

By-Laws
Auburndale Neighborhood Association

ARTICLE I - NAME

The name of the corporation shall be the Auburndale Neighborhood Association.

ARTICLE II - PURPOSES

The purposes for which the Auburndale Neighborhood Association (hereafter referred to as the "Association") is organized are:

(a) To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the Neighborhood, local, state and federal government, participating agencies, and other neighborhoods.

(b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

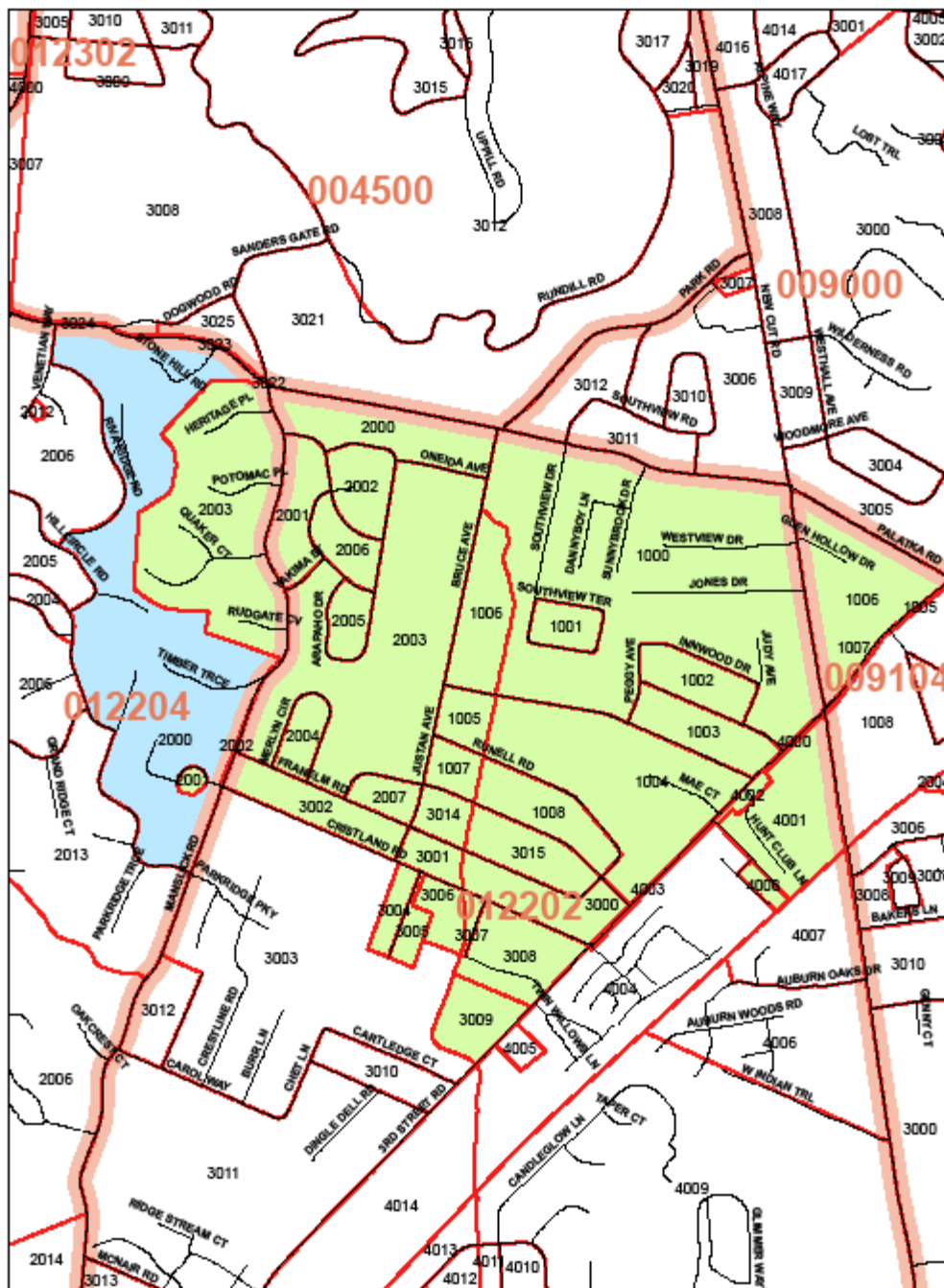
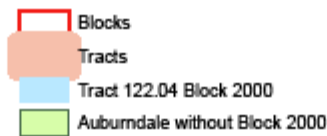
(c) To perform all of the activities related to said purposes.

(d) To be organized exclusively for educational, social and charitable purposes

ARTICLE III - NEIGHBORHOOD BOUNDARIES

Boundaries of the Association as based upon US Census information and subdivisions provided by the Kentucky State Data Center and defined as follows:

Auburndale Neighborhood Boundary Alternatives Using Census Blocks



Block 1006, Block Group 1, Census Tract 91.04, Jefferson County, Kentucky
 Block 1000, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
 Block 1001, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
 Block 1002, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
 Block 1003, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
 Block 1004, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
 Block 1005, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky

Block 1006, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
Block 1007, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
Block 1008, Block Group 1, Census Tract 122.02, Jefferson County, Kentucky
Block 2000, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 2001, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 2002, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 2003, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 2004, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 2005, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 2006, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 2007, Block Group 2, Census Tract 122.02, Jefferson County, Kentucky
Block 3000, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3001, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3002, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3004, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3005, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3006, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3007, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3008, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 3009, Block Group 3, Census Tract 122.02, Jefferson County, Kentucky
Block 4000, Block Group 4, Census Tract 122.02, Jefferson County, Kentucky
Block 4001, Block Group 4, Census Tract 122.02, Jefferson County, Kentucky
Block 4002, Block Group 4, Census Tract 122.02, Jefferson County, Kentucky
Block 4008, Block Group 4, Census Tract 122.02, Jefferson County, Kentucky
Block 2001, Block Group 2, Census Tract 122.04, Jefferson County, Kentucky
Block 2002, Block Group 2, Census Tract 122.04, Jefferson County, Kentucky
Block 2003, Block Group 2, Census Tract 122.04, Jefferson County, Kentucky
Block 2000, Block Group 2, Census Tract 122.04, Jefferson County, Kentucky
U.S. Census Bureau Census 2000

ARTICLE IV - MEMBERSHIP

Membership is open to any individuals 18 years of age or older who are either neighborhood residents or property owners in the neighborhood, subscribes to the purposes of the Association and in good standing. Businesses are eligible for membership with non-voting rights.

ARTICLE V - DUES

The board of directors may set dues.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting

There shall be an annual meeting of the membership to be held in May of each year at a place, date and time as determined by the board of directors. Election of the officers and at-large members shall take place at the annual meeting. The membership may also conduct whatever other business it may deem necessary and proper.

Section 2 - Regular Meetings

In addition to the annual meeting, the membership shall meet on a monthly basis between 7 pm to 9 pm at a date and place determined by the chair or an officer acting for or in the stead of the chair.

Section 3 - Special Meetings

Special meetings of the membership may be called for any purpose by either the board of directors or by at least 10% of the general membership in good standing. Notice must be provided to the membership stating specific details regarding the purpose of the meeting as well as the date, time and place for holding said meeting.

The chair or vice chair in absence of the chair shall be responsible for calling the meeting. Business transacted at a special meeting shall be confined to the subject(s) stated in the request to meet and any matters germane thereto.

Section 4 - Voting

Only those members in good standing per Article IV who have been a member of record six months prior may vote.

Section 5 - Notice

A. Notice for general meetings shall state the place, date, time and purpose of the meeting and shall be provided to each member no less than 15 days prior to the date of the meeting. In the circumstances of a special meeting members shall be notified no less than five days in writing or by personal contact;

Section 6 - General Membership Meeting Quorum

A quorum shall consist of ten percent with a minimum of five members in good standing at the time of the meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Powers

The board of directors shall be empowered to conduct the business and affairs of the Association, including but not limited to, the acquisition and disposal of property and all other rights provided by statute.

Section 2 - Membership

A. The board of directors shall consist of nine members, comprising of the five elected officers and four at-large members.

B. The officers and at-large members shall at all times be members in good standing of the Association.

Section 3 - Term of Office

The officers shall serve two year terms or until their successors shall be elected and are limited to two consecutive terms in a position.

The at-large members shall serve one year terms or until their successors shall be elected and can serve an unlimited number of consecutive terms.

Section 4 - Voting

Each member of the board of directors shall have one vote.

Section 5 - Meetings

A. The board of directors shall meet monthly.

B. The date, place and time of each meeting shall be set by the president or vice president acting on behalf of or in the stead of the chair.

C. All meetings shall be open to the public. The directors may, by a simple majority of those directors present and 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 chair or upon request of two-thirds of the directors.

E. Notice of all meetings shall be sent to directors not less than five days nor more than 30 days prior to the day of the meeting. Notice requirements may be waived

by the filing of written statements from all directors that they agree to such a waiver.

Section 6 - Compensation

The directors shall serve without compensation.

Section 7 - Quorum

A quorum of the board shall consist of two-thirds of the directors in good standing. However it shall be required that there be at least one officer present in order to constitute a quorum.

Section 8 - Resignation

A director may resign at any time by delivering a written resignation to the chair and presented to the board of directors. Said resignation shall become effective upon acceptance by the board of directors.

Section 9 - Removal

Any director may be removed from office upon a showing of good cause. Good cause shall include a breach of fiduciary duties to the organization such as care, trust and loyalty; unexcused absences from three consecutive board meetings shall also be included in the definition of good cause. Notice of intent to remove must be sent to the director in question at least 30 days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal. A two-thirds vote of the directors present, a quorum being present, shall be required to bring the question of removal to the membership. A two-thirds vote of the members-in-good standing, a quorum being present, shall be required for removal. At least two weeks written notice to members that a removal vote shall take place is required.

Section 10 - Vacancies

Any vacancies due to resignation, removal, incapacity or death shall be filled until the next regularly scheduled election by a vote of a majority of the board at a duly constituted meeting, a quorum being present.

Section 11 - Conducting Business by Means Other than a Meeting

The board of directors may either hold a meeting by telephone or conduct business in the absence of a meeting. In order to conduct business by telephone or in the absence of a meeting, it shall be required that all directors be notified of such intention, in writing, and with the unanimous consent of all members of the board of directors in good standing to such a meeting and to any votes being taken.

Such written agreement may occur either before or within 14 days after such action, and shall be recorded with the minutes of the next meeting of the board. The vote then required to conduct business shall be the same as are required at a duly constituted meeting in which all members in good standing are present.

Section 12 - Elections

- A. Election of the officers and at-large members shall take place at the annual membership meeting.
- B. Elections shall take place each and every year for staggered officer and at-large member terms. In even numbered years, President/Secretary/Sgt-of-Arms and all at-large members will be elected. In odd numbered years, the Vice President and Treasurer, and all at-large members will be elected.
- C. In order to qualify as a candidate a person must meet the criteria in Article VII, Section 2.
- D. A list of the candidates and their qualifications shall be provided with the notice of the annual meeting.
- E. Election shall be by a plurality vote with each member in good standing entitled to cast up to as many votes as there are vacancies to be filled with no more than one vote going to any candidate.
- F. Nominations shall be prepared by a nominating committee in advance of the election. Additional candidates may be placed in nomination by any member and two seconds from the floor at the annual meeting.
- G. Election shall be by a simple majority vote of the members in good standing present, a quorum being present, and may either be by a show of hands or secret ballot as the board may choose.
- H. The directors shall take office immediately following the election.

Section 13 - Transition

The initial Board of Directors shall serve as the Board of Directors until the 2010 annual meeting or until their successors shall have been elected as defined in Article VII, Section 12 (b). During their term of office they are empowered to increase their membership to full size by majority vote.

ARTICLE VIII - OFFICERS

Section 1 - Composition

The Association shall have the following officers: president, vice president, secretary, sgt-of-arms and treasurer.

Section 2 - President

The president shall:

- A. preside over all meetings of the board of directors and the general membership;
- B. plan, in consultation with the other officers, the agenda for all board and membership meetings.
- C. appoint, with the consultation and confirmation of the board, the members of all committees except the nominating committee and the chairpeople of all committees;
- D. carry out all other duties incident to the office of chair or prescribed by the board of directors.

Section 3 - Vice President

The vice president shall:

- A. assist the president in the carrying out of his or her duties;
- B. carry on the duties of the president in the president's absence or inability to carry out his or her duties;
- C. carry out all other duties incident to the office of vice president or prescribed by the board of directors.

Section 4 - Secretary

The secretary shall:

- A. attend all board and membership meetings and act as a clerk of each meeting, record all votes and keep the minutes of all proceedings in a book kept for that purpose;
- B. be responsible for the sending of notices for all board and membership meetings;
- C. keep the official records, including all minutes, policy decisions, register of the members, original copies of the articles of incorporation and bylaws, and all amendments thereto, of the corporation;
- D. assist the president with all correspondence and keep a file of such correspondence;
- E. carry out all other duties incident to the office of secretary or prescribed by the board of directors.

Section 5 - Sgt-of-Arms

The sgt-of-arms shall:

- A. attend all general membership meetings.
- B. disciplining and/or ejecting any unruly attendees.
- C. help to check people at the front door for member or guest status as required.
- D. attend all board meetings.
- E. have one vote on the board.

Section 6 - Treasurer

The treasurer shall:

- A. be responsible for the keeping of all funds and securities and the keeping of full and accurate accounts of all receipts and disbursements in books belonging to the Association;
- B. be responsible for the deposit all money and other valuable effects in the name and to the credit of the

Association in such depositories as may be designated by the board of directors;

- C. be responsible for the disbursement of the funds of the Association as determined by the board, taking proper vouchers for such disbursements;
- D. be responsible for the preparation of regular financial reports and a yearly budget;
- E. carry out all other duties incident to the office of treasurer or prescribed by the board of directors.

ARTICLE IX - COMMITTEES

Section 1 - Nominating Committee

There shall be a nominating committee elected by the board of directors that consist of five members of which no more than two can be directors.

The committee in preparation for elections of officers and directors shall meet no later than two months prior to the annual meeting.

The committee shall be charged with solicitation of individuals to be candidates for officer and at-large board of director positions. 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 2 - Special Committees

The board of directors may from time to time establish any special committees that it deems necessary and set the term of office and other rules for the operation of said committees.

Section 3 - Organization

- A. The committee chairperson shall be responsible for presiding over committee meetings, conducting committee's business and 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 chairpeople or the chair.

ARTICLE X - FINANCES

Section 1 - Fiscal Year

The fiscal year shall begin on July 1 and end on June 30 of each year.

Section 2 - Banking

All checks shall require two signatures, from the treasurer and president or vice president in the president's absence.

Section 3 - Audits

If the board of directors determine it is needed they shall be empowered to cause an audit of the Association's books and financial records.

ARTICLE XI - NONDISCRIMINATION

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

ARTICLE XII - BOOKS AND RECORDS

Section 1 - Books and Records

The Association shall keep correct and complete books and records of account and shall 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 its registered office or principal office in this state a record of the names and addresses of its members entitled to vote.

Section 2 - Inspection

All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. When required by law, the Association shall comply with any applicable public inspection laws

including the Kentucky Open Records Act and the Internal Revenue Code.

Section 3 - Procedures

Subject to the requirements of any applicable public inspection laws, the following procedures shall be followed. Requests must be in writing and signed. 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 President, secretary or other officer or agent designated by the board of directors not less than five days before the date specified in the request for the inspection.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

"Robert's Rules of Order" shall apply to all situations not covered by the articles of incorporation, bylaws or any special rules adopted by the board of directors.

ARTICLE XIV - AMENDMENTS

These bylaws may be amended by the membership upon formal notice given by any member at least 14 days in advance of a meeting of the general membership of his or her intention to propose a specific amendment. Adoption of such an amendment shall be by affirmative vote of at least two-thirds of those members in good standing present and voting, a quorum being present at the time of the vote.

CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that I am the duly elected secretary of the Auburndale Neighborhood Association, Inc., a Kentucky non-profit corporation, and that the foregoing are the bylaws of said corporation, as fully amended and adopted in a meeting of the board of directors held on the _____ day of _____.

Secretary

