



***THE ORIGINAL HIGHLANDS NEIGHBORHOOD
ASSOCIATION
BY-LAWS***



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NAME

The name of the organization shall be the Highlands Neighborhood Association and shall take the name “Original Highlands Neighborhood Association” in addition to the name contained on the corporate charter filed with the Commonwealth of Kentucky,

OBJECTIVES

The purpose of The Original Highlands Neighborhood Association is as follows:

1. Unite property owners, tenants, neighborhood businesses and others having an interest in neighborhood betterment;
2. Encourage and support civic improvements and betterments within our unique neighborhood that will maintain and enhance our neighborhood’s traditions, character, and diversity;
3. Promote and support neighborhood activities and interests of an educational, cultural or civic nature in the area;
4. Cooperate with other organizations and persons having similar objectives;
5. Secure the aid and assistance of news media, local, state and federal government agencies and other institutions in carrying out the vision for our neighborhood.

DEFINITIONS

1. Member is an individual, family, business entity, or interested party that has joined the OHNA family, and is in good standing in regard to dues payment.
2. Highlands Neighborhood Association is the not for profit corporation formed to carryout the neighborhood vision of the area known as the Original Highlands. The Association will use the designation OHNA (“Original Highlands Neighborhood Association”)
3. Director is a duly elected member of the OHNA Board of Directors who resides in the OHNA neighborhood, or owns and operates a commercial establishment within the neighborhood.
4. Officer is a duly elected Director elected by the Board of Directors to perform specific officership roles within the OHNA organization.



MEMBERSHIP

1. **Members:** A member may be anyone who is a neighborhood property owner, tenant, business owner or anyone who is interested in the Original Highlands Neighborhood of Louisville, Kentucky, bounded as follows: the south side of Broadway, on the North; the northern boundary of St. Louis Cemetery on the South; the alley east of Baxter Avenue or Bardstown Road between Highland and Grinstead Drive, on the East; the east side of Barret Avenue, on the West; and including the interior of the triangle bounded by Baxter, Bardstown, and Winter.
2. **Dues and Privileges:** The Board of Directors shall, from time to time, establish the amount of dues for each membership category. Dues shall be paid annually, except for the life time membership (“Original Highlander”), which shall be a one time payment amount.
3. **Membership categories:**
 - A. **Individual:** Any person 18 and over who pays annual membership dues will be allowed one vote and may obtain a copy of these By-Laws.
 - B. **Family:** Each family of two or more persons will be allowed two votes and may obtain a copy to the By-Laws.
 - C. **Business:** A business membership shall include one vote by the member of the business designated at the time of joining the Association. The voting member may be changed by notice given to the Board of Directors, in writing, at the time of annual membership renewal.
 - D. **“Original Highlander”:** For an individual, family or business contributing a one time membership fee. This member is entitled to all other privileges granted to any of the other categories on a continual basis.
 - E. Except for dues payment rights and responsibilities and voting rights, there shall be no distinction between members rights with regard to the above membership categories
4. **Length of membership:** For the Individual, Family and Business categories, membership shall be for one year commencing upon date of payment of dues and renewable on said date of each subsequent year. The “Original Highlander” constitutes a lifetime membership



5. A Special Meeting of the general membership may be called by members holding fifty (50%) percent of eligible votes. A member representing such membership group shall contact the President of the Board of Directors to establish the legitimacy of such a request, and develop and coordinate the details for holding such meeting.

BOARD OF DIRECTORS

1. The Board of Directors shall be comprised of twelve (12) members elected at large by voting members of the Association at the regularly scheduled quarterly general meeting in November of each year. An elected Director shall represent the best interest of all the residents of the Original Highlands Neighborhood. Directors must be dues paying members in good standing, and individuals who reside in or own residential or commercial property in the neighborhood.
2. All Directors shall be elected for terms of two years in the manner prescribed in these By-Laws, with six being elected in the even years and six in the odd years. The term of a Director commences immediately upon his or her election.
3. Directors may succeed themselves provided they are elected by the membership of the Association at a regularly scheduled general meeting of the membership. The Board of Directors may vote to fill the remainder of any Director's term of office until such time as a new Director is elected by the membership of the Association. Such vote shall be by a majority of the Board of Directors, and not by the majority of a quorum.
4. The right of a Director to vote during any of the meetings set-out in these By-Laws shall be extended to those individuals whose Association dues are current and up to date. At least six Directors must be present or participating, as indicated in the provision entitled Special Meeting Procedure, in order to constitute a quorum.
5. Removal of a Director: A Director may be removed from membership on the Board for Good Cause by a vote seventy-five (75%) of the remaining members of the Board. A Director being proposed for removal shall be so informed by the President in writing thirty days in advance of a removal vote, and shall have an opportunity to present his or her position, in writing or by personal appearance, in opposition to the removal action prior to such removal vote. Good Cause may include, but shall not be limited, to absence from Board of Director's scheduled meetings for three consecutive months, or by failure to pay membership dues for a period of three consecutive months of the individual's due date for such payment, or engaging in an activity (s) adverse to



the stated OHNA policy or decision. Removal of a member of the OHNA Board of Directors shall be without prejudice to any contract right of the Director so removed.

6. The Board of Directors will by resolution establish and provide, the date or day of each monthly meeting of the Board of Directors. This may be accomplished on a yearly basis, semi-annual basis, or quarterly basis. Specific times and locations will be established in advance of any such meeting. The Executive Committee may change such times and locations provided that a seven (7) day written notice be given to each Board Member. This may be accomplished by routine mailings, and/or by inclusion in the Newsletter, and/or via email communication. Additionally, it is the responsibility of each Board Member to acknowledge receipt of any such communication.
7. Special Meetings: See Special Meeting Procedures.
8. Proxy Voting By Directors: Directors unable to attend a meeting of the Board or a regularly scheduled general meeting may vote by proxy. The director must tender the name of the designated proxy and the description of the vote intended. This proxy must be in hardcopy, written, dated, signed, and given to the Board of Directors prior to casting a vote.
9. Resignation of a Director: Any Board Member deciding to resign from duties shall notify the President of the Board in writing. This notification does not allow for any notification by means other than a written, hard copy notification. The notification shall be signed, dated and indicate an effective date of resignation.
10. Board of Directors Vacancy: When a vacancy occurs on the OHNA Board of Directors, the President shall appoint a committee to identify willing members for filling such vacancy. The assembled list of individuals shall be accompanied by (a) a statement of interest from each prospective Director, and a brief resume of relevant experience from each. The Board of Directors shall fill the a vacancy by vote, at a regular meeting or a special meeting convened for this purpose, The individual filling such vacancy shall serve the remaining term of the departing Director.
11. The OHNA Board of Directors may indemnify a Director or Directors against expenses incurred in defending a lawsuit against a Director or Directors arising out of OHNA activities and decisions. Except no indemnification will occur when a Director is determined to be liable for negligence or misconduct in the performance of duties to OHNA.



OFFICERS

1. Election. The officers shall be members of the Board of Directors and be elected by the Board at the regularly scheduled January meeting of the Board of Directors. The Officer positions are as follows:
 - A. There shall be four elected officers: a President; a Vice-President; a Secretary and a Treasurer. No officer may occupy two officer positions simultaneously. These officers shall constitute the Executive Committee.
 - B. All Officers will be elected for terms of one year in the manner prescribed in these By-Laws.
 - C. Officers may succeed themselves or be elected to any other office during their two-year term as a director. No officer shall hold two or more officer positions.
2. Powers and Duties of Officers:
 - A. President: It shall be the duty of the President to enforce these by-laws, to supervise the executive affairs of the Association, and to make reports thereof to the membership-at-large. He/she shall:
 - (1) preside at all meetings of the Association,
 - (2) call meetings when deems it necessary or when properly requested in writing as prescribed in these by-laws,
 - (3) conduct meetings in accordance with Roberts Rules of Order (Latest Edition),
 - (4) make all committee appointments,
 - (5) be a member ex officio of all committees,
 - (6) countersign all checks written by the Treasurer, and
 - (7) these powers are not to be construed as the sole powers of the President
 - B. Vice-President: It shall be the duty of the Vice-President in the absence of the President to perform all the duties and exercise all of the powers of that office. He/she shall assist the President and perform such duties of that office as may be delegated by the President.



C. Secretary: It shall be the duty of the Secretary to give notice of all meetings of the Association and Board of Directors, and in the manner as may be proscribed by these By-Laws. The secretary also:

- (1) shall keep a roll of the membership and call that roll when required;
- (2) shall distribute all correspondents as is deemed necessary to transact the business of the Association, Board of Directors, and/or Executive Committee;
- (3) shall record the minutes of all meetings of the Association in one or more books provided for that purpose.
- (4) shall take any and all action to assist the Treasurer in the preparation and filing of tax returns and required tax documentation;
- (5) shall maintain in appropriate order all official records and correspondence of the Association;
- (6) shall maintain a written narrative history of the Association;
- (7) shall file with the Kentucky Secretary of State any and all reports that may be required; and
- (8) shall maintain all official documents belonging to the Association, to include but not limited to the Corporate Charter and the most current copy of these By-Laws.

D. Treasurer: It shall be the duty of the Treasurer to be custodian of all Association funds, keeping a financial record of all receipts and expenditures of the Association. The Treasurer also:

- (1) shall pay all bills by check and shall report at each meeting the condition of the treasury;
- (2) shall file with the Internal Revenue Service any annual return or return information required by law;
- (3) shall oversee construction of any yearly budget, and monitor and report the Association's relative status to its actual spending, and
- (4) shall assure that the financial records are open for inspection at all times by the Board of Directors and/or by the Executive Committee. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety of sureties as the Board of Directors shall determine.



3. Removal of an Officer: An Officer may be removed for Good Cause by a vote of seventy (75%) of the Board of Directors. An Officer being proposed for removal shall be so informed by the President or Vice-President in writing setting forth the reason for such action thirty days in advance of a removal vote, and shall have an opportunity to present his or her position, in writing or by personal appearance, in opposition to the removal action prior to such removal vote. Good Cause may include, but shall not be limited, absence from Board of Director's scheduled meetings for three consecutive months, or by failure to pay membership dues for a period of three consecutive months of the individual's due date for such payment, or engaging in an activity(s) adverse to stated OHNA policy or decisions. Removal of an OHNA Officer shall be without prejudice to any Contract rights of any Officer so removed
4. Officer Vacancy: A vacancy shall be filled from within the Board of Directors. The vote shall be a simple majority vote,
5. Resignation of an OHNA Officer: Resignation of an OHNA Officer shall be in the same manner as set out for the resignation of a member of the Board of Directors.



THE EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.
2. The Executive Committee together with the other members of the Board of Directors shall be responsible for the transaction of any business of the association between regular meetings and shall serve as the policy-making body of the Association. It shall also create such ad hoc committees as may be necessary to fulfill the objectives and purposes of this Association.
3. The Executive Committee shall meet upon the call of the President between regular meetings of the Board to take necessary interim action.
4. A quorum shall consist of all members of the Executive Committee.
5. The Executive Committee is authorized to vote for expenditures from the OHNA treasury without authorization from the full Board of Directors, provided that such expenditure relates reasonably to OHNA business and the expenditure does not exceed \$350.00 singularly or in the aggregate arising out of a particular Executive Committee meeting. A written report of any such transaction or transactions shall be maintained in the Association records, and shall be presented to the Board of Directors at the next following regularly scheduled meeting of the Board of Directors.
6. The Executive Committee is not intended to take the place of the Board of Directors.
7. The various actions taken shall relate to necessary and routine business. In the event of a major and significant issue presenting itself in the interim between Board of Director's meetings, the Executive Committee should take no action, but rather call a special Board of Director's meeting to consider action on the particular issue. (Examples of major and significant issues, but not an exclusive listing, are the following: establishing an OHNA position on a given matter; expenditure exceeding the amount set-out above; and amendment of these By-Laws)



SPECIAL MEETING PROCEDURE

1. It is recognized that from time to time there may be a need for expeditious action on the part of the Board of Directors. These By Laws provide for meetings and voting by electronic communication (“other media”) such as email and telephone conferencing in such circumstances. It is the intent of this section of the By Laws to utilize special meeting procedures as an exception rather than as the rule.

2. “On-Line” Meetings:

A. Meetings Conducted by Email Procedures:

- (1) The meeting may be originated by either the President or the concurrence of two Board Members initiating the meeting via an email message to the full Board membership;
- (2) The initiator(s) will explain in the email message the issue to be acted upon,
- (3) Following initiation of the meeting there will be a three day notice period;
- (4) At the expiration of the three day notice period, the initiator(s) will commence electronic discussions. If a vote is required for action to be taken, a motion and second will be offered;
- (5) A discussion period not to exceed two days will take place.
- (6) Upon the expiration of the two day discussion period, if not sooner, the question will be called and a vote taken;
- (7) Amendments to any motion or withdrawal of any motion will occur in accordance with Robert’s Rules of Order. Any necessary discussion required will be determined by the President taking into account the necessity for timely action;
- (8) The OHNA Secretary will memorialize the proceeding.
- (9) The quorum requirement remains as set-out in these By-Laws.

B. Meetings by Teleconference Procedures:

- (1) The meeting may be originated in the same manner as in “A” above, this section. Contact will be made with other Board Members who will be informed of the nature of the meeting. A date and time will be decided upon.
- (2) The conference discussion will take place, and if a motion calling for action (or inaction) is offered, immediate discussion will follow, and a vote will be taken;
- (3) The OHNA Secretary will memorialize the proceeding.



- (4) The Quorum requirement remains as set-out in these By-Laws.
3. If a member of the Board of Directors believes that the issue being addressed during the above type meeting should be brought before the Board of Directors at a regularly scheduled meeting, or a special assembling of the Board of Directors, that Director may request that such action to be taken, provided, however, that two other Board members present concur. If there is such concurrence of three members of the Board of Directors, the issue shall be brought before the Board of Directors at a regularly scheduled meeting or a special meeting called to address that motion. Such request must be made within the three day notice period in regard to A, above; and during telephonic discussions in process B, above. In the event consideration occurs at a special assembling of the Board of Directors, only the particular issue shall be discussed. The President shall establish the date, time, and place for such meeting.
 4. Special Meetings (non-electronic). The President or two concurring Board Members may call a Special Meeting. It remains the initiator's responsibility to notify all other Board Members, and develop location, date, and time. A Special Meeting called pursuant to this provision of the By-Laws shall only consider the issue set-out in the notification. Rules regarding the requirement for a quorum remain in effect.

ANNUAL MEETING

An Annual Meeting of OHNA membership shall be held on the third Monday in November of each year. Notice shall be given to the membership in the last issue of the OHNA newsletter prior to the meeting date.

COMMITTEES

1. Ad Hoc Committees deemed necessary to fulfill the objectives and purposes of the Association may be established by the Executive Committee or the Board of Directors.
2. There shall exist the following Standing Committees:
 - A. Membership Committee: This Committee shall consist of a Committee Chairman and as many ad hoc members as the Chairman may from time to time require. The President shall appoint the Chairman.
 - B. Fund Raising Committee: This Committee shall consist of a Chairman and as many ad hoc members as the Chairman may from time to time require. The President shall appoint the Chairman.



- C. Festival Planning Committee: This Committee shall consist of a Chairman and as many ad hoc members as the Chairman may from time to time require. The President shall appoint the Chairman.
 - D. Watch Dog Committee: This Committee shall consist of a Chairman and as many ad hoc members as the Chairman may from time to time require. The President shall appoint the Chairman. The Responsibility of this Committee is to identify and communicate to the Board of Directors events in the Original Highlands that may run contrary to the vision for the neighborhood and require action of the Board of Directors. The existence of this Committee does not preclude any Board member bring an issue of this nature to the attention of Board members.
3. Standing Committees shall be chaired by a member of the Board of Directors. However, the President shall be a member of each Committee in addition to the Board of Director's member designated as chairperson.

ELECTIONS

1. Board of Directors. The President shall appoint a nominating committee prior to October 1, consisting of two Board Members and one person from the general membership. The requirement set-out herein, requiring a statement of interest from a prospective nominee, and a brief resume of relevant experience, remains applicable.
2. Election of Board members shall be made at the November meeting of the Association. In addition to the nominees proposed by the nominating committee, nominations will be accepted from the floor. The six nominees with the highest numbers of votes will be elected each year, each serving a two-year term, rotating two-year periods with the remaining six Directors. Notice of such election shall be established in the OHNA Newsletter issued immediately prior to the November election, or posted in advance as determined by the Board of Directors.
3. Officers: At the January meeting of the Board of Directors, the Directors shall elect from their membership a President, a Vice-President, a Secretary and a Treasurer, each of whom shall serve for one year or until a successor is duly elected and has qualified.
4. In regard to the elections set-out in paragraphs 2 and 3 above, only individuals whose Association dues are paid and current shall be permitted to vote. Dues may be received at a time immediately prior to an election.



5. Participation: A new member shall be eligible to participate in any election of Directors, or in any vote upon any issue, if he/she is a paid member. Payment of dues is necessary to be considered a member in good standing.
6. Vacancies: In the event any officer shall resign or vacate his/her office, it shall be the duty of the Board of Directors to elect a successor who will serve out the remainder of the term. This shall be accomplished as set-forth above.

MEETINGS OF THE ASSOCIATION

1. Meetings:

- A. Regular meetings: Regular meetings of the association shall be held four times a year, at quarterly intervals. Time, place of meetings, and means of notifying the membership shall be determined in advance by the Board of Directors. Meetings shall be held at a place in the Original Highlands neighborhood. In the event a meeting location, date, or time is to be changed, it shall be in the discretion of the President to timely designate such change or changes
 - B. Annual meeting: The annual meeting of the Association shall be the November meeting each year which includes the election of Directors.
 - C. Special meetings: Special meetings of the Association may be called by the President, or a member of the Board of Directors, and requires, in either event, concurrence of a majority of the Board of Directors. A Special Meeting of the Association may be called upon written request of at least twenty-five members of the Association. Notice of such meetings shall be given by the Secretary at least ten (10) days prior thereto and shall contain a statement of the purpose, time and place of the meeting. Such notice may be given via electronic means (i.e. e-mail, website posting), but in any event, any such effort should be made to obtain a reasonably wide distribution of the Notice. This provision is in addition to and should not be considered similar to the Special Meeting Procedures set-out above.
2. Quorum: All dues-paying members in good standing present and voting shall constitute a quorum for the transaction of business at any regular meeting of the Association.



CONTRACTS, CHECKS, AND DEPOSITS

1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Board approval is required for contracts, either written or oral, which involve an expenditure of more than \$300.00 of the Association's funds.
2. Checks, drafts, etc.: All checks, drafts, or other orders for payment of money shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.
3. Deposits: All funds of the Association not otherwise employed shall be timely deposited to the credit of the Association in such banks, trust companies, and other depositories whose deposits are federally insured as the Board of Directors may select.

BOOKS AND RECORDS

OHNA shall maintain current and complete books and records and shall keep minutes of all proceedings of members meetings, Board of Directors meetings, Executive Committee meetings, and OHNA ad hoc and standing committees. Any member has the right to inspect and review these documents upon written request. Accommodation shall be made to all reasonable requests, and shall be acted upon in a reasonable manner, at and during reasonable places and times.

AMENDMENTS

1. By-Laws: These By-Laws maybe amended by a majority vote of the Board of Directors at any regularly scheduled meeting of the OHNA Board of Directors.
2. Articles of Incorporation: The Articles of Incorporation maybe amended by a majority vote of the Association membership at any regularly scheduled general meeting. If an amendment, or amendments to the Articles of Incorporation is/are proposed, the Secretary shall provide notification in a reasonable manner to the Association membership sixty days in advance of the aforementioned regularly schedule general meeting.
3. If the Articles of Incorporation are amended, the Secretary shall be notified. Copies of any such amendments shall be provided to state and federal agencies as required.



Adopted by the Original Highlands Neighborhood Association at the regularly scheduled General Meeting of the Original Highlands Neighborhood Association held on April 16th, 2007.

By: _____

Print Name: Mr. John C. Riddick, Jr.

Title: President, OHNA

Date: April 16th, 2007

Attested By: _____

Print Name: Mr. Chris Ward

Title: Secretary, OHNA

Date: April 16th, 2007