

BYLAWS
IRISH HILL NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I - NAME

The name of the Corporation is Irish Hill Neighborhood Association, Inc. (IHNA).

ARTICLE II - MISSION AND PURPOSES

The mission of IHNA is to enhance the livability of the Irish Hill neighborhood while encouraging a spirit of cooperation with other groups in the community.

In support of this mission IHNA will promote and implement programs, projects, and activities that:

1. enhance the economic life of the Irish Hill area;
2. encourage unity between property owners, residents, and businesses in and surrounding the Irish Hill neighborhood;
3. enhance the health, safety, and security of the Irish Hill neighborhood;
4. enhance the beautification, preservation, rehabilitation, revitalization, and historic character of residential, business, public properties, structures, architecture, natural environment, and infrastructure of the Irish Hill neighborhood; and
5. enhance the racial, ethnic, and economic diversity of the Irish Hill neighborhood.

ARTICLE III - NEIGHBORHOOD BOUNDARIES

The Irish Hill neighborhood is defined as that area in Louisville Metro bounded by Baxter Avenue from Beargrass Creek to Cave Hill Cemetery, by the northern boundary of Cave Hill Cemetery from Baxter Avenue to Grinstead Drive at Etlly Avenue, by Grinstead Drive from Etlly Avenue to Interstate 64, by Interstate 64 from Grinstead Drive to Mellwood Avenue, by Mellwood Avenue from Interstate 64 to Beargrass Creek and by Beargrass Creek from Mellwood Avenue to Baxter Avenue.

ARTICLE IV - MEMBERSHIP

There are two classes of members:

Section 1 – General Membership

General Membership is open to any individual 18 years of age or older who is either a neighborhood residents or who owns a business or property in the Irish Hill neighborhood, who subscribes to the purposes of IHNA, and who has paid General Membership dues per Article V. General Members shall have full rights and privileges as described in these Bylaws and as determined by the Board.

Section 2 – Associate Membership

Associate Membership is open to any individual, business, or other entity, which subscribes to the purposes of IHNA, is ineligible for General Membership, and has paid Associate Membership dues per Article V. Associate Members shall have no voting rights but may have other rights and privileges as determined by the General Membership or Board.

ARTICLE V - DUES

Membership dues for General Membership and Associate Membership respectively shall be set by the Board of Directors and may be changed from time to time.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1- Annual Meeting

There shall be an Annual Meeting of the membership to be held in September of each year at a place, date, and time as determined by the Board of Directors. Election of the Board of Directors 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

There shall be at least three (3) Regular Meetings in addition to the Annual Meeting. Regular Meetings will be held for the purpose of sharing information and any other business determined by the Board of Directors.

Section 3 - Special Meetings

Special meetings of the membership may be called for any purpose 1) by resolution of the Board of Directors; 2) by written request of a majority of Directors; or 3) by a petition of at least 15 General Members, or the entire membership if there are fewer than 15 General Members in good

standing. Such requests shall detail the purpose of the meeting as well as a proposed time and place for holding said meeting. Such requests shall be submitted to the Secretary who shall be responsible for calling the meeting. Business transacted at a Special Meeting shall be confined to the subject(s) stated in the request and call and any matters germane thereto.

Section 4 - Voting at Regular, Special, and Annual Meetings

Only those General Members in good standing 30 days prior to the date of a Regular or Special Meeting may vote. For purposes of the Annual Meeting only those General Members in good standing as of July 31 may vote at the Annual Meeting.

Section 5 - Notice of Regular, Special, and Annual Meetings

1. Notice of meetings shall state the place, date, time, and purpose of the meeting and shall be either served personally or mailed electronically to each member no less than five days prior to the date of the meeting; notice of meetings shall be posted on the IHNA website. Notice of scheduled meetings may be provided/delivered up to six (6) months, or any portion thereof, in advance of the meeting.

2. Notice of meetings shall be delivered to General Members at the member's street or electronic address as it appears in the books and records of IHNA, unless the member shall have filed a written request with the Secretary specifying the use of another address, in which case notice shall be delivered to the address so designated.

Section 6 - Quorum at Regular, Special, and Annual Meetings

A quorum shall consist of ten (10) percent of, but no fewer than ten (10), General Members in good standing at the time of the meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1- Powers

The Board of Directors is empowered to conduct the business and affairs of IHNA, including but not limited to, the acquisition and disposal of property, the hiring and firing of staff, and all other rights provided by statute.

Section 2 - Membership

1. The Board of Directors shall consist of between seven (7) and thirteen (13) Directors who support and subscribe to the purposes of IHNA.
2. At least six (6) Directors shall be residents of the Irish Hill neighborhood; no more than two (2) shall be an owner or designee of a neighborhood-based business.
3. Directors shall at all times be General Members in good standing.

4. At no time may more than one member of a household serve on the Board at the same time.

Section 3 - Term of Office

Directors shall serve staggered, three-year terms, or until their successors shall be elected. Directors may serve for an unlimited number of terms.

Section 4 - Voting

Each Director shall have one (1) vote. No Director may assign his/her vote by proxy to another Director. At no time may any Director have more than one (1) vote.

Section 5 - Meetings

1. The Board of Directors shall meet at least six (6) times per year, of which one (1) shall be immediately after the Annual Meeting for the purpose of electing officers.
2. The date, place, and time of each meeting shall be set by a Co-Chair.
3. All Board Meetings shall be open to the public. The Directors may, however, by a simple majority 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 executive session and the reason for the closed session. No final action or vote 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.
4. Notice of all Board Meetings shall be delivered to Directors not less than five (5) days nor more than thirty (30) days prior to the day of the meeting. Notice may be made by mail, telephone, or electronic mail, and shall be posted on IHNA's website.
5. Special Board Meetings may be called for any purpose by 1) a Co-Chair or 2) upon request of three (3) Directors.

Section 6 - Compensation

Directors shall serve without compensation.

Section 7 - Quorum

A quorum of the Board shall consist of a simple majority of the Directors in good standing.

Section 8 - Resignation

A Director may resign at any time by delivering a written notice of resignation to the Secretary. Such resignation shall become effective upon receipt by the Secretary. In the event of the resignation of the Secretary, notice of resignation shall be delivered to one of the Co-Chairs.

Section 9 - Removal

Any Director may be removed from office by the Board upon a showing of good cause. Unexcused absence from three (3) consecutive Board Meetings may constitute good cause. Notice of intent to remove must be sent to the Director in question at least 14 days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal. A vote of two-thirds (2/3) of the full Board is required to remove a Director.

Section 10 - Vacancies

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 other electronic media or conduct business in the absence of a meeting. In order to conduct business in this manner, it shall be required that all of the Directors be notified of such intention and three-quarters (3/4) of all Board members in good standing agree, in writing or by email, to such a vote being taken. Such agreement must be executed before the vote is taken and be included in the official records along with a recording of the votes taken. The vote required to conduct business shall be the same as required at a duly constituted meeting in which all members in good standing are present.

Section 12 - Elections

1. Election and installation of the Directors shall take place at the Annual Meeting.
2. Elections shall take place each year with one-third (1/3) of the Directors elected each year.
3. In order to qualify as a candidate, a person must meet the criteria in Article VII, Section 2.
4. A list of the candidates and their qualifications shall be provided with the notice of the Annual Meeting.
5. Election shall be by a plurality vote with each member in good standing entitled to cast as many votes as there are vacancies to be filled with no more than one (1) vote going to any candidate.

6. A slate of nominees shall be prepared by the Board of Directors or its designated 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.
7. Election shall be by secret ballot unless the membership votes, by a simple majority vote, a quorum being present, to dispense with a secret ballot and vote by other means. The Secretary shall be responsible for preparing ballots and counting votes.
8. Directors shall take office immediately upon adjournment of the Annual Meeting.

ARTICLE VIII - OFFICERS

Section 1 - Composition

IHNA shall have the following four (4) officers: Two Co-Chairs, a Secretary, and a Treasurer.

Section 2 - Co-Chairs

The Co-Chairs shall:

1. preside at all meetings of the Board, Executive Committee and General Membership;
1. plan and prepare, in consultation with the other officers, the agenda for all Board Meetings;
2. nominate, with the consultation and confirmation of the Board, chairs of all committees except the Executive Committee; and
3. carry out all other duties incident to the office of Co-Chair or prescribed by the Board.

Section 3 - Secretary

The Secretary shall:

1. attend all Board Meetings and act as a clerk of each meeting, recording votes, and taking the minutes of proceedings;
2. be responsible for the sending of notices for the Annual Meeting, Executive Committee and all Board Meetings;
3. keep the official records, including minutes, policy decisions, the original copy of the Articles of Incorporation and these Bylaws, and all amendments thereto;

4. assist the Co-Chairs with all correspondence and keep a file of such correspondence; and
5. carry out all other duties incident to the office of Secretary or prescribed by the Board.

Section 4 - Treasurer

The Treasurer shall:

1. keep custody of all funds and securities and keep full and accurate accounts of all receipts and disbursements in books belonging to IHNA;
2. deposit all money and other valuable effects in the name and to the credit of IHNA in such depositories as may be designated by the Board;
3. disburse the funds of IHNA as determined by the Board, taking proper vouchers for such disbursements;
4. prepare regular financial reports and yearly budget; and
5. carry out all other duties incident to the office of Treasurer or prescribed by the Board.

Section 6 - 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.

Section 7 - Elections

1. Officers shall be elected by and from the Board of Directors at the Board Meeting immediately following the Annual Meeting. The conduct and execution of the election shall be the first order of business at the meeting.
2. Officers shall take office immediately following their election.
3. Election shall be by a simple majority vote of the Directors present, a quorum being present, by a means determined by the Board.

Section 8 - Removal

An officer may be removed from office by the Board only upon a showing of good cause. Notice of intent to remove must be sent to the officer 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 (2/3) vote of Directors present, a quorum being present, shall be required for removal. Removal from office shall not constitute removal from the Board, which is addressed under Article VII, Section 9.

Section 9 – Resignation of Officers

An Officer may resign at any time by delivering a written notice of resignation to the Secretary. Such resignation shall become effective upon receipt by the Secretary. In the event of the resignation of the Secretary, notice of resignation shall be delivered to one of the Co-Chairs.

Section 10 - 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.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1 – Composition

The Executive Committee shall be composed of the officers plus one (1) additional Director selected by the Board by majority vote at a duly constituted meeting, a quorum being present.

Section 2 – Powers and Privileges

The Executive Committee shall have the powers, privileges, and prerogatives of the full Board only as directed by the Board on a case-by-case basis for the express purpose of a single issue. All actions taken by the Executive Committee shall be reviewed by the Board at its next scheduled meeting. In such circumstances, the full Board may explicitly empower the Executive Committee to act and make decisions on the Board's behalf.

Section 3 – Meetings

The Executive Committee shall meet at the call of a Co-Chair or other officer acting on behalf of or in the stead of the Co-Chairs.

Section 4 – Quorum

A quorum of the Executive Committee shall consist of three (3) of its members.

ARTICLE X – COMMITTEES

Section 1 – Standing and Ad Hoc Committees

The Board may from time to time establish Standing Committees and/or Ad Hoc Committees that it deems necessary, set the rules for the operation of said committees, and prescribe duties thereto.

Section 2 – Composition

1. Standing Committees and Ad Hoc Committees shall be composed of the Directors and/or General Members in good standing.
2. The Chair shall preside over committee meetings and report on committee business, activities, and recommendations to the Board at the regularly scheduled Board meeting following a committee meeting.
3. The Committee Chair shall select, recruit or otherwise obtain committee members.

Section 3 – Responsibilities

Standing Committees and Ad Hoc Committees shall be responsible for making recommendations to the Board on business related to its charge and as directed by the Board. Committees shall make reports at Board Meetings following any committee meetings.

Section 4 – Meetings

Standing Committees and Ad Hoc Committees shall meet to conduct committee business as directed by the Board.

ARTICLE XI – FINANCES

Section 1 – Fiscal Year

The fiscal year shall begin on January 1 and end on the following December 31 of each year.

Section 2 – Banking

All checks shall require two (2) signatures from among the officers.

ARTICLE XII – QUORUMS

Unless otherwise provided for in the By-Laws, the quorum for all meetings of IHNA or any of its parts shall be one third (1/3) of the voting membership of the body in question but shall be no less than two (2).

ARTICLE XIII - NONDISCRIMINATION

The members, officers, directors, committee members, employees, and persons served by IHNA shall be selected entirely on a nondiscriminatory basis with respect to age, ancestry, disability, ethnicity, familial status, gender, gender identification, limited English proficiency, national origin, political beliefs or affiliation, race, religion, sexual orientation, veteran status, and all other categories providing nondiscriminatory treatment by law, statute or ordinance.

ARTICLE XIV – INSPECTION OF CORPORATE RECORDS

All corporate records shall be open to inspection upon written request at reasonable times. 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 requestor. A request to inspect shall be delivered to the Co-Chairs, Secretary, or other officer or agent designated by the Board not less than five (5) days before the date specified in the request for the inspection.

ARTICLE XV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall apply to all situations not covered by Articles of Incorporation, by these By-Laws, or any special rules adopted by the Board of Directors. The Board of Directors shall determine from time to time what edition shall be used.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended by the Board of Directors upon formal notice given by any Member at least fourteen (14) days in advance of a regularly scheduled Meeting of the Board, of his/her intention to propose a specific amendment. Adoption of such an amendment shall be by affirmation vote of at least two-thirds (2/3) of those members in good standing present and voting, a quorum being present for either at the time of the vote.

CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Irish Hill Neighborhood Association, (a Kentucky non-profit corporation), and that the foregoing are the Bylaws of said organization (corporation), as fully adopted in a meeting of the Board of Directors held the _____ day of _____, 2013.

XXX
Secretary