

BELL COURT NEIGHBORHOOD ASSOCIATION BY-LAWS

ARTICLE I. PURPOSES

The purposes for which the Association is organized are:

- a) any charitable, educational and scientific activities that further the preservation and improvement of the Bell Court neighborhood, as it is defined in Article II; and
- b) for such other objectives as are approved by the Board of Directors or by the membership and are consistent with KRS 273.167, Article II of Bell Court Neighborhood Association Amended and Restated Articles of Incorporation and the powers conferred by KRS 273.171.

ARTICLE II. BOUNDARIES

The Bell Court Neighborhood Association shall serve the Bell Court neighborhood, which is herein defined as including all residences, businesses and other entities bounded by the west side of Walton Avenue, the north side of Main Street, the east side of Indiana Avenue and the north side of Boonesboro Avenue.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. The Association shall be open to any individual resident, property owner, business or entity living or located within the neighborhood boundaries, as defined above, and paying annual dues. Membership may also be extended to individuals, businesses or entities living or located outside the Association and paying annual dues, subject to the approval of the Association's Board of Directors.

Section 2. Dues and Voting. Payment of annual dues shall entitle each individual (age 18 and older) and one authorized representative from each business or entity to one vote. Annual dues shall be \$10 for individuals and \$50 for businesses or entities. Dues shall be payable by 1 January of each year and shall confer membership through 31 December of that year. (Dues paid after 1 January are welcomed but shall not be prorated.) The amounts and categories of annual dues may be changed by a two-thirds majority vote of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Eligibility. The Board of Directors shall include only individual members of the Association or individuals authorized to represent a voting business or entity of the Association.

Section 2. Duties. The Board shall manage the affairs of the Association and be responsible for all business coming before the Association. It shall decide the disposition of any items brought before it by any individual or group, and it shall inform members of

business and issues that affect them through reasonable means of notification. The Board shall act in the best interest of the neighborhood, but is not specifically bound to act according to the desire of the majority of members attending any particular meeting.

Section 3. Number. The Board shall determine the exact numbers of Board positions annually. There shall be no fewer than nine and no more than 12 Directors.

Section 4. Terms. Terms shall be three years, and a Director shall serve no more than two consecutive terms. (A Director may serve again after one year has elapsed since he/she last served.) Directors' terms shall be staggered. No more than four Directors shall stand for election in any one year, except under the circumstances specified in Section 6.

Section 5. Election. Directors shall be nominated by the Board or by any member of the Association (upon a signed statement submitted to the Board). The Board shall submit a slate of nominees to the membership no later than one week prior to annual meetings of the Association, and members shall elect Directors at annual meetings. (At its discretion, the Board may also allow nominations from the floor at annual meetings. Floor nominees shall then be added to the slate of nominees, and the requirement that their names be submitted to the membership one week prior to annual meetings shall be considered waived.)

Section 6. Terms and Election of Current Directors. The first election of Directors under these By-Laws shall be held at the November 2004 annual meeting of the Association. At that time, the current Director who has served longest shall stand for reelection and, if reelected, shall serve one three-year term. At the November 2005 annual meeting the three current Directors who by then will have served three years shall be eligible for reelection, and if reelected shall be limited to one three-year term. At the November 2006 annual meeting, the remaining five current Directors who by then will have served three years shall be eligible for reelection, and if reelected shall be limited to one three-year term. Current Directors may serve again after one year has elapsed since they last served.

Section 7. Termination for Non-Attendance. Directors failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

Section 8. Procedures. Directors may adopt such rules and regulations for the conduct of Board and Association meetings and business as are not inconsistent with the laws of the Commonwealth of Kentucky or the Association's Articles of Incorporation or By-Laws. A majority of Directors shall constitute a quorum for any Board meetings.

Section 9. Officers

a. Eligibility and Election. Officers shall be members of the Board and shall be elected by the Board annually at the first regular Board meeting following the annual Association meeting.

b. Offices and Duties

1. A President, who shall be the chief officer of the Association, preside over meetings, and perform such duties as the Board authorizes.

2. A Vice President, who shall assume the duties of the President in his/her absence and shall succeed as President upon completion of the preceding President's term.

3. A Secretary, who shall maintain accurate Association files and minutes of meetings and be responsible for all notices and Association correspondence.

4. A Treasurer, who shall keep accurate fiscal and membership records and be responsible for all Association finances.

Section 10. Vacancies. If a vacancy occurs on the Board of Directors or in any Office before the expiration of a term, the Board may fill the vacancy for the remainder of the term. Upon filling a vacancy on the Board, the Board shall determine if the new Board member shall be eligible to serve one or two full terms.

ARTICLE V. COMMITTEES

The President or a majority of the Board of Directors may appoint standing and/or special committees as necessary to consider and report on issues important to the Association. A majority of each committee shall be members of the Association and each committee shall have at least one Board member on it.

ARTICLE VI. MEETINGS

Section 1. Board Meetings. Regular meetings of the Board of Directors shall be held quarterly, and at other times during the year at the discretion of the Board. The President or any three Directors shall call such regular meetings and designate the dates, times and locations at which they shall be held. The Board may also call special meetings of the Directors at any time and designate the dates, times and locations at which they shall be held. All Board meetings shall be open to any member of the Association, but only Board members shall be eligible to vote at such meetings.

Section 2. Annual Membership Meetings. An annual membership meeting of the Association shall be held in November of each year, at a date, time and location designated by the President or the Board of Directors.

Section 3. Special Meetings. In addition to special Board of Directors meetings, noted in Section 1, special membership and/or public meetings may be called at any time by a majority of the Board or shall be called by the President upon submission to the Board of a petition signed by a majority of the membership. Such special meetings shall be proposed for and be limited to the consideration of a specific issue or issues, which shall be set forth in the notice of the meeting. No other Association business shall be conducted at special meetings without the consent of a majority of the membership. The dates, times and locations of special meetings shall be designated by the Board or by the President (acting in the best interest of petitioning members).

Section 4. Notice of Meetings. Notice of any meeting shall be given to members at least three days in advance. Such notice shall be conveyed in written or electronic form or by telephone and shall be considered to have been properly given if it is included in an Association newsletter or similar publication, if one is produced and if a reasonable effort is made to disseminate it to all members.

Section 5. Quorums. A quorum for annual meetings and for special meetings defined in Section 3 shall be the majority of the number of members in attendance, with a minimum of 12. At its discretion, the Board may raise the minimum number of members required for a quorum at such annual or special meetings.

Section 6. Voting. Except where otherwise specified in these By-Laws and where otherwise may be authorized by the Board of Directors, and providing a quorum has been attained, a majority vote of members present shall be required to pass any question put to a vote at annual meetings or at special meetings defined in Section 3. At its discretion, the Board may allow voting by proxy or absentee ballot at annual meetings or at special meetings defined in Section 3.

Section 7. Procedures. Roberts Rules of Revised Orders shall be followed at meetings in those areas not covered by these By-Laws.

ARTICLE VII. AMENDMENTS

The power to alter these By-Laws shall be vested in the membership. A majority of the Board of Directors or a majority of the membership (upon a signed petition submitted to the Board) shall make any such proposal to alter, amend or repeal these By-Laws in writing. Such proposal shall be approved by a majority of the membership at an annual meeting of the Association or at a special membership meeting called for that purpose, and shall be set forth in the notice of the meeting.

These By-Laws were adopted at a November 2004 annual meeting of the Association. They replace and supersede By-Laws adopted at a 1965 organizational meeting of the Association and any and all other By-Laws that may have been adopted subsequently by the Association.