

# **South Frankfort Neighborhood Association Bylaws**

## **Article I – Name and Physical Boundaries**

- Section 1. The name of the organization is the South Frankfort Neighborhood Association (SFNA).
- Section 2. The South Frankfort neighborhood is bounded on the north and east by the Kentucky River; on the south by Briarcliff and State Streets, Shelby Street along the west side of the Capitol to the curve at which it becomes Tanglewood, and by Lafayette Drive from Shelby Street to U.S. 60; and on the west by U.S. 60 at Lafayette Drive and Louisville Hill to the end of Taylor Avenue at the railroad bridge.

## **Article II - Purpose**

- Section 1. The mission of the South Frankfort Neighborhood Association is to:
- A. Develop a community organization to enhance the quality of life, neighborhood pride, social camaraderie, and when approved by the membership, public policy participation;
  - B. Engage as many residents in the SFNA activities as possible through all available means including communications, committee structure, leadership opportunities, public forums;
  - C. Provide a forum for the dissemination of information related to city ordinances, planning and zoning codes, municipal utilities, educational institutions and other local or state public policy entities that directly affect the unique and historical characteristics of the area known as South Frankfort;
  - D. Provide a forum for the dissemination of information related to non-profit business organizations, tourism organizations, and economic development organizations, whose policy or proposals directly affect the unique and historical characteristics of the area known as South Frankfort; and
  - E. Encourage the development of cooperative agreements with other non-profit community organizations that support the goals and objectives of the SFNA. These may include community gardens, walk/bike, homeless shelters, children's shelters, and other similar organizations.
- Section 2. The organization shall be non-partisan and shall neither endorse nor support the election of any candidate to public office.

### **Article III – Membership and Dues**

- Section 1. Members of this organization shall be those persons [over the age of 16] who have paid dues to the organization in the current fiscal year and who reside or own real property within the neighborhood boundaries. Members shall be eligible to vote on matters coming before the general membership meetings of the organization, serve on committees of the organization and hold office in the organization.
- Section 2. The dues of the organization are \$12.00 per household per fiscal year.
- Section 3. Non-residents or businesses may enroll as associate members with rights to attend meetings and participate on committees but not to vote or hold office in the SFNA. The dues for household associate members shall be \$6 per year and for business associate members shall be \$50 per year.
- Section 4. Non-profit organizations located in South Frankfort may hold membership in the organization on the payment of \$12 dues per year. The non-profit organization shall be entitled to name a designee who shall be eligible to vote on behalf of the non-profit organization on matters coming before the general membership meetings, and to serve on committees of and hold office in the SFNA.

### **Article IV – Fiscal Year and Membership Meetings**

- Section 1. The organization shall operate on a fiscal year basis beginning July 1 of each year and ending on June 30 of the following year.
- Section 2. Regular membership meetings of the organization shall be held quarterly at times and places designated by the chairperson. The annual membership meeting, at which time officers shall be elected, shall be held no later than September 1 of each year. This meeting shall also be a regular meeting of the organization for other business.
- Section 3. Special meetings may be called by the chairperson or by petition organized by 20 % of the voting members. Such meetings may act on any relevant business provided that written notice, including electronic notice, of the meeting has been circulated to all members no less than ten (10) days before the proposed meeting date.

### **Article V – Officers**

- Section 1. The officers of the neighborhood organization shall consist of a chairperson, vice chairperson, secretary and treasurer.

Section 2. The officers shall be elected at the annual membership meeting. A slate containing the names of all members nominated shall be prepared by the Membership Development and Officer Nominations Committee, and presented to those attending the annual membership meeting. Additional nominations that have the approval of the nominee shall also be accepted from the floor at the annual membership meeting.

When there are two or more nominations for an office, the voting process shall be conducted via paper ballots which will be counted by the members of the Membership Development and Officer Nominations Committee present at the meeting, one of the officers of the association, and a member attending the annual membership meeting. For each office the person receiving the greatest number of votes from members present (and voting) shall be considered duly elected. The final results shall be announced to the group by the chairperson of the Membership Development and Officer Nominations Committee. Those elected shall begin serving immediately after the election and shall serve until the next annual membership meeting or until their successors are elected and qualify.

Section 3. Terms shall be for one year for each of the elected officer positions. No officer shall serve more than three (3) consecutive terms in the same office.

Section 4. In the event of a vacancy in office, the Executive Committee shall fill said vacancy. In the event the vacancy is the position of chairperson, the vice-chairperson will assume office of chairperson until the end of the fiscal year.

Section 5. Officers may be removed for cause, including violation of the by-laws or dereliction of duty, by a majority of two-thirds of the members present and voting at a regular meeting of the organization, provided that the officer to be removed has been notified in writing of the proposed removal at least thirty (30) days before the meeting. For the purposes of this section, dereliction of duty by an officer shall include, but not be limited to, failure to attend three consecutive meetings or a total of five meetings of the membership or the board in a twelve-month period.

## **Article VI – Duties of Officers**

Section 1. The duties of the chairperson shall be to preside over all meetings of the organization, to call special meetings and to be or appoint the spokesperson for the organization in communications with local government, the press, or other neighborhood organizations.

Section 2. The duties of the vice-chairperson shall be to preside over meetings of the organization in the absence of the chairperson and to succeed to the office of chairperson in the event of a vacancy in that position.

- Section 3. The duties of the secretary shall be to keep accurate minutes and records of all meetings, to maintain such minutes and permanent records of the organization and to assist in preparing any correspondence which may be received by the organization.
- Section 4. The duties of the treasurer shall be to disburse funds as directed at a regular or properly called meeting of the organization, to keep proper financial records, to make regular reports of the organization's financial status and to keep a list of all dues-paying and associate members.
- Section 5. Co-signatures of any two of the officers shall be required on all checks in excess of \$100.

### **Article VII – Board of Directors**

- Section 1. The Board of Directors (hereinafter Board) shall comprised the officers of the organization, one member elected at the annual meeting at-large by the membership, the committee chairpersons, and the immediate past chairperson.
- Section 2. Between meetings of the membership, the business and affairs of the organization shall be managed by its Board, which may exercise all such powers of the membership and perform all such lawful acts as are permitted by these bylaws, except that major policy positions on issues of importance to the organization shall be subject to the consent of the entire membership at a regular or special meeting of the membership. The Board shall also exercise oversight of the work of the committees of the organization and no committee shall take a public position on issues without the prior approval of the Executive Committee.
- Section 3. Regular meetings of the Board shall be held monthly.
- Section 4. Special meetings of the Board may be called by the chairperson on four days notice to each director by mail, e-mail, or telephone. Special meetings shall be called in like manner and on like notice upon the written request of at least four directors. The notice shall specify the primary business to be transacted, or the purpose of the special meeting, and the place and time of the special meeting.
- Section 5. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board unless the vote of a larger number is specifically required by law or by these bylaws. If a quorum shall not be present at any meeting of the Board, those present may adjourn the meeting until a quorum shall be present. No person shall

cast more than one vote on matters coming before the Board or the Executive Committee.

Section 6. The four officers, the member-at-large and the immediate past chairperson shall constitute an Executive Committee. The Executive Committee may exercise any powers of the Board between meetings of the Board, unless otherwise provided by law or these bylaws, except that the Executive Committee cannot reverse a decision previously made by the Board or the membership at a meeting. Except as otherwise provided in these bylaws, all decisions of the Executive Committee shall be made at a meeting attended by a quorum consisting of a majority of its members. When there is a need for urgent action, a decision may be made by the Executive Committee in a telephone conference call, e-mail, or by polling the committee members, provided a reasonable effort is made to include all committee members in the process and that at least a majority of those in office actually participate. No Executive Committee member may cast a vote by proxy. No Executive Committee member shall vote on a matter that could create a personal conflict of interest, unless the possible nature of the conflict has been disclosed to the Executive Committee and the other members present, by a majority vote, permit the member to vote.

## **Article VIII – Committees and Programs**

Section 1. The standing committees of the organization and their jurisdiction shall be as follows:

- A. Membership Development and Officer Nominations: Promotion of membership in the organization and preparation of a slate of nominations for officers;
- B. Government Affairs: Oversight of actions pending by the City of Frankfort, the County of Franklin, the Frankfort Independent School District, and the Commonwealth of Kentucky, and the elected officials thereof as they affect South Frankfort;
- C. Beautification: Planning and zoning, architectural review, code enforcement, historic preservation, community improvement, beautification projects, and neighborhood cleanup;
- D. Communications: Notification of association meetings, preparation of the newsletter, and management of electronic communications and preparations of press releases; and
- E. Community Events: Planning and organization of neighborhood events such as picnics, parades and festivals.

Additional committees and programs of this organization may be established by the chairperson or by majority vote of members present at a meeting of the organization.

Section 2. Members of the organization may choose to be a member of any and all of the committees of the organization.

Section 3. Committee chairpersons shall be selected by the officers. The terms of office, limitations, and grounds for removal from office shall be the same for committee chairpersons as provided in these bylaws for officers of the organization. No individual may be a chairperson of more than one committee at the same time. In the event of a vacancy arising in the position of the chairperson of any committee, the Executive Committee will call a special meeting of that committee to facilitate the election of a new chairperson.

Section 4. The chairperson shall be an ex officio member of all committees.

### **Article IX – Procedure**

Unless the meeting has adopted some other procedure, all meetings of this organization are governed by guidelines of Robert's Rules of Order. No business shall be conducted at a meeting of the membership in the absence of a quorum of at least one third (1/3) of the members.

### **Article X – Amendments**

The bylaws of this organization may be amended at any meeting of the membership, provided that the proposed amendments have been sent to all members at least ten days prior to the meeting at which they are to be approved.

Chairperson  
Vice-chairperson  
Secretary  
Treasurer