

*Amended and Restated*

*Bylaws of the*

*Clifton Community Council, Inc.*



*March 2012*

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## **ARTICLE I – NAME**

The name of the Corporation is Clifton Community Council, Inc. (hereinafter “the Council”).

## **ARTICLE II – PURPOSE**

The purpose of the Council is:

- to provide a forum wherein neighborhood issues and concerns may be publicly expressed and discussed;
- to promote and foster pride, enthusiasm and sense of community, culture and history in the neighborhood;
- to encourage the beautification, preservation, rehabilitation and revitalization of all residential, business and public properties, structures, architecture, and the physical environment;
- to cooperate with governmental agencies in the beautification and maintenance of Bingham Park and other public areas in the neighborhood;
- to disseminate information and educational materials on crime prevention, land use, zoning, governmental services, history of the neighborhood, neighborhood meetings and events, and other subjects of interest to the neighborhood; and
- To seek assistance and cooperation from governmental agencies and other neighborhood associations to resolve neighborhood problems, to achieve neighborhood objectives and goals and to maintain and improve the quality of life for all residents of the neighborhood.
- To represent Clifton property owners, residents and business owners in a fair and democratic manner regarding goals and activities.

## **ARTICLE III – BOUNDARIES**

The Clifton neighborhood is defined as that area in Louisville Metro bounded by Ewing Avenue on the east, Brownsboro Road on the north, Mellwood Avenue on the west, and I-64 on the south.

## **ARTICLE IV – MEMBERSHIP**

### **Section 1 – Class and Qualifications**

There is one class of members, consisting of:

- A. Individuals. Individuals 18 years of age or older who subscribe to the purposes of the Council, are either a resident of the Clifton neighborhood or own property in the neighborhood, and who have paid dues; and
- B. Businesses. Businesses that subscribe to the purposes of the Council, that own or rent property or properties in the neighborhood, and that have paid dues.

### **Section 2 – Voting Rights**

Each member whose current dues have been paid by the deadline set forth in Article VI, Section 3, shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Each business that is a member shall be entitled to one (1) vote.

No person shall have more than one (1) vote, and no member may vote by proxy.

### **Section 3 – Resignation**

Any member may resign by filing a written resignation with the Secretary.

### **Section 4 – Termination of Membership**

Membership shall be terminated for failure to meet, or to continue to meet, the qualifications set forth in Section 1 of this Article.

## **ARTICLE V – MEMBERSHIP INFORMATION REQUIREMENTS AND ANNUAL DUES**

For business members, the name of the person authorized to vote for the entity shall be provided to the Council. Other membership information requirements and annual dues shall be set from time to time by the Board of Directors. Dues shall be paid on an annual basis and shall be nonrefundable. (See also Article VI, Section 3.)

## **ARTICLE VI - MEMBERSHIP MEETINGS**

### **Section 1 - Regular Meetings**

Regular meetings of the members shall include:

- A. An Annual Meeting of the membership, which shall be held during the month of May or June for the purpose of: (1) electing Directors; and (2) transacting such other business as may come before the meeting. The Annual Meeting will be held at a time, date, and location as determined by the Board of Directors; and
- B. A General membership meeting, to further the purposes of the Council, shall be held in March, September, and November at a time, date, and location as determined by the Board of Directors.

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

Special meetings of the members shall be called by a Co-Chair or other officer acting on behalf of the Co-Chairs in the following circumstances:

- A. When the Co-Chairs of the Council jointly determine that a special meeting will promote the purposes set out in Article II; or
- B. When at least three (3) Directors make a written request to one or both Co-Chairs for a special meeting; or
- C. Upon submittal of a written petition signed by twenty (20) members, as described in Article IV, Section 1, and delivered to the Council's principal place of business, as designated in the records of the Kentucky Secretary of State (hereafter "designated mailing address").

Determinations and requests for a Special Meeting made pursuant to this section shall state the purpose or purposes for which the meeting is to be called, and include a proposed time, date and location. A special meeting called in the manner identified in this section shall take place at least fourteen (14) days, but not greater than thirty-five (35) days, after the determination pursuant to "A" above, the request pursuant to "B" above, or verification of the signatures on the petition submitted pursuant to "C" above, based on official membership records of the Council.

### **Section 3 – Voting Eligibility**

Only those members whose current dues have been received at the Council's designated mailing address, as defined in Article VI, Section 2C, by the close of business on the date fifteen (15) days prior to the date of a meeting may vote at that meeting. Any change in the authorized voting representative of a business shall also be submitted by this date. In the event that this deadline falls on a Saturday, Sunday, or federally recognized holiday, the 30-day deadline for receipt of dues shall be the close of business on the next business day.

## **ARTICLE VI - MEMBERSHIP MEETINGS (continued)**

### **Section 4 – Notice of Meetings**

- A. Notice of all meetings shall be issued to members at least ten (10) days prior to the meeting. Notice shall include the location, date, time and purpose or purposes of the meeting, and shall be delivered in the following ways:
1. For regular meetings, notice shall be provided in the Council newsletter; and
  2. For special meetings, notice shall be mailed or hand delivered.
- The use of additional means of providing these notices is encouraged, but not required (see Article VII, Section 15).
- B. Notice required by these by-laws to be mailed shall be sent or delivered to the member's mailing address as it appears in the official membership records of the Council, unless the member has filed a written request with the Secretary or conform to another section of these bylaws specifying the use of another address, in which case notice shall be sent to that address.

### **Section 5 – Location of Meetings**

All membership meetings shall be held within the boundaries of the Clifton neighborhood, as set forth in Article III, above.

### **Section 6 – Quorum and Voting**

Ten (10) percent of the members entitled to vote at a membership meeting shall constitute a quorum for that meeting. A majority vote of the members present at a meeting at which a quorum is present shall be required unless otherwise required by law, these bylaws, or the Articles of Incorporation. No member may assign another individual his/her vote by proxy.

### **Section 7 – Scope of Membership Actions**

The matters upon which members may vote at a regular or special meeting shall be limited to those matters identified in the meeting notice required by Article VI, Section 4.

## **ARTICLE VII - BOARD OF DIRECTORS**

### **Section 1 – Powers and Responsibilities**

The Board of Directors (hereafter “Board”) shall be empowered to conduct the business and affairs of the Council and shall have all rights and responsibilities identified in the Kentucky Nonprofit Corporation Acts and other applicable state and federal laws.

Each Director shall discharge her or his duties in good faith, on an informed basis, and in a manner she or he honestly believes to be in the best interests of the Council in furtherance of the purposes of the corporation, as stated in Article II, and as provided in KRS 273.215 (General standards for directors).

Each Director shall refrain from transactions with the Council in which the Director has a direct or indirect interest, as provided in KRS 273.219 (Conflict of interest transactions).

### **Section 2 – Membership**

The Board of Directors shall consist of up to eleven (11) individuals, who support and subscribe to its purposes and who shall be members of the Council, as defined in Article IV, Section 1.A.

### **Section 3 - Term of Office**

Directors shall serve for one year terms. Directors may serve for an unlimited number of terms.

### **Section 4 – Voting**

Each Director shall have one (1) vote. No Director may assign another individual his or her vote by proxy.

### **Section 5 – Board Meetings**

- A. The Board of Directors shall meet a minimum of ten (10) times per year.
- B. The date, place, and time of each meeting shall be set by a Co-Chair or other officer acting on behalf of or in the stead of the Co-Chairs.
- C. All meetings shall be open to the membership and to the public, except as stated in Article VII, Section 5H below.
- D. All meetings shall be held within the boundaries of the Clifton neighborhood, as set forth in Article III, above.
- E. Special meetings may be called by a Co-Chair or upon request of three (3) Directors.
- F. Notice of all meetings shall be sent to Directors by mail or email at least five (5) days before, but not more than thirty (30) days before, the day of the meeting. Notice requirements may be waived by the filing of written statements from all Directors that they agree to waiver. In the alternative, the Board of Directors may provide by resolution the date, time and place for the holding of regular meetings, without other notice than such resolution.
- G. If one or more directors did not receive notice of any board meeting, actions taken at the meeting will not be lawfully taken unless the board member(s) affected by the lack of notice waives the notice requirement and agrees to proceed with the lawful transaction of business. Attendance by the director(s) affected by the lack of notice waives the notice requirement unless they attend for the sole purpose of objecting to the transaction of business.



## **ARTICLE VII - BOARD OF DIRECTORS (continued)**

H. Discussions which might lead to the appointment, discipline or dismissal of a particular individual employee may be held in closed (executive) session of the Board of Directors, subject to the right of that employee to request an open hearing. 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, executive session other than those publicly announced prior to convening the closed, executive session. Nothing in this paragraph shall be interpreted to permit discussion of general personnel matters in secret.

### **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 office.

### **Section 8 – Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **Section 9 – Resignation**

A Director may resign at any time by delivering a written resignation to a Co-Chair. If a Director resigns verbally, a Co-Chair shall send him or her a letter acknowledging the resignation, and present a copy to the Board which shall be noted in the minutes of the next regularly scheduled Board meeting. A written or verbal resignation shall become effective when tendered, subject to any effective date specified by the resigning Director in the written or verbal resignation.

### **Section 10 – Removal**

- A. The Board of Directors may remove any Director from office upon a showing of good cause. Good cause includes unexcused absence from three (3) consecutive Board meetings.
- B. Notice of intent to remove must be sent to the Director in question at least fourteen (14) days before the meeting at which the action is to be taken. The notice shall give the reasons for removal.
- C. A vote by a simple majority plus one, or 2/3, whichever is greater, of those Directors present at a meeting, a quorum being present, shall be required to remove a Director.

### **Section 11 – Vacancies**

Any vacancy occurring on 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, even if less than a quorum of the Board of Directors remains in office. The Board of Directors will govern regardless of vacancies.

### **Section 12 - Conducting Business Without a Meeting**

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 all Directors in office consent in writing, as evidenced by their signatures, and such consent is filed in the official records of the Council.

## **ARTICLE VII - BOARD OF DIRECTORS (continued)**

### **Section 13 – Elections**

- A. Directors shall be elected at the Annual Membership meeting each year.
- B. In order to qualify as a candidate, an individual must
- support and subscribe to the Council’s purposes in Article II;
  - be a member of the Council as defined in Article IV, Section 1.A.;
  - be current on his or her dues for purposes of voting at the Annual Meeting by the date described in Article VI, Section 3.
- Candidates shall submit their name, and shall disclose current and past affiliations with Louisville Metro government boards and committees, and any qualifications they wish to provide to the Chair of the Nominating Committee (see Article IX, Section 1) at least thirty (30) days prior to the Annual Meeting.
- C. A list of the candidates, and any additional qualifications they have submitted, shall be compiled by the Nominating Committee and shall then be sent by e-mail or made available by other means to members at least fourteen (14) days prior to the Annual Meeting.
- D. Election shall be by a plurality vote with each voting member entitled to cast one (1) vote for each vacancy to be filled. No more than one (1) vote may be cast for any one candidate, and no proxy voting shall be allowed.
- E. 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.
- F. Directors shall then begin their terms upon certification of the election by the Nominating Committee chair or the Secretary of the Board at the next regularly scheduled monthly Board meeting.

### **Section 14 – Communications**

In addition to prescribed methods of notices otherwise required in these bylaws, the Board may utilize other methods of disseminating information. Such methods could include, but not be limited to, use of the U.S. Postal Service or private carriers; delivery of information or documents in a digital format; fax; e-mail, social media, or text message transmission; website or other postings on the World Wide Web; personal contacts; and posting of flyers within the neighborhood.

## **ARTICLE VIII – CONFLICT OF INTEREST**

### **Section 1 – Purpose**

The purpose of the conflict of interest policy is to protect the federal tax exemption and organization's interest when contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Each Director shall refrain from voting on transactions with the organization in which the Director has a direct or indirect interest, as provided in KRS 273.219.

### **Section 2 – Definitions**

#### 1. Interested Person

Any Director, Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, #2 below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3 – Procedures**

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

## **ARTICLE VIII – CONFLICT OF INTEREST**

### **Section 3 – Procedures**

3. Procedures for Addressing the Conflict of Interest
  - After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
  - If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 4 – Records and Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5 – Compensation**

- A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE VIII – CONFLICT OF INTEREST**

### **Section 6 – Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7 – Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8 – Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7 above, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE IX – OFFICERS**

### **Section 1 – Composition**

The Council shall have the following four (4) officers: two Co-Chairs, a Secretary, and a Treasurer. No one person may hold more than one office simultaneously.

### **Section 2 - Co-Chairs**

The Co-Chairs shall:

- A. Preside at all Board, Executive Committee, and membership meetings;
- B. Plan and prepare, in consultation with the other officers, the agenda for all Board, Executive Committee, and membership meetings;
- C. Provide general direction to the Board and Council;
- D. Act as chief administrative officers of the Council; and
- E. Carry out all other duties incident to the office.

### **Section 3 – Secretary**

The Secretary shall:

- A. Attend all board meetings and all meetings of the Executive Committee and act as a clerk of each meeting, recording votes, and taking the minutes of proceedings;
- B. Be responsible for the sending of notices for all Board and meetings of the membership;
- C. Keep the official records, including minutes, policy decisions, the original copy of the Articles of Incorporation and these Bylaws, and all amendments thereto;
- D. Carry out all other duties incident to the office of Secretary or prescribed by the Board.

### **Section 4 – Treasurer**

The Treasurer shall:

- A. Keep full and accurate accounts and financial records, in accordance with generally accepted accounting principles for nonprofit organizations, of all receipts and disbursements, and utilize accounting software for these activities;
- B. Keep custody of all funds and securities;
- C. Deposit all money and other valuable effects in the name and to the credit of the Council in such depositories as may be designated by the Board;
- D. Disburse the funds of the Council as determined by the Board, taking proper vouchers for such disbursements;
- E. Prepare regular financial reports with such frequency as may be determined by the Board, including a financial report for the Annual Meeting;
- F. Maintain corporate, financial, and tax-exempt documentation, and submit required reports, forms, and payments to Louisville Metro, other grantor agencies, the Commonwealth of Kentucky, and federal agencies, including the annual filing of such tax or information returns or forms as may be required by the Internal Revenue Service, the Kentucky Department of Revenue, or the Louisville Metro Revenue Commission;
- G. Cooperate with external independent auditors in the event that a financial audit is required or conducted for any reason;
- H. Have oversight responsibility for any tax-exempt retail account; and
- I. Carry out all other duties incident to the office of Treasurer or prescribed by the Board.

## **ARTICLE IX – OFFICERS (continued)**

### **Section 5 - Term of Office**

All officers shall serve a one (1) year term, or until their successors shall have been elected and installed, and may serve an unlimited number of terms.

### **Section 6 – Officer Elections**

- A. Only Directors may serve as officers. Officers shall be elected by the Board at the next regularly scheduled monthly Board meeting after the Annual Meeting. The election of officers shall be the first duty of the newly elected Board after the election results are certified. In the event of a vacancy in an officer position, the Board may fill the position for the remainder of the term. Officers shall take office immediately upon Board action.
- B. Elections shall be by open vote of the Board.

### **Section 7 – Resignation**

An officer may resign at any time by delivering a written resignation to a Co-Chair. If an officer resigns verbally, a Co-Chair shall send him or her a letter acknowledging the resignation, and present a copy to the Board, which shall be noted in the minutes of the next regularly scheduled Board meeting. A written or verbal resignation shall become effective when tendered, subject to any effective date specified by the resigning officer in the written or verbal resignation.

### **Section 8 – Removal**

- A. The Board may remove an officer from office whenever in the Board's judgment the best interests of the Council will be served thereby.
- B. Notice of intent to remove must be sent to the officer in question at least fourteen (14) days before the meeting at which the action is to be taken. The notice shall give the reasons for removal. Removal from office shall not constitute removal from the Board.
- C. A vote by a simple majority plus one, or 2/3, whichever is greater, of those Directors present at a meeting, a quorum being present, shall be required to remove an officer.

### **Section 9 – Compensation**

Officers shall serve without compensation.

## **ARTICLE X – COMMITTEES OF THE BOARD**

### **Section 1 – Establishment and Powers**

- A. The Board may from time to time establish standing or ad hoc committees, comprised of Directors, as it deems necessary to facilitate the Board's furtherance of the purposes of the Council as set out in Article II. The Board shall appoint committee chairpersons and set the rules for the operation of said committees, subject to any restrictions set out in the laws of the Commonwealth of Kentucky. Committees so established shall serve in an advisory capacity to the Board and shall not have or exercise the authority of the Board.
- B. Notwithstanding the foregoing, the following committees, which shall not have or exercise the authority of the Board, are hereby established as permanent standing committees of the Board:
1. Executive Committee. The Executive Committee shall be composed of the four (4) Board officers plus one (1) at-large Director, to be elected at the time that officers are elected under Article VIII, Section 6, following the election procedures set forth therein. The Executive Committee may meet in closed meetings at the call of a Co-Chair or other officer acting on behalf of the Co-Chairs. The Executive Committee is established to facilitate the administrative work of the Board, as needed between regularly scheduled meetings, such as developing agenda items for Board meetings and researching matters for the Board. The Executive Committee may approve the payment of bills in an amount equal to or less than three-hundred dollars (\$300.00) if payment is due before a next regularly scheduled Board meeting. Any action taken by the Executive Committee shall be reviewed by the Board at its next regular meeting.
  2. Nominating Committee. The Nominating Committee shall be composed of two (2) or more Directors, to be appointed by the Board, for the purposes set out in Articles VII and VIII.

### **Section 2 – Quorum**

A quorum of a standing or ad hoc Board committee shall be made up of a majority of its members.



## **ARTICLE XI – COMMITTEES OF THE MEMBERSHIP**

### **Section 1 – Establishment and Powers**

A. The Board may from time to time establish and reorganize such standing committees or ad hoc committees as it deems necessary for the purpose of making recommendations to the Board and/or carrying out the projects, programs and activities of the Council. The Board shall appoint a Director to chair a committee or at least one (1) Director shall serve as a liaison for each committee if the committee chair is a member in good standing with voting rights. The Board shall set the term of office and any other rules for the operation of said committees, subject to any restrictions set out in the laws of the Commonwealth of Kentucky.

Committees so established shall not have or exercise the authority of the Board, and, unless composed exclusively of Directors, shall not be considered a committee of the Board.

B. In addition to any committees the Board may establish pursuant to subsection A, the following advisory committees are hereby established as permanent standing Council committees of the membership for advice and activities relating to the purpose or purposes conveyed in each title, although the committee name may be modified over time:

1. Beautification;
2. Land Use and Preservation;
3. Membership;
4. Newsletter;
5. Pedestrian and Bicycle Access; and
6. Special Events.

### **Section 2 – Participation and Voting Rights**

Participation in standing or ad hoc committees shall be open to any individual who subscribes to the purposes of the Council and the charge of the committee in question. Only Clifton property owners, residents and business owners may vote on matters which come before the committees. Voting by proxy is not permitted.

Each standing and ad hoc committee shall report regularly to the Board.

A quorum is not required in order to hold a meeting or vote on a recommendation to the Board; a vote, however, is not the act of the membership.

### **Section 3 – Organization and Operation**

Committees shall meet upon the call of the respective chairperson or upon request of a Board Co-Chair. The committee chairperson shall be responsible for (1) presiding over committee meetings and the conducting of the committee's business and (2) reporting on committee business, activities, and recommendations at each regularly scheduled Board meeting following a committee meeting.

## **ARTICLE XII – FINANCES**

### **Section 1 - Fiscal Year**

The fiscal year shall be May 1 through April 30, in accordance with the Council's determination letter from the Internal Revenue Service.

### **Section 2 - Authorization of Expenditures**

Any expenditure over \$50.00 requires the prior approval of the Board, except payments of up to \$300 as authorized by the Executive Committee, Article 1X, Section 1, B. 1.

### **Section 3 – Banking**

The Co-Chairs, Secretary and Treasurer shall be authorized to sign checks. All checks over \$500.00 shall require two (2) signatures. The Treasurer is authorized to use on-line banking to the extent consistent with the provisions of these bylaws.

### **Section 4 – Bond**

If required by the Board, 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 and at the expense of the Council.

### **Section 5 – Contracts and Retail Accounts**

The Board may authorize any officer(s) or Director(s) to enter into any contract or open any retail account and execute and deliver any instruments in the name of or on behalf of the Council. Such authority may be general or confined to specific instances.

### **Section 6 – Loans and Grant Requests**

No loans shall be contracted or grant applications made in the name of or on behalf of the Council, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **Section 7 – Deposits**

All funds of the Council not otherwise employed shall be deposited, from time to time, to the credit of the Council in such banks, trust companies and other depositories as the Board may select.

### **Section 8 – Charitable Contributions**

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the Board.

## **ARTICLE XIII – NONDISCRIMINATION**

The vision of the Clifton Community Council, Inc., as adopted in the Clifton Neighborhood Plan, is that we are a diverse community. The Council shall operate in all cases on a nondiscriminatory basis with respect to age, ancestry, disability, ethnicity, familial status, gender, gender identification, limited English proficiency, national origin, political beliefs or affiliations, race, religion, sexual orientation, or veteran status. The activities encompassed within this statement of nondiscrimination include, but are not limited, to selection of directors, officers, board committees, committees of the membership, chairs of committees, and employees, as well as the Council's advocacy in carrying out its purposes stated in Article II.

#### **ARTICLE XIV – CORPORATE RECORDS, BOOKS, AND INSPECTION**

Clifton Community Council shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Annual Meeting of members, Board, and board committees having any of the authority of the Board; 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 Council may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time, upon five (5) working days advance notice. If copies are requested, the Council may provide documents in digital format or hard copy, upon prior payment not to exceed the then-current rate for records production as established by the Commonwealth of Kentucky for the purpose of the Kentucky Open Records Act. When required by law, the Council shall comply with any applicable public inspection laws, including the Kentucky Open Records Act and the Internal Revenue Code.

#### **ARTICLE XV - 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.

#### **ARTICLE XVI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, 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 XVII – AMENDMENT OF BYLAWS**

The Board may at any time vote to amend these bylaws in whole or in part by majority vote taken at a duly called and properly noticed regular or special Board meeting held pursuant to Article VII.

Said recommendation shall be submitted to a formal vote of the membership of the Council, at a duly called and properly noticed regular or special meeting. A two-thirds (2/3) vote of the members present, a quorum being present, shall be required to adopt any recommended amendment. No member shall assign another individual his/her vote by proxy.

#### **ARTICLE XVIII – AMENDMENT OF ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation shall be made pursuant to the provisions of KRS 273.263 (or corresponding provision of any later state statute). Members shall be entitled to vote thereon, except that no member shall vote by proxy.

Adopted by the Clifton Community Council at its membership meeting on March 27, 2012

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Jason Brauner, Co-Chair

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Sam Dodson, Co-Chair

Attested by:

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Lisa Work, Secretary