

BY-LAWS

FISHERVILLE AREA NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I – NAME

The name of the Kentucky non-profit corporation is Fisherville Area Neighborhood Association, Inc. (FANA).

ARTICLE II – PURPOSES

The purposes of the corporation are those set out in the Articles of Incorporation.

ARTICLE III – JURISDICTION

The geographic jurisdiction of the corporation shall be within the Louisville Metro/Jefferson County, Kentucky boundaries and bounded by Interstate-64 to the north; Shelby County and Spencer County to the east; Bullitt County to the south; and Interstate-265, Seatonville Road, Broad Run Road and Broad Run Creek to the west, but may extend to the greater Louisville metropolitan area or to statewide issues as decided by the Board of Directors.

ARTICLE IV – MEMBERSHIP

A. Active Member

Active membership is open to any individual or legal entity, which resides in or owns property in the geographic jurisdiction of the corporation, subscribes to the purposes of the corporation and has paid dues in good standing as provided in Article V. Any adults residing in the same residence may join as a household but shall have only one vote in all corporation affairs.

B. Associate Member

Associate membership is open to any individual or legal entity, which does not reside or own property in the geographic jurisdiction of the corporation, subscribes to the purposes of the corporation and has paid dues in good standing as provided in Article V.

ARTICLE V – DUES

The Board of Directors shall set the dues from time to time. The initial dues shall be as follows:

- A. Active individual members: \$15.00 per year
- B. Active household or other members: \$25.00 per year
- C. Associate members: \$25.00 per year

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1 – Annual Meeting

There shall be an annual meeting of the membership to be held in October or November of each year at a place, date, and time as determined by the Board of Directors. Election of the members of the Board of Directors shall take place at the annual meeting. An annual report to the membership on the activities of the corporation shall be made by the Board of Directors.

Section 2 – Special Meetings

Other meetings of the whole membership may be called by the Board of Directors or by petition signed by twenty active members in good standing at a date, time and place determined by the Board of Directors with adequate notice provided to the whole membership.

Section 3 – Voting

Only those active members in good standing at the date of a meeting may vote at the annual meeting or at a special membership meeting. Each entity other than an individual shall designate one person to cast votes for that entity.

Section 4 – Notice

Notice for all membership meetings shall state the place, date and time of the meeting and shall be provided to each member no less than fourteen days prior to the date of the meeting. Such notice shall be sent to the member's address or e-mail as it appears in the records of FANA, unless the member has filed a written request with the secretary specifying the use of another address. All notices may be sent via e-mail unless specifically designated otherwise by the member.

Section 5 – Quorum

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

ARTICLE VII – BOARD OF DIRECTORS

Section 1 – Powers

The Board of Directors shall set general policies of the corporation, shall elect the officers of the corporation, and shall hire or dismiss any employees or contractors of the corporation.

Section 2 – Membership

The Board of Directors shall consist of no more than twenty individual active members who are at all times active members in good standing of FANA.

Section 3 – Term of Office

The directors shall serve for one-year terms or until their successors are elected. Directors shall take office immediately upon their election at the annual meeting. Directors may serve for no more than three successive terms.

Section 4 – Voting

Each member of the Board of Directors shall have one vote on the Board.

Section 5 – Meetings

- A. The Board of Directors shall meet at least four times a year, one of which may be at the annual meeting.
- B. The date, time and place of each meeting shall be set by the chairperson.
- C. All meetings shall be open to the public. The directors may, by a simple majority of those directors present and a quorum being present, vote to hold a meeting or portion thereof in closed 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 except those actions related to any pending or threatened litigation. No matters may be discussed at a closed meeting other than those publicly announced prior to convening the closed meeting.
- D. Special meetings may be called by the chairperson or upon request of one-fourth of the directors.
- E. Notice of all meetings shall be sent to directors not less than five days nor more than thirty days prior to the date of the meeting in the same manner as notice to membership meetings.

Section 6 – Compensation

The directors shall serve without compensation.

Section 7 – Quorum

A quorum of the Board of Directors shall consist of fifty percent of the directors in good standing. At least one officer of the corporation shall be present for a quorum to be completed.

Section 8 – Resignation

A director may resign at any time by delivering a written or electronic resignation to the Secretary.

Section 9 – Removal

Any director may be removed from office upon a showing of good cause. Good cause shall include a breach of fiduciary duties to the corporation or absence from three consecutive meetings of the Board. Removal may be initiated by the Executive Committee or by the whole Board. Notice of intent to remove shall be sent to the director at least fourteen days prior to the meeting at which such action is to be taken. A two-thirds vote by the directors shall be required for removal.

Section 10 – Vacancies

Any vacancy due to resignation, removal or death shall be filled until the next regularly scheduled election by a vote of the majority of the Board at a duly constituted meeting.

Section 11 – Elections

Election and installation of Board members shall take place at the annual membership meeting.

Section 12 – Transition

The Initial Board of Directors provided for in the Articles of Incorporation shall serve as the Board of Directors until the 2009 annual meeting or until its successors have been elected. During its term of office, the Initial Board is empowered to fill vacancies or to increase its membership by majority vote to no more than twenty members.

ARTICLE VIII – OFFICERS

Section 1 – Composition

FANA shall have the following officers: Chair, Vice-Chair, Secretary and Treasurer, who shall be Board members and shall be elected by the Board.

Section 2 – Chair

The Chair shall:

- A. preside over all meetings of the Board of Directors, the Executive Committee, and the general membership;

- B. plan, in consultation with the other officers, the agenda for all Board, Executive Committee and membership meetings;
- C. appoint, with the consultation and confirmation of the Executive Committee, the members of all committees, and the chairpersons of all committees;
- D. carry out all other duties incident to the office of Chair or prescribed by the Board or the Executive Committee.

Section 3 – Vice-Chair

The Vice-Chair shall:

- A. assist the Chair in the carrying out of his or her duties;
- B. carry on the duties of the Chair in the Chair's absence or inability to carry out his or her duties;
- C. carry out all other duties incident to the office of Vice-Chair or prescribed by the Board or the Executive Committee.

Section 4 – Secretary

The Secretary shall:

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

Section 5 – Treasurer

The Treasurer shall:

- A. be responsible for the keeping of all funds and securities and the keeping of full and accurate accounts of all receipts and disbursements in books belonging to the corporation;
- B. be responsible for the deposit of 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 Executive Committee;
- C. be responsible for the disbursement of the funds of the corporation as determined by the Executive Committee, taking proper vouchers for such disbursements;
- D. be responsible for the preparation of regular financial reports and a yearly budget;

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

Section 6 – Term of Office

All officers shall serve one-year terms of office, or until their successors shall have been elected and installed. They shall assume their duties immediately upon election.

Section 7 – Elections

The Officers shall be elected by the Board of Directors at its first meeting after the annual meeting by a simple majority of the members present. Vacancies in the officer positions may be filled in the same manner at any Board meeting.

ARTICLE IX – COMMITTEES

Section 1 – Executive Committee

The Executive Committee shall consist of the officers of the corporation. The Executive Committee shall run the routine day-to-day affairs of the corporation. The Executive Committee may conduct its business by telephone or e-mail in cases deemed necessary by the Chair.

Section 2 – Special Committees

Special committees may be established from time to time by the Board of Directors as it deems necessary.

ARTICLE X – 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 over \$200.00 shall require two signatures from any two of the officers or one officer and another person designated by the Executive Committee.

Section 3 – Audit

If the Board of Directors or the Executive Committee determines it is needed, an audit of the FANA financial records shall be performed.

ARTICLE XI – NONDISCRIMINATION

The members, officers, board members, committee members, employees, and persons or organizations served by FANA shall be selected entirely on a nondiscriminatory basis with respect to age, disability, ethnicity, familial status, gender, national origin, political affiliations, race, religion, sexual orientation, veteran status and all other categories provided nondiscriminatory treatment by law, statute or ordinance.

ARTICLE XII – INSPECTION OF CORPORATE RECORDS

All corporate records shall be open to inspection by any member upon written request at reasonable times. The right to inspect shall include the right to make copies at the expense of requestor.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall apply to all situations not covered by the articles of incorporation, 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 after formal notice is given by any director at least fourteen 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 of those board members present and voting, a quorum being present at the time of the vote.

CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that I am the duly elected Secretary of Fisherville Area Neighborhood Association, Inc., 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 18th day of August, 2009.

/S/
Secretary

Prepared by:

/S/
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