# BY-LAWS <br> OF LOUISVILLE COALITION OF NEIGHBORHOODS, INC. REVISED 9/10/2002 

## ARTICLE I - NAME

The name of the corporation shall be Louisville Coalition of Neighborhoods, Inc.

## ARTICLE II - PURPOSES

The purposes of the corporation shall be to promote and enhance the physical, social, cultural, environmental, and economic well-being of the many and diverse neighborhoods of the Louisville/Jefferson County and Falls of the Ohio region.

## ARTICLE III - MEMBERSHIP

Section 1 - Qualifications
Any neighborhood-based interest group may become a member of the corporation by submitting an application for membership and annual dues to the Secretary for approval by the membership committee.

## Evolving membership <br> Associate membership

Section 2 - Member Rights and Duties
A. Each member shall be entitled to attend meetings, participate in the corporation's activities, elect directors and officers, and vote on matters submitted to the membership for a vote. Each member shall have one vote on each matter submitted. No member may vote by proxy.
B. At the time it pays dues for the year, each member shall complete or update a membership application to be kept on file with the corporation and which shall include the names and addresses of one delegate and one or more alternates for the purpose of voting. It shall be the member's responsibility to keep this information current.
C. Initial dues shall be set at $\$ 25$ per year and may be changed by resolution of the board of directors.

Section 3 - Term
The term of membership will be the calendar year (January - Dec 31st) and dues will be prorated after June 1st of the calendar year.

Section 4 - Resignation
Any member may resign by filing a written resignation with the Secretary. Section 5 - Termination of Membership

The membership, through the board of directors, may suspend or terminate the membership of any member for good cause. Good cause includes nonpayment of dues and actions detrimental to the best interests of the corporation. Notice of intent to remove must be sent to the member in question at least fourteen (14) days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal. The member shall have the right to be heard orally or in writing in response to the proposed termination. A majority vote of directors present, a quorum being present shall be required for removal.

## Section 6 - Reinstatement

Upon written request signed by a former member and filed with the Secretary, the board of directors may, by the affirmative vote of a majority of the directors, reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

Section 7 - Non-voting associate members
Non-neighborhood based organizations and individuals may apply for non-voting associate membership status that will entitle them to all the privileges of membership except voting rights. All procedures accorded to members apply, as above.

## ARTICLE IV - MEETINGS OF MEMBERS

## Section 1 - Regular Meetings

The corporation shall hold regular meetings of the membership at least quarterly each year at locations specified by the board of directors. One such regular meeting shall be the Annual meeting of the members to be held during the month of January for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

## Section 2 - Special Meetings

The Chairperson, the board of directors or not less than one-fourth of the members may call special meetings of the members. The person or persons calling the special meeting shall designate the location of the meeting and provide timely notice.

Section 3 - Notice of Meetings
The board of directors shall give notice to all members of the date, time and location of any meeting of members by generally accepted means not less than fourteen days before the date of such meeting.

Section 4 - Quorum
One-third (1/3) of the members eligible to vote shall constitute a quorum at any regular or special meeting. If a quorum is not present at any meeting, no official business shall be undertaken and a majority of the members present may adjourn the meeting.

Section 5 - Manner of Acting
The corporation shall strive to reach consensus of all members in making decisions. In the absence of consensus, a majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these by-laws.

Section 6 - Informal Action by Members
Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

## ARTICLE V - BOARD OF DIRECTORS

Section 1 - Powers
The board of directors shall be empowered to conduct the business and affairs of the corporation and shall have all rights provided by statute.

Section 2 - Number and Qualifications
The board of directors shall consist of eight (8) persons, four (4) officers of the corporation who also serve as directors (Chairperson, Vice-Chairperson, Secretary and Treasurer) and four (4) directors, who shall support and subscribe to the purposes of the corporation and each of whom belongs to a member organization.

Section 3 - Term of Office
Except for the initial board of directors and those elected at the first election, each of the four (4) directors shall serve a two-year term and until his/her successor shall be elected and qualified. Directors may serve an unlimited number of terms. The term of office for directors shall begin with the first meeting following the Annual Meeting.

Section 4 - Voting
Each director shall have one (1) vote. No director may assign another director his or her vote by proxy.

Section 5 - Meetings
A. The board of directors shall meet at least quarterly each year with one meeting being the Annual Meeting held in January.
B. The Chairperson or other officer acting on behalf of the Chairperson shall set the date, place and time of each meeting.
C. All meetings shall be open to the public. The board of directors may, however, by a simple majority vote of those directors present, a quorum being present, vote to hold a meeting or portion thereof in executive session. Notice shall be given in a regular open meeting of the general nature of the business to be discussed in closed session and the reason for the closed session. No final action may be taken at a closed meeting. No matters may be discussed at a closed meeting other than those publicly announced prior to convening the closed meeting.
D. Special meetings may be called by the Chairperson or upon request of four (4) members of the board.
E. All directors shall receive timely notice of the date, time and location of all board meetings by generally accepted means. Notice requirements may be waived by the filing of written statements from all directors that they agree to such a waiver. Said waiver may be filed either before or within ten (10) days after the meeting in question.
F. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6 - Quorum
Four (4) directors shall constitute a quorum for the transaction of business at any meeting of the board.

## Section 7 - Manner of Acting

The board of directors shall strive to reach consensus of all directors in making decisions. In the absence of consensus, a majority of the votes entitled to be cast on a matter to be voted upon by the directors present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these by-laws.

Section 8 - Compensation
The directors shall serve without compensation.
Section 9 - Resignation
A director may resign at any time by delivering a written resignation to the Chairperson or the Secretary in the event of resignation of the Chairperson. Said resignation shall become effective upon acceptance by the Chairperson or Secretary.

Section 10 - Removal
The membership may remove a director from office upon a showing of good cause. Good cause includes unexcused absence from three (3) consecutive board meetings. Notice of intent to remove must be sent to the director in question at least fourteen (14) days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal. The director shall have the right to be heard orally or in writing in response to the proposed removal. A majority vote of the membership present, a quorum being present shall be required for removal.

Section 11 - Vacancies
Any vacancy occurring in the board of directors may be filled for the remainder of the term of office by the vote of a majority of the remaining board, though less than a quorum of the board of directors.

Section 12 - informal Action by Directors
Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the board.

Section 13 - Elections
Election of the board shall take place at the Annual Meeting.
A. Elections shall take place each year. Initially, two (2) directors shall be elected for a one year term, and two (2) directors shall be elected for a two year term. Subsequently, all directors will serve two year terms. Officers, who make up the remaining four (4) board members, shall be elected yearly.
B. A list of the candidates and their qualifications shall be provided with the notice of the Annual Meeting. Signed acceptance of nomination and written qualifications will be required for nominations from the floor.
C. Election shall be by a plurality vote with each member entitled to cast up to as many votes as there are vacancies to be filled with no more than one (1) vote going to any candidate.
D. Election shall be by secret ballot unless the membership votes by a simple majority, a quorum being present, to dispense with a secret ballot and vote by other means.

Section 14 - Transition
The initial board of directors provided for in the Articles of Incorporation shall serve until the 2003 Annual Meeting or until its successors shall have been elected. At the first election at the Annual meeting in 2003, the board will designate two (2) director seats to have a one-year term and two (2) director seats to have a two-year term.

## ARTICLE VI - OFFICERS

Section 1 - Composition
The Corporation shall have the following officers: Chairperson, Vice Chairperson, Secretary and Treasurer. The corporation may have such other officers whose duties may be fixed from time to time by the board of directors and who are to be elected in accordance with provisions of this article.

Section 2 - Chairperson
The Chairperson shall:
A. preside over all meetings of the board of directors;
B. plan, in consultation with the other officers, the agenda for all board meetings;
C. appoint, with the confirmation of the board, the chairs of all committees; and
D. carry out all other duties incident to the office of Chairperson or prescribed by the board of directors.

Section 3 - Vice-Chairperson
The Vice-Chairperson shall:
A. assist the Chairperson in carrying out the Chairperson's duties;
B. carry on the duties of the Chairperson in the Chairperson's absence; and
C. carry out all other duties incident to the office of Vice-Chairperson or prescribed by the board.

Section 4 - Secretary
The Secretary shall:
A. attend all board meetings and act as a clerk of each meeting, recording all votes and keeping the minutes of all proceedings in a book kept for that purpose;
B. be responsible for notification for all meetings, unless otherwise assigned by the board.
C. keep the official records, including all minutes, policy decisions, the original copy of the Articles of Incorporation and by-laws, and all amendments thereto, of the corporation;
D. assist the Chairperson with correspondence and keep a file of correspondence; and
E. carry out all other duties incident to the office of Secretary or prescribed by the board.

Section 5 - Treasurer
The Treasurer shall:
A. keep custody of all funds and securities and keep full and accurate accounts of all receipts and disbursements in books belonging to the corporation;
B. deposit all money and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors;
C. disburse the funds of the corporation as determined by the board, taking proper vouchers for such disbursements;
D. prepare regular financial reports;
E. have a seat on the Finance Committee; and carry out all other duties incident to the office of Treasurer or prescribed by the board

Section 3 Term of Office
All officers shall serve a one-year term of office, or until their successors shall have been elected and installed, and may serve an unlimited number of terms. The term of office for officers shall begin with the first meeting following the Annual Meeting.

Section 7 - Elections
The officers shall be elected by the membership at its annual meeting in accordance with the procedure outlines in Article V, Section 13.

## Section 8 - Vacancies

Vacancies in any office due to resignation, removal, incapacity or death shall be filled for the remainder of the term of office by majority vote of the board at a duly constituted meeting, a quorum being present.

Section 9 - Resignation
An officer may resign at any time by delivering a written resignation to the Chairperson or the Secretary in the event of the resignation of the Chairperson. Said resignation shall become effective upon acceptance by the Chairperson or Secretary.

Section 10 - Removal
An officer may be removed from office by the membership whenever in its judgment the best interest of the corporation will be served thereby. Notice of intent to remove must be sent to the officer in question at least fourteen (14) days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal. The officer shall have the right to respond orally or in writing to the proposed removal. A majority vote of the members, a quorum being present, shall be required for removal.

## ARTICLE VII - COMMITTEES

Section 1 - Authority to Establish Committees
The board of directors shall have authority to establish committees as it may consider necessary or convenient for the conduct of its business and set the term of office and other rules for the operation of such committees.

Section 2 - Standing Committees
A.. Advocacy Committee:
shall be a standing committee and is charged with bringing issues to the board to be put on the agenda for the membership meeting.
B. Communications Committee
shall be a standing committee and is charged with delivering the advocacy report in the form of a newsletter.
C. Finance Committee

The Finance Committee shall be a standing committee and is charged with the review of current and projected financial operations, shall develop an annual budget, shall assist in efforts to secure funding and shall carry out any other duties as assigned by the Board.
The Treasurer is to serve as part of the committee on finance. An appointed committee or independent auditor prior to the annual meeting shall review all finance committee books.
D. Membership Committee

The Membership Committee shall be a standing committee and is charged with the establishment of membership qualifications, verification and authentication (of membership applications and maintenance of membership roster) of qualifications of groups seeking membership, verification and authentication of membership applications and maintenance of membership roster.
E. Nominating Committee.

The Nominating Committee shall be a standing committee and is charged with recruitment of potential directors and recommendation to the board of directors for election or re-election. It shall be responsible for proposing a list of nominees for all offices and the board of directors and shall prepare the ballots and all materials providing information and qualifications of the nominees to be sent to the membership prior to the Annual Meeting. It shall also be responsible for proposing candidates to fill any vacancies that may occur among the officers and directors and shall act as an elections committee in the event of any dispute about or need for additional rules for the conduct of elections.

Section 6 - Organization
A. The committee chair shall be responsible for presiding over committee meetings, for the conducting of a committee's business, and for reporting on committee business, activities, and recommendations to the board of directors at each regularly scheduled board meeting following a committee meeting.
B. Committees shall meet upon the call of the respective chairs, upon request of the Chairperson of the board of directors or any majority of committee members.

## ARTICLE VIII - FINANCE

## Section 1 - Fiscal Year

The fiscal year shall be the calendar year.
Section 2 - Banking
All checks shall require the signature of the Treasurer and one of the other officers.

## ARTICLE IX - NONDISCRIMINATION

The members, officers, directors, committee members, employees and persons served by the corporation shall be selected entirely on a nondiscriminatory basis with respect to age, ethnicity, familial status, gender, national origin, race, religion, sexual orientation, veterans status, disability and all other categories providing nondiscriminatory treatment by law, statute, or ordinance.

## ARTICLE X - INSPECTION OF BOOKS AND RECORDS

A. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors; and shall keep at the registered office or principal office in this state a record giving the names and addresses of its members entitled to vote.
B. All books and records of the corporation shall be open to inspection by any member, or its agent or attorney for any proper purpose. Requests shall be in writing, signed, and, if authorizing a representative shall state the specific terms of the authorization. The right to inspect shall include the right to make extracts or photocopies, the cost to be borne by the requester. A request to inspect shall be delivered to the Chairperson, Secretary, or other officer or agent designated by the board of directors not less than five (5) days before the date specified in the request for the inspection. When required by law, the corporation shall comply with any applicable public inspection laws including the Kentucky Open Records Act and the Internal Revenue Code.

## ARTICLE XI - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall apply to all situations not specifically covered by the Articles of Incorporation, these by-laws, or any special rules adopted by the Board of Directors. The Board Chair may appoint a time keeper to assist with the agenda. .

## ARTICLE XII - AMENDMENTS

These by-laws may be amended by the membership upon formal notice given to any director, at least fourteen (14) days in advance of a regularly scheduled meeting of the general membership, of his or her intention to propose a specific amendment. Such amendment shall be read at the regularly scheduled meeting and reintroduced for vote at the next regularly scheduled meeting, a quorum being present. Adoption of such an amendment shall be by affirmative vote of at least the majority of members present and voting, a quorum being present at the time of the vote.

## CERTIFICATE

I, the undersigned, do hereby certify that I am the Secretary of Louisville Coalition of Neighborhoods, Inc., a Kentucky non-profit corporation, and that the foregoing are the By-Laws of said Corporation, as fully adopted in a meeting of the Board of Directors held on the $\qquad$ day of $\qquad$ , 2002.

Secretary

