

By-Laws

TOONERVILLE TROLLEY NEIGHBORHOOD ASSOCIATION, INC.

BYLAWS

ARTICLE 1. NAME, SERVICE AREA AND OFFICES

Section 1. This organization shall be called the Toonerville Trolley Neighborhood Association, Inc, hereinafter referred to as "TTNA".

Section 2. For purposes of this organization, the boundaries will consist of First, Brook and Floyd Streets from Kentucky Street to Hill Street and adjacent cross streets within the Old Louisville Historic District in the City of Louisville, Kentucky.

Section 3. The principal office of the Corporation shall be located in Louisville, Kentucky. The Corporation may have such other office, either within or without the Commonwealth of Kentucky, as the business of the Corporation may require from time to time.

ARTICLE 2. PURPOSE AND RESPONSIBILITY

Section 1. TTNA is a membership organization governed by a Board of Trustees that has as its major responsibilities the formation of goals and implementation of strategies which lead to the betterment of the neighborhood.

Section 2. The authority of the organization derives from the expression of a democratic election by dues-paying members of TTNA.

Section 3. The objects and purposes of TTNA shall be:

1. to unify property owners, tenants, business people and others interested in the area;
2. to encourage neighborhood improvement and betterment;
3. to promote community activities and interests of an educational and charitable nature;
4. to preserve the historic and architectural character of the neighborhood.
5. to encourage upkeep of residential and business property and to eliminate vandalism and littering;
6. to encourage the planting of trees and shrubs;
7. to encourage high quality fire and police protection and traffic law enforcement;
8. to assist in the development of better traffic design and flow;
9. to be concerned with the youth of the area;
10. to be concerned for the senior citizens of the area;
11. to encourage reasonable and adequate zoning and zoning code enforcement;
12. to encourage friendliness and cooperative community spirit in the area and in relations with other neighborhood groups in the Old Louisville Neighborhood Council and throughout the City of Louisville;
13. to support other charitable, educational and cultural activities which advance the general welfare of the community and its people; and
14. to collect and solicit funds to enable the Corporation to carry out the above purposes.

ARTICLE 3. MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership in the TTNA shall be open to all persons who reside or own property within the boundaries of the TTNA as set forth in Article 1, Section

2, or who are otherwise supportive of the purposes and responsibilities of the TTNA as set forth in Article 2.

Section 2. TTNA shall have the following classes of membership:

Individual/Household: This class consists of dues-paying individuals or households who are residents of or own property within the TTNA boundaries and are at least 18 years of age. Each member of a household has one vote on matters submitted for a membership vote.

Organizational: This category includes dues-paying businesses and other organizations whose place of business lies within the boundaries of the association. Each organizational member has one vote on matters submitted for a membership vote. Organizational members shall appoint and notify the TTNA of the names and addresses of one delegate and one alternate.

Associate: This class consists of TTNA residents who are under the age of 18 or persons interested in the concerns and objectives of TTNA but do not live within the organizational boundaries. Associate members have no voting privileges.

Section 3. To be eligible to vote in regular or special meetings, members must meet the following criteria:

1. be individual/household members or organizational member delegates;
and
2. have paid their dues for the current calendar year.

Section 4. The Board of Trustees shall recommend the amount of annual individual/household and organizational dues to the membership, who will accept or reject the recommendation by majority vote.

Section 5. The Board of Trustees may suspend or terminate the membership of any member for good cause. Good cause includes actions detrimental to the best interests of the Corporation. Notice of intent to remove must be sent to the member in question at least fourteen (14) days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal. A majority vote of the Board of Trustees shall be required for removal.

ARTICLE 4. ORGANIZATION

Section 1. TTNA shall be governed by a Board of Trustees elected from the membership.

Section 2. The officers of the organization are a President, Vice-President, Secretary and Treasurer.

Section 3. The Board of Trustees shall be no less than four (4) and no more than nine (9) in number.

Section 4. Standing committees may be established to oversee the continuing business of TTNA. The President may assign ad hoc committees to work on special projects and activities on a one-time basis.

ARTICLE 5. ELECTIONS, TERMS OF OFFICE AND REMOVAL FROM OFFICE

Section 1. The members of the TTNA shall annually from among themselves by a majority of members present select a President, Vice-President, Secretary and Treasurer for a term in office of one year from January 1 to December 31 and

until said officer's successor shall have been elected. No person shall serve more than two consecutive terms in the same office.

Section 2. The President shall appoint a nominating committee. The nominating committee shall be charged with putting together a slate of proposed Officers and Trustees for the following year. This slate shall be presented by the committee to the TTNA membership at a meeting during the fourth quarter.

Section 3. The annual election shall be held at the December meeting of the TTNA. Notification of the election shall be announced at the TTNA meeting prior to the election.

Section 4. The initial Officers provided for in the Articles of Incorporation shall serve until the December 2004 Annual Meeting and until their successors shall have been elected.

Section 5 A vacancy in any office because of death, resignation, removal, or otherwise shall be filled for the remainder of the term by election at the meeting which most closely follows the creation of the vacancy.

Section 6. An Officer or Trustee may be removed from office for neglect of duty or violation of trust in the performance of duties. A petition stating the reasons for removal and bearing the signatures of at least ten percent of the voting members of TTNA, or at least three members of the Board of Trustees, shall be given to all voting members of the TTNA, including the Officer in question, at least ten (10) days prior to the TTNA meeting at which it will be presented. A two-thirds vote of the members present at this meeting is required for removal.

Section 7 An Officer or Trustee may resign at any time by delivering a written resignation to the President or to the Secretary in the event of resignation of the

President. Said resignation shall become effective upon receipt by the President or Secretary.

ARTICLE 6. DUTIES OF OFFICERS

Section 1. The day-to-day business and affairs of the Corporation shall be managed by its Officers and Trustees.

Section 2. The President

1. shall be the Chief Executive Officer of the Corporation and shall, in general, supervise all of the day-to-day business and affairs of the Corporation;
2. shall preside at meetings of the TTNA membership, Executive Committee and Board of Trustees;
3. shall appoint members to serve on standing and special committees;
4. shall appoint members to chair committees, and appoint such special committees as are needed;
5. shall be an ex-officio member of all committees;
6. may authorize an expenditure of up to \$50.00 without specific approval by the TTNA;
7. may call special meetings of the TTNA membership, Executive Committee and Board of Trustees;
8. may appoint a Parliamentarian; and
9. shall carry out any other duties delegated by the Board of Trustees, Executive Committee or the membership.

Section 3. The Vice-President

1. shall assist the President in carrying out the President's duties;
2. shall, in the absence of the President, perform the duties of the President; and

3. shall carry out any other duties delegated by the Board of Trustees, Executive Committee or the membership.

Section 4. The Secretary

1. shall attend all membership, Executive Committee and Board of Trustees meetings and act as a clerk of each meeting, recording all votes and keeping the minutes of all proceedings in a book kept for that purpose;

2. shall be responsible for the giving of all notices in accordance with these bylaws or as required by law;

3. shall keep the official records, including all minutes, policy decisions, the original copy of the Articles of Incorporation and bylaws and all amendments thereto of the Corporation;

4. shall be responsible for authenticating the records of the Corporation

5. shall perform the duties of the President in the absence of the President and Vice-President; and

6. shall carry out any other duties delegated by the Board of Trustees, Executive Committee or the membership

Section 5. The Treasurer:

1. shall receive all money and deposit funds in the name of the TTNA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these by-laws;

2. shall pay all expenditures duly authorized by the TTNA and account to the TTNA for the condition of the treasury;

3. shall maintain and keep at the registered or principal office a record of the names and addresses of its members entitled to vote;

4. shall submit the current membership list and by-laws to the Old Louisville Neighborhood Council on an annual basis;

5. shall keep correct and complete books and records of account;

6. shall prepare an annual written financial report; and

7. shall carry out any other duties delegated by the Board of Trustees, Executive Committee or the membership.

Section 6. No Officer or Trustee shall receive compensation for services as an Officer of the Corporation; however, any expenses incurred by any Officer or Trustee by reason of their duties or responsibilities as such may be paid by the Corporation; provided, that nothing contained herein shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation thereof.

ARTICLE 7. COMMITTEES

Section 1. The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer and the most recent past President, provided that person is still a member of the TTNA and does not hold another current Officer position. This committee is charged with the responsibility of carrying out the TTNA business in the interim of business meetings. Such decisions and activities shall be subject to approval by the Board of Trustees and ratification by the members at the next meeting of the TTNA.

Section 2. Standing committees may be authorized by the Board of Trustees to oversee the continuing business of the Corporation. The Executive Committee is a standing committee.

Section 3. Ad hoc committees may be established by the President to satisfy any special needs of the TTNA on a one-time basis. Among these committees is the nominating committee described in Article 5, Section 2 above.

Section 4. Each committee shall be chaired by a member of TTNA.

Section 5. Committees shall meet at times and places agreeable to the majority of the committee members.

Section 6. Any action required or permitted to be taken at a meeting of the Officers or Trustees, or any action which may be taken at a meeting of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Officers, Trustees, or all members of the committee, as the case may be, and included in minutes or filed with the corporate records. Such consent shall have the effect of a unanimous vote.

ARTICLE 8. FINANCE

Section 1. The Treasurer shall handle the management of the money within the TTNA.

Section 2. The fiscal year shall be from January 1 to December 31.

Section 3. Annual membership dues shall be payable at the January meeting. Any dues paid during the fiscal year will apply toward membership until the end of the fiscal year in which they were paid.

ARTICLE 9. MEETINGS

Section 1. There shall be a membership meeting of the TTNA held once a month at a time and place designated by the Board of Trustees and agreed to the membership. The December membership meeting shall be the annual meeting of members held for the purpose of electing the Officers and Trustees and for the transaction of such other business as may come before the meeting.

Section 2. The Board of Trustees shall meet prior to the regular membership meeting to determine the business to be transacted at the membership meeting and to set an agenda.

Section 3. The President or three (3) members of the Board of Trustees may call a Special Meeting of the Board of Trustees at any time on 24 hours notice. The President, or three (3) members of the Board of Trustees, or members having at least twenty-five percent (25%) of the votes entitled to be cast at a meeting may call a special meeting of membership to be held no sooner than three business days after notice.

Section 4. Notice of any special meeting shall be given prior thereto either by written notice delivered personally or mailed or telegraphed or via facsimile or via electronic mail to Officers, Trustees and members at their address, personal computer, or verbally face-to-face or over the telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile, such notice shall be deemed delivered when the initiating facsimile receives electronic confirmation of receipt of the entire document. If notice is given via electronic mail, such notice shall be deemed delivered when the electronic mail has been received at the Officer's or member's computer or server. If notice is given verbally, the notifier shall keep a record of the contact. Any notice required hereunder shall state the date, time and location of the meeting.

Section 5. Any member, Officer or Trustee may waive notice of any meeting. The attendance of a member, Officer or Trustee at any meeting shall constitute a waiver of notice of such a meeting, except when a member, Officer or Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. All membership meetings of the TTNA shall be open to the public. All meetings of the Executive Committee and Board of Trustees shall be open to all members. However, the Executive Committee or Board of Trustees may vote to hold a meeting of the membership, Board of Trustees or Executive Committee 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.

Section 7. Three members shall constitute a quorum for conduct of business of the Executive Committee. The quorum for conduct of business of the Board of Trustees shall be one-half the number of elected officers and trustees plus one. Members holding twenty per cent (20%) of the votes entitled to be cast on the matter to be voted upon shall constitute a quorum for the conduct of the TTNA.

Section 8. In all TTNA membership, Board of Trustee and Executive Committee voting, a simple majority shall prevail, except as otherwise noted.

Section 9. Voting in TTNA meetings shall be either by voice vote or show of hands or by ballot as determined by the President.

Section 10. Individual proxy votes among the Board of Trustees, Executive committee or membership shall not be recognized.

ARTICLE 10. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. The Board of Trustees or the Executive Committee, with authorization of the Board of Trustees may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instruments

in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts or other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner shall from time to time be determined by resolution of the Board of Trustees.

Section 4. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees select.

Section 5. Any Officer may accept, with the approval of the Treasurer, on behalf of the Corporation any contribution, gift, bequest or device for the general purpose of or for any special purpose of the Corporation.

Section 6. No Officer shall make charitable contributions in the name of, from the funds of, or on behalf of the Corporation without prior authorization by the Board of Trustees.

ARTICLE 11. BOOKS AND RECORDS

Section 1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and Executive Committee meetings and shall keep at the Principal

Office a record giving the names and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time.

Section 2. The Corporation shall comply with any applicable public inspection laws including the Kentucky Open Records Act, KRS 61.870 to 61.884 and the Internal Revenue Code, when required by law.

ARTICLE 12. WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given under the provisions of the by-laws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 13. INDEMNIFICATION

Section 1. Each person who is or was a member, trustee, agent, officer or employee of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, trustee, agent, officer or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, trustee, agent, officer, or employee or arising out of such person's status as a member, trustee, agent, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in

connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the member, trustee, officer, agent, or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members, or officers, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law. {Note: See KRS 273.171(14).}

ARTICLE 14. LIMITATION OF OFFICER LIABILITY

Section 1. No officer or trustee shall be personally liable to the corporation for monetary damages for breach of their duties as an officer except for liability:

- 1 For any transaction in which the officers' or trustees' personal financial interest is in conflict with the financial interests of the corporation;
- 2 For acts or omissions not in good faith or which involve intentional misconduct or are known to the officer or trustee to be a violation of law; or
- 3 For any transaction from which the officer or trustee derives an improper personal benefit.

ARTICLE 15. AMENDMENTS

Section 1. These by-laws may be changed or amended by a two-third (2/3) majority vote of the members present at any business meeting of the TTNA.

Section 2. Notice of any proposed changes shall be publicized at least 30 days prior to the TTNA meeting at which they will be on the agenda.

ARTICLE 16. RATIFICATION

Section 1. The initial bylaws adopted by the Board of Trustees after incorporation shall be ratified by a two thirds (2/3) majority vote of the TTNA members present at the next TTNA meeting. Notice of this proposed ratification shall be publicized at least 30 days prior to the TTNA meeting at which it will be considered.

ARTICLE 17. RULES OF PROCEDURE

Section 1. Robert's Rules of Order, the latest edition, shall govern the procedure of all meetings of this Corporation. In case of conflict, these by-laws shall take precedent.

ARTICLE 18. NONDISCRIMINATION

The members, officers, trustees, committee members, employees and persons served by TTNA shall be selected entirely on a nondiscriminatory basis with respect to age, ethnicity, familial status, gender, national origin, race, religion, sexual orientation, veterans' status, disability and all other categories providing nondiscriminatory treatment by law, statute or ordinance.

Adopted: August 11, 1988

(Revised): May 9, 1991 and March 18, 1993. Retyped and formatted November 21, 1995 and significantly revised and approved by the membership on January 13, 2000.

Revised: September, 2004, adopted by membership October 2004

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