

FIRST AMENDED BY-LAWS
OF
NORTH IROQUOIS NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I – NAME, NONPROFIT NATURE AND OFFICE

Section 1 - Name

The name of the corporation shall be North Iroquois Neighborhood Association, Inc., referred to as NINA.

Section 2 – Nonprofit Nature

NINA is organized and incorporated as a nonprofit, nonstock corporation under the laws of the Commonwealth of Kentucky.

Section 3 - Office

The principal office of the corporation shall be the home of the elected president of NINA. All changes in principal office and registered agent shall be filed with the Secretary of State in a timely manner.

ARTICLE II – PURPOSES

The purposes of NINA shall be:

1. To improve the health, safety and general welfare of the neighborhood;
2. To promote the economic and social welfare of the neighborhood;
3. To act on behalf of residents in matters involving their needs as related to the neighborhood;
4. To afford opportunity for expression and interchange of opinions on topics of interest to the neighborhood;
5. To aid and support worthy legislation and community efforts to improve the neighborhood;
6. To work with local government and similar agencies in promoting the neighborhood; and
7. To educate residents and the community at large on issues of concern to the neighborhood;

ARTICLE III – MEMBERSHIP

Section 1 – Neighborhood Boundaries

Southside of Berry Blvd. to Manslick Rd.; Eastside of Manslick Rd. to Palatka Rd. ; Northside of Palatka Rd. to Park Rd.; Westside of Park Rd. to New Cut Rd.; Westside of New

Cut Road to Brookline Ave.; Northside of Brookline Rd. to Peachtree Ave.; Westside of Peachtree Ave. to I-264; Southside of I-264 to Taylor Blvd.; Westside of Taylor Blvd. to Berry Blvd.

Section 2 - Membership Classes and Qualifications

A. Active members: Any person eighteen years of age or older living within the neighborhood boundaries as described in Section 1 above, and any business located within said neighborhood boundaries may become a member upon application to NINA and payment of dues.

B. Associate members: Any individual or business not residing or located within the neighborhood boundaries may become an associate member of NINA upon application and payment of dues.

Section 3 - Voting Rights

Each active member shall be entitled to one vote on each matter submitted to a vote of the members. NINA may require business members to designate a voting representative from time to time in such format as required by NINA. No member may vote by proxy. Associate members do not have a vote.

Section 4 - Dues

The annual membership dues for both active and associate members shall be \$25 for a business and \$5 for a household. Upon payment of the household's dues, all members of the household who are eighteen or older are members of NINA. The Board of Directors may change the amount of dues from time to time by Board resolution.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1 - Annual and Regular Meetings

A. An Annual meeting of the members shall be held during the month of March at such time, date and location as the Board of Directors shall designate for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

B. Regular meetings shall be held monthly, except for January and February, at such times, dates and locations as the Board of Directors shall designate.

Section 2 - Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or not less than a majority of the members having voting rights. The person or persons authorized to call special meetings may designate the location for holding any special meeting of the members called by them.

Section 3 - Notice of Meetings

Written notice stating the place, day and hour, and if a special meeting the purpose, of any meeting of members shall be mailed, e-mailed or personally delivered not less than ten days

before the date of such meeting to each member entitled to vote at such meeting by the Secretary or other officer acting on the Secretary's behalf.

Section 4 - Quorum

The members holding one-tenth 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

The act of a majority of members present at a meeting at which a quorum is present shall be the act of the membership, unless a greater proportion is required by law, the articles of incorporation 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 NINA, 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 – Number and Qualifications

The Board of Directors shall consist of the six (6) Officers of NINA. Directors must be active members in good standing, having attended at least two (2) meetings in the previous twelve months.

Section 3 – Term of Office

Each Director shall serve a one-year term and until his or her successor shall be elected and qualified. Directors may serve an unlimited number of terms.

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 once each year.

- B. The date, place and time of each meeting shall be set by the President or other officer acting on behalf of the President.
- C. Special meetings may be called by the President or upon request of three (3) Directors.
- D. Notice of all meetings shall be mailed or e-mailed to Directors not less than five (5) nor more than thirty (30) days prior to the day of the meeting.
- E. Any Director may waive notice of any meeting pursuant to Article X of these bylaws. 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 and Manner of Acting

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater proportion is required by law, the articles of incorporation or these by-laws.

Section 7 – Compensation

The Directors shall serve without compensation.

Section 8 – Resignation

A director may resign at any time by delivering a written resignation to the President or the Secretary in the event of resignation of the President. Said resignation shall become effective upon acceptance by the President or Secretary.

Section 9 – Removal

The membership may remove a director from office whenever in their judgment the best interests of the corporation would be served thereby. Notice of intent to remove must be sent to the director in question and to the membership along with the notice for the meeting at which such action is to be taken. A two thirds (2/3) majority vote of the members present at such meeting shall be required for removal

Section 10 – 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 Directors, though less than a quorum of the Board of Directors.

Section 11 – 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.

Section 12 – Elections

- A. Election and installation of directors/officers shall take place at the Annual Meeting.
- B. Prior to the annual meeting, the President shall appoint a Nominating Chairperson and announce the name of such Chairperson to the Board and membership
- C. The Nominating Chairperson shall present the slate of all officers to the membership at the annual meeting for election.
- D. The Nominating Chairperson shall prepare a ballot for the use of the membership. Such ballot shall allow write in votes. Nominations may also be made from the floor.
- E. 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.
- F. Election shall be by secret ballot unless the membership votes by a majority, a quorum being present, to dispense with a secret ballot and vote by other means.

ARTICLE VI – OFFICERS

Section 1 – Composition

The Corporation shall have the following officers: President, Vice-President, Secretary, Treasurer, Employer Liaison and Sergeant at Arms.

Section 2 – President

The President 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 Board and membership meetings;
- C. appoint, with the confirmation of the Board, the members of all committees;
- D. make an annual report to the membership
- E. carry out all other duties incident to the office of President or prescribed by the Board of Directors.

Section 3 – Vice-President

The Vice-President shall:

- A. assist the President in carrying out the President’s duties;

- B. carry on the duties of the President in the President's absence;
- C. be the program chairperson;
- D. carry out all other duties incident to the office of Vice-President 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 President 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 carry out the following duties in conjunction with such other Board-designated officers as are necessary to ensure appropriate separation of the financial functions and checks and balances over NINA's funds:

- A. keep custody of all funds and securities and keep full and accurate accounts of all receipts and disbursements in books belonging to NINA;
- B. deposit all money and other valuable effects in the name and to the credit of NINA in such depositories as may be designated by the Board of Directors;
- C. disburse the funds of NINA as determined by the Board, taking proper vouchers for such disbursements;
- D. prepare regular financial reports and yearly budget;

- E. carry out all other duties incident to the office of Treasurer or prescribed by the Board.

Section 6 – Employer Liaison

The Employer Liaison is required to be employed within the neighborhood boundaries as set forth above in Article III of these bylaws and shall:

- A. represent all businesses located in the NINA area and communicate their concerns;
- B. carry out all other duties as requested by the Board.

Section 7 – Sergeant at Arms

The Sergeant at Arms shall:

- A. perform all needed duties as assigned by the President or prescribed by the Board including the call to order.

ARTICLE VII – COMMITTEES

Section 1 – Committees

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

Section 2 – Organization

- A. Committee members shall be appointed by the President with the approval of the Board and the committee shall select its own chairperson, unless otherwise specified. At least one committee member shall be a Board member as well.
- 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.
- C. Committees shall meet upon the call of the respective Chairpersons or upon request of the President.

ARTICLE VIII – FINANCE

Section 1 – Fiscal Year

The fiscal year shall be from January 1 to December 31.

Section 2 – Banking

All checks shall require two (2) signatures from among the President, Vice President and Treasurer.

Section 3 – Bond

If required by the Board of Directors, the Treasurer and any other officers handling funds shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine.

ARTICLE IX – QUORUMS

Unless otherwise provided for in the By-Laws, the quorum for all meetings of NINA 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 X - WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director under the provisions of the nonprofit corporation laws of the Commonwealth of Kentucky or under the provisions of the articles of incorporation or these bylaws, 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 equivalent to the giving of such notice.

ARTICLE XI – NONDISCRIMINATION

The members, officers, directors, committee members, employees and persons served by NINA 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, veterans status, and all other categories providing nondiscriminatory treatment by law, statute, or ordinance.

ARTICLE XII – BOOKS AND RECORDS AND INSPECTION OF RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and 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. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. 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.

Subject to the requirements of any applicable public inspection laws, the following procedures shall be followed. Requests must be in writing, and submitted to the President and may include the right to make copies at a charge of twenty five cents per page. A three day notice is required for a request to inspect any items.

ARTICLE XIII - INDEMNIFICATION

The Corporation may indemnify any director or officer or former director or officer of the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, or its By-laws or a resolution adopted after notice to members entitled to vote.

ARTICLE XIV – 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 XV – AMENDMENTS

These By-Laws may be amended by the Board of Directors upon formal notice given by any director at least fourteen (14) days in advance of a 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 the directors present and voting, a quorum being present at the time of the vote.

Proposed amendments must also be presented in writing to the membership at a membership meeting at least thirty days prior to the board vote. Approved amendments shall become effective immediately, unless otherwise provided by the Board of Directors.

ARTICLE XVI – CORPORATE SEAL

The corporation, having been duly incorporated as a nonprofit corporation under the laws of the Commonwealth of Kentucky, adopts as its corporate seal a circle containing the word NINA.

CERTIFICATE

I, the undersigned, do hereby certify that I am the Secretary of North Iroquois Neighborhood Association, Inc., Kentucky non-profit corporation, and that the foregoing are the First Amended By-Laws of said Corporation, as fully adopted in a meeting of the membership held on the _____ day of _____, 2008.

Secretary