

Second Street Neighborhood Association



BYLAWS

ARTICLE ONE

NAME

- 1.1 The name of this organization shall be: *The Second Street Neighborhood Association, Incorporated*, hereafter referred to as the Association.

ARTICLE TWO

PURPOSES AND GOALS

- 2.1 The purpose and goals of the Association include, but are not limited to:
- A. Serving as the recognized organizational voice and representative of neighborhood residents, property owners, business persons, and others interested in the Second Street neighborhood of Old Louisville.
 - B. Encouraging cooperation among neighbors and neighborhood groups.
 - C. Promoting the general welfare in the Old Louisville area.
 - D. Promoting preservation of buildings and designs that constitute the historic character of the neighborhood.
 - E. Promoting and maintaining recreational areas in the neighborhood.
 - F. Promoting and maintaining improvements in the streetscape.
 - G. Welcoming and informing residents regarding the neighborhood.
 - H. Promoting social interaction and neighborliness.
 - I. Supporting activities that encourage personal and property security of neighborhood residents.
 - J. Promoting and supporting activities that improve the quality of life in the neighborhood.

ARTICLE THREE

MEMBERSHIP

3.1 Qualifications and admission

- A. Any person, organization, or business who is interested in the purposes and goals of the Association may apply for membership.
- B. A member may be anyone who is a property owner, tenant, business person, or who is interested in the Second Street neighborhood of Old Louisville.
- C. Any person so qualified will become a member upon payment of dues to the Association.

3.2 Dues and membership privileges

- A. Membership dues and categories may be set by majority vote at any general meeting at which a quorum is present.
- B. The process for payment of dues may be set by majority vote at any general meeting at which a quorum is present.
- C. Paid individual memberships of any kind entitle the member to cast a single vote in the conduct of any Association business. Proxy or absentee votes are not permitted.
- D. Paid organizational and business memberships of any kind entitle a designated representative from that organization or business to cast a single vote in the conduct of any Association business. Proxy or absentee votes are not permitted.

3.3 Honorary membership

- A. Upon nomination by the President and approval by the association members, honorary membership may be conferred upon any deserving person, organization, or business who has made a significant contribution to the area.
- B. Honorary members shall pay no dues and shall have no voting privileges.

ARTICLE FOUR

ASSOCIATION OFFICERS AND THE EXECUTIVE COMMITTEE

4.1 Officers

- A. Officers of the Association shall be the President, Vice-President, Secretary, and Treasurer.
- B. Officers shall be elected for terms of one year in the manner prescribed in these bylaws.

4.2 Powers and duties of officers

A. The President shall:

- 1. Enforce these bylaws.
- 2. Supervise the executive affairs of the Association.
- 3. Make reports to the membership at large.
- 4. Preside at all meetings of the Association.
- 5. Chair the Executive Committee and the Board of Directors.
- 6. Call meetings when necessary or when requested in writing by the membership as prescribed in these bylaws.
- 7. Appoint all committee chairs subject to approval by the Association or the Board of Directors.
- 8. Appoint all Association representatives and other appointees subject to approval by the Association or the Board of Directors.
- 9. Be an ex officio voting member of all Association committees, and an ex officio non-voting member of the nominating committee.
- 10. Be the official spokesperson of the Association.

B. The Vice-President shall:

- 1. Perform all duties and exercise all powers of the office of the President in the absence of the President.
- 2. Assist the President and perform such duties as may be delegated by the President.
- 3. Arrange and organize programs for Association meetings that meet the needs of the membership and neighbors.
- 4. Provide continuity by being prepared to accept the nomination to office of President.

C. The Secretary shall:

- 1. Give notice of all Executive Committee, Board of Directors, Membership meetings in the manner prescribed in these bylaws.
- 2. Keep a membership roll and call the roll when required.

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3. Prepare and distribute all correspondence as necessary to transact the business of the Association.
4. Record and maintain the minutes of meetings of the Executive Committee, Board of Directors, and Membership.
5. File reports with governmental agencies as may be required.
6. Maintain the list of honorary memberships.

D. The Treasurer shall:

1. Be custodian of all Association funds and monies.
2. Keep a record of all receipts and expenditures.
3. Pay all bills by check.
4. Have all checks countersigned by one other officer.
5. File financial statements, tax returns, and other fiscal documents as required by government agencies.
6. Have books and records open for inspection at all times by the Executive Committee and Board of Directors.
7. Submit a budget proposal at the November Board of Directors meeting for the next fiscal year.
8. Maintain a list of all Association non-perishable assets worth \$50 or more and their location.
9. Not give, loan, nor disburse Association monies to any person except as reimbursement for expenses incurred in the conduct of Association business.

4.3 The Executive Committee

- A. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.
- B. The Executive Committee shall meet upon call of the President between meetings of the Board of Directors when it is necessary to take interim action on matters of urgency.
- C. Three members of the Executive Committee shall constitute a quorum.

ARTICLE FIVE

BOARD OF DIRECTORS

- 5.1 The Board of Directors, hereafter referred to as the Board, shall consist of the Association officers, three at-large members, hereafter referred to as directors, and the immediate past-president of the Association.
- 5.2 Each officer and director shall be entitled to one vote in the conduct of Board business. The immediate past-president is an ex officio member of the Board without voting privileges.
- 5.3 Directors shall be elected for terms of one year in the manner prescribed in these bylaws.
- 5.4 The Board shall meet between meetings of the Association or upon call of the President.
- 5.5 Four voting members shall constitute a quorum of the Board.
- 5.6 Powers and duties of the Board shall include:
 - A. Transacting business for the Association between meetings of the Association, or as may be assigned to it by the Association.
 - B. Electing a successor to fulfill the remainder of a term, in the event that any officer or director should resign or vacate office.
 - C. Approving an Association calendar of meetings, events, and activities at the beginning of each year.
 - D. Approving a regular schedule of Board meeting dates, times, and locations at the beginning of each year.
 - E. Approving a fiscal budget for the Association at the beginning of each year.
 - F. Proposing an Association calendar and fiscal budget at the end of each year for the following year.
 - G. Reviewing and approving programs, policies, activities, and expenditures that fulfill the purposes and goals of the Association.
 - H. Reviewing and approving all committee chairs, representatives, and appointees submitted by the President.
 - I. Monitoring the effectiveness of services, programs, and systems in the neighborhood (including, but not limited to: planning, preservation, transportation, zoning, and social services) and advocating change as deemed necessary.

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- J. Encouraging maintenance and improvements to residential, commercial, and public properties.
 - K. Approving the formation of standing, ad hoc, or special committees as may be necessary.
- 5.7 Officers and directors shall disclose any and all conflicts of interest in which they, or members of their immediate family, have a financial interest in the outcome of any Board decision. Board members may participate in discussions of Board actions in which they, or family members, have a financial interest, but are not permitted to vote on such matters.

ARTICLE SIX

COMMITTEES, APPOINTEES, AND REPRESENTATIVES

6.1 Committees

- A. Standing, ad-hoc, or special committees deemed necessary to further the purposes and goals of the Association will be recommended by the President and approved by the Association or the Board.
- B. Committee chairpersons shall be recommended by the President and approved by the Association or the Board.
- C. Chairpersons will submit a report to the Association or the Board upon conclusion of their work or, if on-going, at the November meeting. The report shall review committee projects, activities, and budgets, and include recommendations for additional activities and budgets as warranted.
- D. Committees will meet upon call of the chairperson and will accept for membership any member of the Association in good standing.
- E. Committee chairpersons may be replaced by a majority vote of the Association or the Board.
- F. Committees may be dissolved by the Association or the Board as deemed appropriate.

6.2 Representatives and appointees

- A. Representatives and appointees shall be recommended by the President and approved by the Association or the Board.
- B. The President may appoint a Parliamentarian subject to approval by the Association. The Parliamentarian shall rule upon points of procedure, order in precedence of motions, and any procedural questions that come before the Association.
- C. Unless the Association has access to a permanent office, the President may appoint a Historical Files Keeper subject to approval by the Association or the Board. The Historical Files Keeper will maintain historical correspondence, Newsletters, membership lists, financial information, and all other historical documents pertinent to the Association.
- D. Representatives and appointees may be replaced by the President upon approval of the Association or the Board.

ARTICLE SEVEN

NOMINATIONS AND ELECTIONS

7.1 Nominating Committee

- A. The President shall appoint a nominating committee and chairperson with approval by the Association or the Board during the month of September.
- B. The nominating committee shall consist of at least three Association members that geographically represent the membership. The nominating committee shall not include any person currently serving as an officer of the Association.
- C. The nominating committee shall prepare a slate of candidates for officers and directors with at least one nominee for each position.

7.2 Nominations for officers and directors

- A. The nominating committee will report its list of nominees at the October meeting of the Association.
- B. Open nominations from the membership will be accepted during the October and November Association meetings.

7.3 Elections

- A. Election of Association officers and directors shall be held at the November meeting of the Association.
- B. Members are entitled to vote if they have been a member in good standing for at least 30 days prior to the election.
- C. The nominating committee (excluding any nominees on the committee) will be responsible for distributing, tallying ballots, and reporting results.
- D. If a ballot cast does not show a majority vote for any nominee for office, or if there is a tie vote, there shall be further balloting, with the nominee having the lowest total being dropped from succeeding ballots until one nominee has received a majority of votes.
- E. In non-contested elections, officers and directors be elected by acclamation in lieu of balloting.
- F. The nominating committee will report only winners of an election; however, any member may request to review ballots in the presence of a member of the nominating committee.

7.4 Newly elected officers and directors shall serve for one year beginning at 12:01 A.M. on January 1 following the election.

ARTICLE EIGHT

GENERAL MEMBERSHIP MEETINGS

8.1 Types of meetings and notification

- A. Regular meetings of the Association will be scheduled quarterly, unless otherwise approved by the Association.
- B. Special meetings of the Association may be called by the President as deemed necessary.
- C. A request for a special meeting of the Association may be made to the President by a majority of the Board, or upon written request of at least ten members in good standing. These special meetings must be held within fifteen days of receiving such request.
- D. The annual meeting of the Association shall be the November meeting.
- E. Notification of meetings shall be given by the Secretary at least two days before the meeting and shall state the purpose, time, date, and place of the meeting. The receipt of the Association Planning Calendar that contains dates, times, and locations of regularly scheduled Association meetings, shall constitute due notification.

8.2 Fifteen percent of the individual members residing within the geographic boundaries of Old Louisville shall constitute a quorum for the transaction of business at Association meetings.

8.3 Unless otherwise stated in these bylaws, a majority vote will suffice to pass any motion, resolution, or action.

8.4 The Association membership may review, alter, or reject any action taken by the Board or Executive Committee if approved by at least a 2/3 majority vote.

ARTICLE NINE

AMENDMENTS

9.1 Amending Bylaws of the Association

- A. Amendments to these bylaws may be proposed by any member.
- B. The Secretary will notify the membership at least two days prior to the reading of a proposed amendment.
- C. A vote to amend the bylaws shall be taken at an Association meeting held no sooner than thirty days after the reading.
- D. The Secretary will affirm a quorum is present prior to voting by a roll call of the membership, if necessary.
- E. Amendments will be adopted if approved by a majority vote of the Association.

9.2 Articles of Incorporation will be amended in the same manner as prescribe for amending these bylaws in 9.1.

9.3 The Secretary shall notify and forward copies of the amended articles of incorporation to the Secretary of State and any other government agency as required by law.

ARTICLE TEN

REMOVAL OF OFFICERS AND DIRECTORS

- 10.1 Officers and directors may be removed for cause including but not limited to:
- A. Failure to execute the powers and duties of the office.
 - B. Advocating or taking actions contrary to those allowed or required by these bylaws and articles of incorporation.
 - C. Undisclosed financial conflicts of interest.
 - D. Malfeasance.
 - E. Violent, criminal, or otherwise inappropriate civil behavior.
 - F. Incapacitation or non-availability to serve.
- 10.2 A written statement of cause for removal may be presented by any Association member in good standing at any Board or Association meeting.
- 10.3 Unless a special meeting is called, a vote will be taken at the next regularly scheduled meeting of the Association. A quorum being present, a minimum 2/3 majority vote is required to remove an officer or director from office. In the case of a request to remove the President, the Vice-President or next highest ranking officer shall conduct the procedures.
- 10.4 Any vacancies created by removal of an officer or director shall be filled as provided for in these bylaws.

ARTICLE ELEVEN

MISCELLANEOUS

- 11.1 Dissolution of the Association will be conducted in the manner prescribed by the Articles of Incorporation.
- 11.2 The Association subscribes to equal opportunity and shall not discriminate on the basis of race, sex, religion, disability, sexual orientation, or level of income.
- 11.3 Any gender specific term used within these bylaws shall be taken to include all genders.
- 11.4 The parliamentary reference text to be used by the Association in the conduct of business shall be the Newly Revised Roberts Rules of Order. In case of conflicts between Roberts Rules and these bylaws, the bylaws shall take precedence.
- 11.5 Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Sec. 501 (c) (3) of the Internal Revenue Code.
- 11.6 The fiscal year of the Association shall begin on January 1 and end on December 31.
- 11.7 Policy statements approved by the Board or the Association shall provide guidelines for operating the Association and shall be attached to these bylaws. Policies may be added, changed, or deleted by a majority vote of the Board or the Association.
- 11.8 These revised bylaws replace all previous bylaws and amendments issued prior to 1997.