

**FIRST AMENDMENT TO  
BY-LAWS  
BELMAR NEIGHBORHOOD ASSOCIATION, INC.  
Accepted: July 5<sup>th</sup>, 2005**

**ARTICLE I – NAME**

The name of the corporation shall be the Belmar Neighborhood Association, Inc. (BNA)

**ARTICLE II – PURPOSES**

The purposes of the corporation shall be:

1. To contribute to the betterment of the Louisville community as a whole by protecting, preserving and improving our neighborhood and surrounding area;
2. To promote beautification and clean up activities;
3. To promote communication and understanding among diverse groups in the community including government, business, residents and other organizations;
4. To promote appreciation of the Louisville community as a whole;  
and
5. To engage in other charitable and educational activities.

**ARTICLE III – MEMBERSHIP**

**Section 1 - Qualifications**

Any person who subscribes to and supports the purposes of the corporation may become a member of the corporation by submitting an application for membership to the Secretary. Members shall pay dues, if any, annually as established by the Board of Directors. The Board shall have the discretion to waive membership dues in appropriate cases.

**Section 2 - Classes**

A. Individual and Household memberships: Individual and Household memberships are open to residents and residential property owners within the neighborhood association boundaries. The neighborhood association boundaries are homes North of the Watterson

Expressway encased by the Railroad system to the East curving to the northwest and Preston Highway to the West.

B. Associate membership: Associate membership is open to anyone who supports and subscribes to the purposes of the corporation.

### **Section 3 - Voting**

A. Individual and Household members: Each individual adult member, at least eighteen years (18) or older, shall be entitled to one vote on any matter submitted to a vote of the members.

B. Household members: A maximum of two adult members, at least eighteen (18) years or older, of a Household membership are entitled to one vote each on any matter submitted to a vote of the members.

C. Associate members: Associate members do not have the right to vote.

D. Conditions: In order to vote an Individual or Household member must have been a member for at least three (3) months. If membership dues are established, a member must have paid his or her dues in order to have the right to vote. No member may vote by proxy.

### **Section 4 - Term of Membership**

The term of membership will be from July 1 to June 30.

### **Section 5 - Termination of Membership**

A. Voluntary: Any member may voluntarily terminate his or her membership by filing a written notice with the Secretary.

B. Involuntary: The Board of Directors may suspend or terminate the membership of any member for good cause. Good cause includes 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. 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 two-thirds of the members of the Board, reinstate

such former member to membership upon such terms as the Board of Directors may deem appropriate.

## **ARTICLE IV - MEETINGS OF MEMBERS**

### **Section 1 - Regular and Annual Meetings**

Regular meetings of the membership shall take place at least quarterly, with one being the Annual meeting to be held during the month of June for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The Board shall set the date, time and location of all regular meetings.

### **Section 2 - Special Meetings**

Special meetings of the members may be called by the Chairperson, the Board of Directors or not less than one-tenth of the members having voting rights. The Board of Directors shall designate the location for holding any special meeting of the members.

### **Section 3 - Notice of Meetings**

Written notice stating the place, day and hour of any meeting of members shall be delivered to each member not less than one week before the date of such meeting.

### **Section 4 - Quorum**

The members holding ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

### **Section 5 - Manner of Acting**

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 and Duties**

The Board of Directors shall be empowered to conduct the business and affairs of the corporation and shall have all rights provided by statute. The Board shall carry out the following duties:

- a. Be responsible for the conduct and management of the business of the corporation;
- b. Supervise preparation and maintenance of the policies and procedures for the corporation and its activities;
- c. Appoint and dissolve Committees as needed; and
- d. Supervise the preparation of the budget (if any) and approve all expenditures.

### **Section 2 – Number and Qualifications**

The Board of Directors shall consist of at least four (4) but no more than eight (8) members and will include representatives of each of the four standing committees. Directors must have been members of the corporation for six months prior to their election.

### **Section 3 – Term of Office**

Each director shall serve a one-year term beginning July 1 and until his/her successor shall be elected and qualified.

### **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 either prior to or following the quarterly membership meetings with one meeting being the Annual Meeting held in June.
- B. The date, place and time of each meeting shall be set by the Chairperson or other officer acting on behalf of the Chairperson.
- C. All meetings shall be open to the public. The 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. Any director may call a special meeting so long as the director notifies the chairperson in advance, and the topic is applicable to the purposes of the corporation.
- E. Notice of all meetings shall be given to directors by e-mail and telephone not less than five (5) nor more than seven (7) days prior to the day of the meeting.
- F. Waiver of Notice - 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**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

### **Section 7 – Compensation**

The Directors shall serve without compensation.

### **Section 8 - Conflict of Interest**

Each member of the Board of Directors shall adhere to the Board's policy on **conflict of interest.**

### **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 receipt by the Chairperson or Secretary.

### **Section 10 – Removal**

The Board of Directors 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. A two-thirds (2/3) vote of the Directors present, a quorum being present shall be required for removal.

### **Section 11 – Vacancies**

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the vote of a majority of the

remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**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 all of the directors.

**ARTICLE VI – OFFICERS**

**Section 1 – Composition**

The corporation shall have the following officers: Chairperson, Vice-Chairperson, Secretary and Treasurer.

**Section 2 – Chairperson**

The Chairperson shall:

- A. preside over all meetings of the membership and Board of Directors;
- B. plan, in consultation with the other officers, the agenda for all membership and Board meetings; and
- C. 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;
- 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 and membership 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 the sending of all notices for all meetings;
- 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. be responsible for authenticating the records of the corporation;
- E. keep a list of the name and address of each member which shall be furnished to the Secretary by such member;
- F. assist the Chairperson with all correspondence and keep a file of correspondence;
- G. 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 and yearly budget; and
- E. 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. The term of office for officers shall begin July 1.

#### **Section 7 – 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 8 – 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 receipt by the Chairperson or Secretary.

### **Section 9 – Removal**

The Board of Directors may remove an officer 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. A two-thirds (2/3) vote of the Directors present, a quorum being present shall be required for removal.

## **ARTICLE VII - ELECTIONS**

### **Section 1 - Time of Election**

Election of directors and officers shall take place each year at the Annual Meeting in June or as soon thereafter as can be held, for terms of office to begin July 1.

### **Section 2 - Qualifications**

In order to qualify as a candidate a person must have been a member of the corporation for six (6) months prior to the date of the election.

### **Section 3 - Procedures**

- A. A list of the candidates and their qualifications shall be provided to members with the notice of the Annual Meeting. Also, nominations shall be accepted from the floor from all voting members.
- B. Election shall be by a plurality vote with each voting 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.
- C. Election shall be by secret ballot unless the Board votes by a simple majority, a quorum being present, to dispense with a secret ballot and vote by other means.

- D. The Board may establish any other procedures necessary to carry out the election, including appointment of an election committee.

## **ARTICLE VIII – COMMITTEES**

### **Section 1 – Standing Committees**

The corporation shall have the following standing committees.

- A. Newsletter Committee
- B. Annual Event Committee
- C. Preston Corridor Planning Group
- D. Community Center Committee

### **Section 2 – Special Committees**

The Board of Directors may from time to time establish any other standing or special committees that it deems necessary and set the term of office and other rules for the operation of said committee.

### **Section 3 – Organization**

- A. Members of the corporation may join committees by volunteering. The Board of Directors may remove any member of a committee whenever in their judgment the best interest of the corporation shall be served thereby.
- B. The Committee Chairperson 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. The Committee Chairperson shall be selected by the Committee from volunteers.
- C. Committees shall meet upon the call of the respective Chairpersons or upon request of the Chairperson of the Board.
- D. Unless otherwise provided by the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE IX – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Kentucky Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X - FINANCE**

### **Section 1 – Fiscal Year**

The fiscal year shall be July 1 to June 30.

### **Section 2 – Banking**

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

## **ARTICLE XI – NONDISCRIMINATION**

The members, officers, directors, committee members, employees and persons served by Belmar Neighborhood Association, Inc. 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 XII – INSPECTION OF CORPORATE RECORDS**

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.

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 XIII – PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order, latest edition, shall apply to all situations not covered by the Articles of Incorporation, these By-Laws, or any special rules adopted by the Board of Directors.

**ARTICLE XIV – AMENDMENTS**

These By-Laws 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 or her intention to propose a specific amendment. Adoption of such an amendment shall be by affirmative vote of at least two-thirds (2/3) of those members in good standing 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 \_\_\_\_\_, 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 \_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_.

\_\_\_\_\_  
Secretary

Bylaws originally adopted September 11, 2003  
First Amendment \_\_\_\_\_