

BYLAWS of the WEST PALM BEACH DOWNTOWN NEIGHBORHOOD ASSOCIATION, INC.

Amended & Restated Bylaws (Effective January 28th, 2026)

ARTICLE I: MISSION AND PURPOSE OF THE ORGANIZATION

A. Mission. The West Palm Beach Downtown Neighborhood Association (“WPBDNA”) is a Florida nonprofit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. WPBDNA’s mission is to advocate for the safety, well-being, and quality of life of residents within the downtown West Palm Beach neighborhood.

B. Purpose and Activities. In furtherance of its mission, and as its resources and capacity allow, WPBDNA may engage in activities including, but not limited to:

1. Sponsoring and supporting educational programs, lectures, public forums, workshops, publications, and community discussions addressing neighborhood issues, public safety, civic engagement, and local government operations.
2. Communicating with and collaborating, when appropriate, with the City of West Palm Beach, the Downtown Development Authority, and other public or nonprofit organizations to convey information relevant to members and residents.
3. Facilitating communication between members and governmental or community organizations regarding residents’ needs, concerns, and viewpoints.
4. Hosting community meetings and events consistent with the mission of WPBDNA.

ARTICLE II – ASSOCIATION CONDUCT

A. Tax-Exempt Status and Permitted Activities. WPBDNA shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax law. The Association shall not engage in any activity not permitted to be carried on by a tax-exempt organization under such section.

B. Lawful Activities. WPBDNA may engage in any lawful activity that furthers its charitable and educational purposes, provided such activity complies with all requirements applicable to organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

C. Private Inurement and Compensation. No part of the net earnings of WPBDNA shall inure to the benefit of, or be distributed to, its Members, Directors, Officers, or other

private persons, except that WPBDNA is authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its exempt purposes, provided such compensation or payments are approved by the Board of Directors.

D. Lobbying and Political Activity. No substantial part of the activities of WPBDNA shall consist of carrying on propaganda or otherwise attempting to influence legislation, and WPBDNA shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III: MEMBERSHIP

A. Classes of Membership. WPBDNA shall have two (2) classes of membership: Regular Members and Associate Members.

B. Regular Members. Regular Members shall:

1. Have voting rights, including the right to elect Directors;
2. Be eligible to serve as Officers and Directors and to chair committees;
3. Receive all newsletters, meeting notices, and official communications; and
4. Participate fully in all WPBDNA activities.

To qualify as a Regular Member, an individual must:

1. Own or reside in a legal residence, as determined by the City of West Palm Beach, within the geographic boundaries of WPBDNA;
2. Pay the annual dues established by the Board of Directors; and
3. Provide current contact information, including name, mailing address, and legal residence address, to WPBDNA.

Regular Members must own or reside in a legal residence, as determined by the City of West Palm Beach, located within the geographic area bounded as follows:

1. **North:** Along the northern boundaries of the properties on the north side of 6th Street from Flagler Drive to the FEC Railroad tracks, and along the northern boundaries of the properties on the north side of Banyan Boulevard between the FEC Railroad tracks and Tamarind Avenue.
2. **South:** Along the southern boundaries of the properties on the south side of Okeechobee Boulevard and Flagler Drive, extending west to Australian Avenue.
3. **West:** Australian Avenue.
4. **East:** Flagler Drive and the eastern edge of Lake Worth.

C. Associate Members. Associate Members shall:

1. Not have voting rights;
2. Not be eligible to serve as Officers or Directors or to chair committees;
3. Receive all newsletters, meeting notices, and official communications; and

4. Be entitled to participate in WPBDNA activities, except where participation is limited to Regular Members by these Bylaws.

Associate Membership shall be open to any individual who pays the annual dues and provides current contact information to WPBDNA. Associate Members are not required to reside in or own property within the WPBDNA boundaries.

D. Membership Term, Renewal, and Cancellation. Membership shall commence upon satisfaction of all applicable membership requirements and shall continue for one (1) year from the date of enrollment. Memberships shall automatically renew annually unless cancelled by the Member in accordance with the Association's membership procedures.

Members are responsible for managing their membership status, including renewal and cancellation. Failure to cancel a membership prior to renewal shall not obligate the Association to issue a refund. Refunds, if any, shall be at the sole discretion of the Board of Directors and shall not be retroactive.

E. Suspension or Termination of Membership. The Board of Directors may suspend or terminate a membership for conduct deemed detrimental to the Association, inconsistent with its mission, or in violation of these Bylaws or duly adopted policies, after providing the Member with notice and an opportunity to be heard, as determined appropriate by the Board.

F. Membership Records and Verification. The Board of Directors, or its designee, shall maintain accurate and current membership records and may establish reasonable procedures to verify eligibility for membership and voting rights, consistent with these Bylaws.

G. Change of Boundaries. The geographic boundaries of WPBDNA may be amended only by amendment to these Bylaws.

ARTICLE IV: DUES

The amount of annual dues, the due date for payment, and any applicable renewal or administrative policies shall be determined by vote of the Board of Directors. The Board of Directors may establish reasonable procedures regarding the collection, waiver, or proration of dues, consistent with these Bylaws.

ARTICLE V: ANNUAL BUSINESS MEETINGS AND MEETINGS OF BOARD OF DIRECTORS

A. Meetings of Members. Meetings of the Members shall be held at such time and place, whether in person, electronically, or in a hybrid format, as determined by the Board of Directors.

B. Annual Business Meeting. The Annual Business Meeting of WPBDNA shall be held each year in January, at a time and place determined by the Board of Directors. At the Annual Business Meeting, Members shall elect Directors, receive reports, and transact such other business as may properly come before the Members.

C. Meetings of the Board of Directors. The Board of Directors shall hold regular and special meetings as necessary to manage the affairs of WPBDNA, at such times and places, whether in person, electronically, or in a hybrid format, as determined by the Board of Directors. Except in unusual circumstances, the business of WPBDNA shall be conducted at regular meetings.

Each Director shall be entitled to one (1) vote and must be present in person or electronically to vote. The vote of a simple majority of Directors present at a meeting at which a quorum is present shall be sufficient to conduct business, unless a greater vote is required by these Bylaws.

D. Special Meetings. Special meetings of the Members or of the Board of Directors may be called by the President or by a majority of the Board of Directors.

E. Quorum. A quorum for meetings of the Board of Directors shall consist of a majority of the Directors then in office.

F. Notice of Meetings. Notice of the Annual Business Meeting and all regular meetings of the Members and Board of Directors shall be provided to Members at least ten (10) days in advance by mail, electronic mail, posting on the WPBDNA website, or any combination thereof. Whenever practicable, notice shall also be provided for special meetings.

The notice shall state the time, place, and general purpose of the meeting. Notice of the Annual Business Meeting shall include the names of all nominees for election.

G. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors consent in writing or by electronic transmission, consistent with Florida law.

ARTICLE VI: OFFICERS AND DIRECTORS

A. Authority of the Board of Directors. The Board of Directors, consisting of the Officers and Directors, shall govern the affairs of WPBDNA and manage its business and property. No Member, Officer, or Director shall undertake any significant project, incur any material obligation, or make any public policy statement on behalf of WPBDNA without authorization by the Board of Directors.

B. Composition of the Board. The Board of Directors shall consist of seven (7) persons: President, Vice-President, Secretary, Treasurer, and three (3) Directors. No individual may hold more than one elected position at the same time. Officers and Directors shall serve without compensation. The number of directors may be increased or decreased by vote of the Board or Members. The Board shall consist of not fewer than five (5) directors.

C. Duties and Fiduciary Obligations. Each Officer and Director shall perform his or her duties in good faith, in a manner reasonably believed to be in the best interests of WPBDNA, and with such care as an ordinarily prudent person in a like position would exercise under similar circumstances.

D. Meetings and Participation. All Officers and Directors shall be entitled to one (1) vote at meetings of the Board of Directors and must be present in person or electronically to vote. Regular and Associate Members may attend meetings of the Board of Directors and participate in discussion at the discretion of the Board.

E. Insurance and Indemnification. The Board of Directors shall maintain such liability insurance as it deems appropriate. To the fullest extent permitted by Florida law, WPBDNA shall indemnify its Directors and Officers against liabilities and expenses reasonably incurred in connection with their duties, except in cases of gross negligence or willful misconduct.

F. Officers and Duties.

1. **President** – The President shall serve as the principal executive officer and spokesperson of WPBDNA; preside over meetings of the Members and the Board; appoint committees with Board concurrence; execute contracts authorized by the Board; authorize official statements and media releases; call emergency meetings; and perform such other duties as necessary.
2. **Vice-President** – The Vice-President shall perform the duties of the President in the President’s absence or as delegated and shall perform such other duties as assigned by the President or Board.
3. **Secretary** – The Secretary shall keep minutes of all meetings; maintain official records; handle correspondence; provide Members reasonable access to records; and perform such other duties as assigned.
4. **Treasurer** – The Treasurer shall maintain financial records; oversee financial transactions under Board direction; receive and account for dues; maintain a current membership list; prepare annual and interim financial reports as requested; and perform such other duties as assigned.
5. **Directors** – The Directors shall represent the interests of the Regular Members and perform such duties as assigned by the Board or President.

G. Authorized Signatories. The Board of Directors shall designate authorized signatories for checks, contracts, and financial instruments and may adopt financial controls and approval thresholds by resolution.

ARTICLE VII: ELECTION OF OFFICERS AND DIRECTORS

A. Eligibility. All Officers and Directors must be Regular Members of WPBDNA in good standing at the time of nomination and election.

B. Terms of Office. Except as otherwise provided herein, Officers and Directors shall serve two (2) year terms. Initial staggered terms, if any, shall be established by the Board of Directors to ensure continuity. Officers and Directors may serve consecutive terms.

C. Nominating Committee. No later than December 1 of each year, the President shall appoint a Nominating Committee, which shall solicit and accept nominations from Regular Members and submit a slate of nominees for offices to be filled no later than January 1.

D. Nominations by Members. Any Regular Member may nominate himself or herself or another Regular Member for election by submitting written notice to the Board of Directors by January 1, together with the nominee's written acceptance.

E. Notice of Election. The Board of Directors shall provide notice of the election to all Regular Members at least fifteen (15) days prior to the Annual Business Meeting. The notice shall include the offices to be filled and the names of all nominees.

F. Election and Voting. Elections shall be conducted at the Annual Business Meeting. Each Regular Member shall be entitled to one (1) vote. Voting shall be by secret written ballot unless the number of nominees equals the number of positions to be filled, in which case election may be by voice or general consent. Nominees receiving the highest number of votes for available positions shall be deemed elected.

G. Succession and Vacancies. In the event of a vacancy:

1. If the office of President becomes vacant, the Vice-President shall assume the office for the remainder of the term.
2. Any other vacancy may be filled by appointment of the Board of Directors at any time. An individual appointed to fill a vacancy shall serve until the next election at which the position would otherwise have been filled.

H. Assumption of Office. Officers and Directors elected at the Annual Business Meeting shall assume office immediately following the adjournment of that meeting, unless otherwise determined by the Board.

ARTICLE VIII: REMOVAL OF OFFICERS

Upon written request of at least ten percent (10%) of the Regular Members in good standing, the Board of Directors shall call a special meeting of the Members for the purpose of considering the removal of an Officer or Director.

Notice of such meeting shall be provided in accordance with Article V and shall state that removal of an Officer or Director is to be considered.

Removal of an Officer or Director shall require the affirmative vote of a majority of the Regular Members present at the meeting, provided a quorum is present.

ARTICLE IX: STANDING COMMITTEE

The Board of Directors may establish standing or special committees as it deems necessary to further the purposes of WPBDNA. Committee members and chairpersons shall be appointed by the President with approval of the Board of Directors.

Committees shall operate under guidelines approved by the Board of Directors and shall report their activities and recommendations to the Board at such times as requested by the Board.

No committee shall have authority to bind WPBDNA or to take action on behalf of WPBDNA without express authorization of the Board of Directors.

ARTICLE X: AMENDMENTS

These Bylaws may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors at a duly noticed meeting.

Proposed amendments may be submitted by the Board of Directors or by written petition of at least ten (10) Regular Members. Any proposed amendment shall be included in the notice of the meeting at which it is to be considered.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the most recent revision of Robert's Rules of Order shall govern the Members and the Board of Directors in all cases in which they are applicable, provided that they do not conflict with the WPBDNA's Articles of Incorporation, these Bylaws, or with any pertinent laws.

ARTICLE XII: ANTI-DISCRIMINATORY POLICY

WPBDNA shall not engage in or tolerate discrimination or harassment against any individual or group in any of its activities on the basis of race, color, national origin,

religion, sex, gender identity or expression, sexual orientation, disability, marital status, familial status, age, or any other characteristic protected by applicable law.

WPBDNA reserves the right to take appropriate action consistent with its policies and applicable federal, state, and local laws to address violations of this policy.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the Corporation, all assets remaining after payment of debts and liabilities shall be distributed exclusively to one or more organizations qualified under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

No Director, Officer, or Member shall be entitled to share in the distribution of any corporate assets upon dissolution.