



*Amended and Restated  
Bylaws of the  
Clifton Community Council, Inc.*

*September 15, 2020*

06/30/2020

# ***Clifton Community Council Inc. Bylaws***

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## **ARTICLE 1 – NAME**

The name of the Corporation is Clifton Community Council, Inc. (hereinafter “the Council”). The Corporation was established on March 10, 1989 as reflected in the records of the office of the Secretary of State of for the Commonwealth of Kentucky.

## **ARTICLE 2 – 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 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; and
- to represent Clifton property owners, residents and business owners in a fair and democratic manner regarding goals and activities.

## **ARTICLE 3 – BOUNDARIES**

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

## **ARTICLE 4 – MEMBERSHIP**

There is one class of members consisting of individuals:

1. 18 years of age or older;
2. Who subscribe to the purposes of the Council;
3. That are residents, business or property owners in the Clifton Neighborhood; and
4. That have paid their dues.

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.

## **ARTICLE 5 - MEMBERSHIP MEETINGS**

### **Section 1 - Meetings**

An Annual Meeting of the membership will be held 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.

Additional meetings to further the purposes of the Council shall be held at a times, dates, and locations as determined by the Board of Directors.

### **Section 2 – Notice of Meetings**

Notice of all meetings shall be issued to members at least ten (10) days but no more than 35 days prior to the meeting.

Notice shall include the location, date, time and purpose or purposes of the meeting.

Notice shall be provided in the Council newsletter, website, other electronic means, or by U.S. mail as needed.

### **Section 3 – Location of Meetings**

All membership meetings shall be open to the membership and the public and held within the boundaries of the Clifton neighborhood, as set forth in Article 3.

### **Section 4 – Quorum and Voting**

Each member whose current dues have been paid shall have one (1) vote on each matter submitted to a vote of the members.

No member shall be permitted to vote by proxy.

The number of required members for a quorum present at the annual meeting or other membership meeting shall be five (5) or 1/10<sup>th</sup> of the current paid members, whichever is greater.

A quorum must be present at an annual meeting or other membership meeting for a matter to be voted upon. Except Directors shall be elected by a simple majority of the votes.

### **Section 5 – Virtual Meetings**

In the event of any public health emergency, natural or man-made disaster, state or federal declared emergency, membership meetings may be conducted by remote communication as provided in KRS 273.195 (2).

### **Section 6 – Elections by Mail**

The election of board members may be conducted by mail as provided in KRS 273.201 in the event of any public health emergency, natural or man-made disaster, or a state or federal declared emergency that prevents members from convening together in the physical presence of each other. Such election of board members must also comply with KRS 273.377.

## **ARTICLE 6 - 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 Council, as stated in Article 2, and as provided in KRS 273.215 (General standards for directors).

Each Director shall refrain from transactions, with the Council in violation of the Conflict of Interest policy of the organization and KRS 273.219 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 at least three (3) and up to eleven (11) individuals, who support and subscribe to the Council’s purposes, and who shall be members of the Council.

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

Directors shall serve for staggered two (2) year terms, and may serve for an unlimited number of terms. The Secretary shall keep a record of the term of each director.

### **Section 4 – Compensation**

Directors shall serve without compensation.

### **Section 5 – Board Elections**

Directors shall be elected at the Annual Membership meeting each year.

To qualify as a candidate, an individual must be a member of the Council and be current on his or her dues.

A list of the candidates shall be compiled by the Nominating Committee prior to the Annual Meeting. Nominations from the floor shall be allowed.

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 per member may be cast for any one candidate, and no proxy voting shall be allowed.

Election shall be by secret ballot, unless with a quorum being present, the membership votes by a simple majority to dispense with the secret ballot and vote by other means.

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 6 – Board Meetings**

The Board of Directors shall meet a minimum of ten (10) times per year.

The date, place, and time of each meeting shall be set by a President or other officer acting on behalf of or in the stead of the President.

Notice of all meetings shall be sent to Directors by email or other electronic means at least two (2) days before the day of the meeting.

All meetings shall be open to the membership and to the public and held within the Clifton boundaries.

Meetings shall be conducted by any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting.

Special meetings may be called by the President or upon request of at least three (3) directors or 1/3<sup>rd</sup> or more of the incumbent Directors, whichever is greater.

## **ARTICLE 6 - BOARD OF DIRECTORS - continued**

### **Section 7 – Quorum and Voting**

A quorum of the Board shall consist of a simple majority of the Directors in office. Each Director shall have one vote and shall not vote by proxy.

### **Section 8 – 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 9 – Resignation**

A Director may resign at any time. A written, electronic, or verbal resignation shall become effective when tendered, subject to any effective date specified by the resigning.

### **Section 10 – Removal**

The Board of Directors may remove any Director from office upon a showing of good cause. Good cause includes, but is not limited to, unexcused absence from three (3) consecutive Board meetings.

A vote by a simple majority of those Directors present at a meeting, a quorum being present, shall be required to remove a Director.

## **ARTICLE 7 – CONFLICT OF INTEREST**

### **Section 1 – Purpose and Procedure**

The purpose of the conflict of interest policy is to protect the federal tax exemption status and Council'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.

All Directors agree to follow the conflict of interest procedures. Directors shall acknowledge conflicts of interest and refrain from voting on transactions with the organization in which the Director has a direct or indirect interest, as provided in KRS 273.219.

If a conflict of interest transaction arises, the Board shall follow the laws and procedures as prescribed in KRS 273.219 and incorporated by reference in these bylaws.

## **ARTICLE 8 – OFFICERS**

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

Each Officer 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 corporation, and as provided in KRS 273.229 (Standards of Conduct for Officers).

### **Section 2 – Composition**

The Council shall have the following officers: President, Vice-President, Secretary, and Treasurer. The same individual may simultaneously hold more than one office.

## **ARTICLE 8 – OFFICERS - continued**

### **Section 3 - President**

The President shall:

1. Preside at all Board, Executive Committee, and membership meetings;
2. Plan and prepare, in consultation with the other officers, the agenda for all Board, Executive Committee, and membership meetings;
3. Provide general direction to the Board and Council;
4. Act as chief administrative officers of the Council;
5. Carry out all other duties incident to the office; and
6. Appoint an interim President as needed.

### **Section 4 – Vice President**

The Vice President shall:

1. Preside at all Board, Executive Committee, and membership meetings at which the President does not attend;
2. Plan and prepare, in consultation with the President and other officers in planning the agenda for all Board, Executive Committee, and membership meetings.
3. and Carry out all other duties incident to the office.

### **Section 5 – Secretary**

The Secretary shall:

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

### **Section 6 – Treasurer**

The Treasurer shall:

1. 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;
2. Keep custody of all funds and securities;
3. 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;
4. Disburse the funds of the Council as determined by the Board, taking proper vouchers for such disbursements;
5. Prepare regular financial reports with such frequency as may be determined by the Board, including a financial report for the Annual Meeting;
6. 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;
7. Cooperate with external independent auditors in the event that a financial audit is required or conducted for any reason;
8. Have oversight responsibility for any tax-exempt retail account; and
9. Carry out all other duties incident to the office of Treasurer or prescribed by the Board.

### **Section 7 – 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.



## **ARTICLE 8 – OFFICERS - continued**

### **Section 8 – Compensation**

Officers shall serve without compensation.

### **Section 9 – Officer Elections and Vacancies**

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.

Elections shall be by open vote of the Board.

Officers shall take office immediately upon Board action.

In the event of a vacancy in an officer position, the Board may fill the position for the remainder of the term.

### **Section 10 – Resignation**

An officer may resign at any time. Written, electronic, or verbal resignation shall become effective when tendered, subject to any effective date specified by the resigning officer.

### **Section 11 – Removal**

The Board may remove an officer from office whenever in the Board's judgment the best interests of the Council will be served thereby.

A vote by a simple majority of those Directors present at a meeting, a quorum being present, shall be required to remove an officer.

## **ARTICLE 9 – COMMITTEES OF THE BOARD**

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

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.

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.

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 at least three (3) Board Officers, and may 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.
2. Nominating Committee. The Nominating Committee shall be composed of two (2) or more Directors, to be appointed by the Board, for the purposes of Article 6 - Board Elections.

### **Section 2 – Quorum**

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

## **ARTICLE 10– COMMITTEES OF THE MEMBERSHIP**

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

Committees of the Membership per KRS 273.221 shall be advisory committees and may not act on behalf of the corporation or bind the corporation to any action, and shall not have or exercise authority of the board.

The Board may from time to time establish and reorganize advisory 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 if the committee chair is a member in good standing with voting rights.

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.

Each committee shall report regularly to the Board.

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

Committees shall meet upon the call of the respective chairperson or upon request of the Board President.

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 11 – FINANCES**

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

The fiscal year shall be January 1 through December 31, beginning 01/01/2014, in accordance with the Council's determination letter from the Internal Revenue Service.

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

Any expenditure over \$50.00, all contracts, all grants, all retail accounts, and all bank accounts require prior approval of the Board.

No director shall make charitable contributions in the name of, from the funds of, or on behalf of the Council without prior authorization by the board.

No loans shall be made by a corporation to its directors or officers.

### **Section 3 – Banking**

The President, Vice President and Treasurer, and other officers as appointed shall be authorized to sign checks.

The Treasurer is authorized to use on-line banking to the extent consistent with the provisions of these bylaws.

The board shall approve the use of the bank debit card for purchases and on-line payments.

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.

## **ARTICLE 11 – FINANCES - continued**

### **Section 4 – 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 5 – 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.

## **ARTICLE 12 – NONDISCRIMINATION**

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 2.

## **ARTICLE 13 – CORPORATE RECORDS, BOOKS, AND INSPECTION**

Per KRS 273.233, the corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Annual Meeting of members, members, Board of Directors, 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.

The Council shall comply with any applicable public inspection laws, including the Kentucky Open Records Act and the Internal Revenue Code.

## **ARTICLE 14 - 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 15 – AMENDMENT OF BYLAWS**

The bylaws shall periodically be revised to remain in compliance with KRS 273 revisions as enacted by the Kentucky Legislature. Bylaws revisions shall be prepared by legal counsel.

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 6.

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.

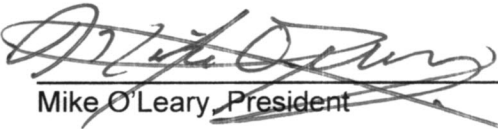
From time to time, the bylaws may also be restated depending on the number of amendments.

**ARTICLE 16 – 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 Inc. membership on September 15, 2020.*



Mike O'Leary, President

Attorney:  
Todd Johanboeke  
2235 Payne St.  
toddjohanboeke@gmail.com  
6/30/2020