursuant to Robert's Rules of Order the Board may vote to amend their parliamentary procedures for governing the operation of their meetings. Amending these procedures requires a two-thirds favorable vote of the Board.

ARTICLE V

AMENDMENT OF ASSOCIATION CONSTITUTION AND BY-LAWS

These By-Laws and the Association Constitution may be amended at any Board Meeting provided that notification has been given at the previous meeting or in writing at least thirty (30) days in advance. The amendments shall be ratified by the Voting Members at the annual meeting and will require the affirmative vote of two-thirds of the Voting Members present and voting. In case of any conflict between the Articles of Incorporation and the Constitution, the Articles will control. Any conflicts between the By-Laws and the Constitution, the Constitution will control. When conflicts between the Articles of Incorporation, the Constitution and the By- Laws are observed, the By-Laws Ad Hoc Committee shall be responsible for preparation of appropriate revisions to the effected documents, in order that conflicts are resolved.

ARTICLE VI

DISSOLUTION

The Association may be dissolved and its affairs terminated in accordance with the following procedures:

A motion to dissolve the Association must be made at a meeting of the Association Members, and the motion must be voted on at a subsequent meeting to be held at least twenty-five (25) days later.

Prompt written notice of the motion to dissolve must be given to each Member and to each Member of the Board. The use of email shall suffice for the purpose of written notice.

Dissolution of the Association requires the affirmative vote of two-thirds (2/3) of the Voting Members present and voting. Prompt notification by the Association Secretary to the Secretary of State, Division of Corporations must be delivered immediately upon a vote of dissolution of the Association.

In the event of dissolution, property of the Association shall be donated to the Hartsfield Elementary School or other local community non-profits.

The By-Laws were Amended by vote of the Board on 9 February 1999, 9 November 2021, and 19 January 2023, and Ratified by unanimous vote of the Voting Members on 2 March 1999, 6 March 2022, and 16 April 2023 respectively.

A comprehensive review was conducted and the By-Laws were amended by unanimous vote of the Board of Directors on 21 September 2021, reaffirmed by unanimous vote of the Board of Directors on 9 November 2021, and Ratified by unanimous vote of the Voting Members at the Annual Meeting on 6 March 2022.

*By-Laws (Amended 2 March 1999, 6 March 2022, and 16 April 2023)
Woodland Drives Neighborhood Association, Inc.*