

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

ARTICLE I - NAME

The name of the corporation shall be the Camp Zachary Taylor Neighborhood Association, Inc. (CZTNA)

ARTICLE II - PURPOSES

The purpose of the CZTNA is to promote, foster and carry out programs, projects and activities designed to:

- 1) enhance the health, safety and welfare of the members of the Community;
- 2) provide a forum wherein neighborhood issues and concerns may be publicly expressed and discussed;
- 3) improve the economic life of the Camp Zachary Taylor area;
- 4) encourage a spirit of friendliness and cooperation with other groups in the Camp Zachary Taylor neighborhood and throughout Louisville/Jefferson County Metro;
- 5) foster cooperation and unity between property owners, tenants and others;
- 6) address the educational and cultural needs of the members of the community;
- 7) encourage improvement in municipal services through public involvement and cooperation with local government;
- 8) encourage, plan and coordinate the beautification, preservation, rehabilitation and revitalization of all residential and public properties, structures and physical environments;
- 9) seek the assistance and cooperation from governmental agencies, other neighborhood associations and potential partners to resolve neighborhood problems, achieve neighborhood objectives and goals, and to maintain and improve the quality of life for all residents of the neighborhood.
- 10) support other charitable, educational and cultural activities that advance the general well-being of the community and its people.

ARTICLE III - NEIGHBORHOOD BOUNDARIES

- Quadrant 1 - Belmar Dr. to Redwood Dr. to Taylor Ave. to Poplar Level Road to Trigg Ave. to Union St.
- Quadrant 2 - Taylor Ave. to Railroad Tracks to Interstate 264 to Poplar Level Rd.
- Quadrant 3 - Indiana Ave. to Railroad Tracks to Taylor Ave. to Redwood
- Quadrant 4 - Cardinal Dr. to Indiana Ave. to Reservoir Rd.
- Quadrant 5 - Poplar Level Rd. to Sheridan to Illinois Ave. to Lincoln Ave.

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

ARTICLE IV - MEMBERSHIP

Membership is open to any household, residential property owner or business in the neighborhood as provided in Article III that subscribes to the purposes of the CZTNA and have paid dues in good standing as provided in Article V. Association memberships with non-voting rights are available to individuals outside the CZTNA area.

ARTICLE V - DUES

The board of directors shall set dues from time to time.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting

There shall be an annual meeting of the membership to be held in November of each year at a place, date and time as determined by the board of directors. Election of the officers and at-large members shall take place at the annual meeting. The membership may also conduct whatever other business it may deem necessary and proper.

Section 2 - Regular Meetings

In addition to the annual meeting, the general membership shall meet on a regular basis, as determined by the association's board of directors, between 7:00 p.m. to 8:00 p.m. at a date and place determined by the chair or an officer acting for or in the stead of the chair.

Section 3 - Special Meetings

Special meetings of the membership may be called for any purpose by either the board of directors or by at least 10% of the general membership in good standing. Notice must be provided to the membership no less than five days in advance stating specific details regarding the purpose of the meeting as well as the date, time and place for holding said meeting.

The chair or vice chair in absence of the chair shall be responsible for calling the meeting. Business transacted at a special meeting shall be confined to the subject(s) stated in the request to meet and any matters germane thereto.

Section 4 - Voting

Only those members in good standing 30 days prior to the date of a meeting may vote. For purposes of the annual meeting those members in good standing as of October 31 immediately prior to the annual meeting shall be entitled to vote.

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

Section 5 - Notice

Notice for general meetings shall state the place, date, time and purpose of the meeting and shall be made available to each member no less than 14 days prior to the date of the meeting. In the circumstances of a special meeting members shall be notified no less than five days in writing or by personal contact.

If mailed, such notice shall be sent to the member's address as it appears in the books and records of CZTNA, unless the member filed a written request with the secretary specifying the use of another address, in which case notice shall be mailed to the address as designated.

Section 6 - General Membership Meeting Quorum

A quorum shall consist of 10% with a minimum of five members in good standing and a board member being present at the time of the meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Powers

The board of directors shall be empowered to conduct the business and affairs of CZTNA, 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 - Membership

The board of directors shall consist of a maximum of 14 and a minimum of 9 members, comprising of the 4 elected officers and no more than 10 and no less than 5 at-large members. The members of the board of directors shall support and subscribe to the purposes of CZTNA.

The officers and at-large members shall at all times be members in good standing with the CZTNA.

Section 3 - Term of Office

The officers shall serve two year terms or until their successors shall be elected and are limited to two consecutive terms in a position.

The at-large members shall serve one year terms or until their successors shall be elected and can serve an unlimited number of consecutive terms.

Section 4 - Voting

Each member of the board of directors shall have one vote.

Section 5 - Meetings

The board of directors shall meet once a month prior to each general meeting. The date, place and time of each meeting shall be set by the chair or vice chair acting on behalf of or in the stead of the chair.

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

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 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.

Special meetings may be called by the chair or upon request of two-thirds of the directors.

Notice of all meetings shall be sent to directors not less than five days prior to the day of the meeting. Notice requirements may be waived by the filing of written statements from all directors that they agree to such a waiver.

Section 6 - Compensation

The directors shall serve without compensation.

Section 7 - Quorum

A quorum of the board shall consist of two-thirds of the directors in good standing. However it shall be required that there is at least one officer present in order to constitute a quorum.

Section 8 - Resignation

A director may resign at any time by delivering a written resignation to the chair and presented to the board of directors. Said resignation shall become effective upon acceptance by the board of directors.

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 organization such as care, trust and loyalty; unexcused absences from three consecutive board meetings shall also be included in the definition of good cause. Notice of intent to remove must be sent to the director in question at least 30 days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal.

A two-thirds vote of the directors present, a quorum being present, shall be required to bring the question of removal to the membership. A two-thirds vote of the members-in-good standing, a quorum being present, shall be required for removal. At least two weeks written notice to members that a removal vote shall take place is required.

Section 10 - Vacancies

Any vacancies due to resignation, removal, incapacity or death shall be filled until the next regularly scheduled election by a vote of a majority of the board at a duly constituted meeting, a quorum being present.

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

Section 11 - Conducting Business by Means Other than a Meeting

The board of directors may either hold a meeting by telephone or conduct business in the absence of a meeting. In order to conduct business by telephone or in the absence of a meeting, it shall be required that all directors be notified of such intention, in writing, and with the unanimous consent of all members of the board of directors in good standing to such a meeting and to any votes being taken.

Such written agreement may occur either before or within 14 days after such action, and shall be recorded with the minutes of the next meeting of the board. The vote then required to conduct business shall be the same as are required at a duly constituted meeting in which all members in good standing are present.

Section 12 - Elections

- a. Election of the officers and at-large members shall take place at the annual membership meeting.
- b. Elections shall take place each and every year for staggered officer and at-large member terms. In even numbered years, the chair, treasurer and all at-large members will be elected. In odd numbered years, vice-chair, secretary and all at-large members will be elected.
- c. In order to qualify as a candidate a person must meet the criteria in Article VII, Section 2.
- d. A list of the candidates shall be provided with the notice of the annual meeting.
- e. Election shall be by a plurality vote with each membership in good standing entitled to cast up to as many votes as there are vacancies to be filled with no more than one vote going to any candidate.
- f. A nominating committee in advance of the election shall prepare nominations. Additional candidates may be placed in nomination by any member and two seconds from the floor at the annual meeting.
- g. Election shall be by secret ballot unless the board of directors votes, by a simple majority vote, a quorum being present, to dispense with a secret ballot and vote by other means.
- h. The directors shall take office on the first day of the year following the election.

Section 13 - Transition

The initial board of directors provided for in the Articles of Incorporation shall serve as the board of directors until the 2006 annual meeting or until their successors shall have been elected as defined in Article VII, Section 12 (b). During their term of office they are empowered to increase their membership to full size by majority vote.

ARTICLE VIII - OFFICERS

Section 1 - Composition

CZTNA shall have the following officers: chair, vice chair, secretary and treasurer.

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

Section 2 - Chair

The chair shall:

- a. preside over all meetings of the board of directors and the general membership;
- b. plan, in consultation with the other officers, the agenda for all board and membership meetings;
- c. appoint, with the consultation and confirmation of the board, the members of all committees except the nominating committee and the chairpeople of all committees;
- d. carry out all other duties incident to the office of chair or prescribed by the board of directors.

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 of directors.

Section 4 - Secretary

The secretary shall;

- a. attend all board 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 and membership meetings;
- c. keep the official records, including all minutes, policy decisions, register of the members, original copies of the articles of incorporation and bylaws, and all amendments thereto, of the corporation;
- d. assist the chair with all correspondence and keeps a file of such correspondence;
- e. carry out all other duties incident to the office of secretary or prescribed by the board of directors.

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 CZTNA;
- b. be responsible for the deposit of all money and other valuable effects in the name and to the credit of the CZTNA in such depositories as may be designated by the board of directors;
- c. be responsible for the disbursement of the funds of the CZTNA as determined by the board, 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 board of directors.

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

ARTICLE IX - COMMITTEES

Section 1 - Nominating Committee

- a. There shall be a nominating committee elected by the board of directors that consist of five members of which no more than two can be directors. Prior to election of the committee the board shall make known to the membership through CZTNA flyer or newsletter that it intends to elect the committee.
- b. The committee in preparation for elections of officers and directors shall meet no later than two months prior to the annual meeting.
- c. The committee shall be charged with solicitation of individuals to be candidates for officer and at-large board of director positions. It shall have the responsibility for proposing a list of nominees for all officer and at-large positions of the board of directors and shall prepare the ballots as well as all materials providing information and qualifications of the nominees to be sent to the members prior to the annual meeting.

Section 2 - Special Committees

The board of directors may from time to time establish any special committees that it deems necessary, set the term of office and other rules for the operation of said committees.

Section 3 - Organization

- a. The committee chairperson shall be responsible for presiding over committee meetings, conducting committee's business and reporting on committee business, activities, and recommendations to the board of directors at each regularly scheduled board meeting following a committee meeting.
- b. Committees shall meet upon the call of the respective chair-people or the chair.

ARTICLE X - FINANCES

Section 1 - Fiscal Year

The fiscal year shall begin on January 1 and end on December 31 of each year.

Section 2 - Banking

All checks shall require two signatures, from the treasurer and chair or vice chair in the chair's absence.

Section 3 - Audits

If the board of directors determines it is needed, they shall be empowered to cause an audit of the CZTNA books and financial records.

CAMP ZACHARY TAYLOR NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

ARTICLE XI - QUORUMS

Unless otherwise provided for in the bylaws, the quorum for all meetings of CZTNA or any of its parts shall be one-third of the voting membership of the body in question but shall be no less than two.

ARTICLE XII - NONDISCRIMINATION

The members, officers, at-large members, committee members, employees, and persons served by CZTNA 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, veterans' status and all other categories providing nondiscriminatory treatment by law, statute or ordinance.

ARTICLE XIII - INSPECTION OF CORPORATE RECORDS

All corporate records shall be open to inspection upon written request at reasonable times. Requests must be in writing and signed. 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 chair, secretary or other officer or agent designated by the board of directors not less than five days before the date specified in the request for the inspection.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

"Robert's Rules of Order" shall apply to all situations not covered by the articles of incorporation, bylaws or any special rules adopted by the board of directors.

ARTICLE XV - AMENDMENTS

These bylaws may be amended by the membership at the association's annual membership meeting. The annual meeting's notices must include formal notice, given at least 14 days in advance, of the proposed amendment (8). Adoption of such an amendment shall be by affirmative vote of a majority of those members in good standing present and voting.

**CAMP ZACHARY TAYLOR
NEIGHBORHOOD ASSOCIATION, INC.**

BY-LAWS

CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that I am the duly elected secretary of the Camp Zachary Taylor Neighborhood Association, Inc., a Kentucky non-profit corporation, and that the foregoing are the bylaws of said corporation, as fully amended and adopted in a meeting of the board of directors held on the 2nd day of March, 2006.

Mary H. Hardin
Secretary
Camp Zachary Taylor Neighborhood Association

Prepared by:

Lisa Franklin Gray
Louisville Metro Department of Neighborhoods

Walter R. Munday
Louisville Metro Department of Neighborhoods