

**REVISED BYLAWS  
THE OLD LOUISVILLE NEIGHBORHOOD COUNCIL 2009**

**MISSION STATEMENT**

The mission of the Old Louisville Neighborhood Council is to be the official voice and advocate for Old Louisville.

**CORE VALUES**

We, the Old Louisville Neighborhood Council, are committed to:

- The preservation and protection of the historic architecture for present and future generations
- Pedestrian friendly and historically correct streetscapes
- Respect for, and encouragement of, diversity.
- The protection of Old Louisville from encroachments deemed to be detrimental to the neighborhood.
- Supporting and fostering activities which will help maintain a high quality of life in Old Louisville

**ARTICLE ONE  
Name and Area**

- 1.1 The name of this organization is The Old Louisville Neighborhood Council.
- 1.2 The boundaries of the Council are: Broadway on the North; Eastern Parkway on the South; I-65 on the East; Ninth Street and along the CSX railroad to Eastern Parkway on the West with certain deviations along the Eastern and Western Boundary according to the Old Louisville Neighborhood Plan 1977. (See attached)

**ARTICLE TWO  
Purposes and Goals**

- 2.1 The Council, a non-profit corporation, will serve as the recognized organizational voice and representative of Old Louisville residents, property owners, business persons, and others interested in the goals of the Council; and will sponsor and carry out activities to further the goals of the Council.
- 2.2 The goals of the Council include:
  - a. Monitoring the effectiveness of services, programs, and land use in the neighborhood (including, but not limited to, planning, preservation,

transportation, zoning, social services) and advocating change as deemed necessary.

- b. Encouraging maintenance, improvement, and preservation of residential and business properties in order to protect the historic atmosphere of the neighborhood.
- c. Educating residents, property owners, business persons, and others concerning the goals of the Council and uniting these persons in activities which promote the conservation, improvement, and cohesiveness of Old Louisville.
- d. Promoting pride and sense of neighborhood among all residents, property owners, and businesses.

### **ARTICLE THREE General Provisions**

- 3.1 The Council subscribes to equal opportunity in all its activities, policies, and programs and will not discriminate on the basis of race, sex, age, religion, disability, national origin, sexual orientation or level of income.

### **ARTICLE FOUR Finances**

- 4.1 The dates of the fiscal year are January 1 through December 31.
- 4.2 All checks issued must be co-signed by at least two of the officers of the Council.
- 4.3 The Treasurer shall be bonded.
- 4.4 Neighborhood Associations and individual continuing dues are payable by April of each year.

### **ARTICLE FIVE Membership**

The Council has the following membership classifications:

- 5.1 Individual Member:
  - a. A resident or property owner in Old Louisville who pays dues directly to the Council; or
  - b. A member of a Neighborhood Association, which is a member of the Council.
- 5.2 Neighborhood Association members whose Association pay dues to the Council

- a. Residential Neighborhood Associations who represent at least one block in Old Louisville.
- 5.3 Institutional members: Organizations, businesses or institutions located within the boundaries of Old Louisville that pay dues directly to the Council

## **ARTICLE SIX**

### **Officers**

- 6.1 Any individual, neighborhood association member, or institutional member of the Council is eligible to serve as an elected officer. Officers are elected at the November meeting for a two-year term that runs from January 1 through December 31 of each calendar year.
- 6.2 The officers of the Council are the Chair, Vice-Chair, Secretary, Treasurer, and the most recent past Chair. The immediate past Chair serves as an ex-officio member of the Executive Committee.
- 6.3 The duties of the officers include the following:
- a. The Chair: Is the executive officer and presides over the Executive Committee, Board of Directors (the Officers and each Neighborhood Representative), and Council meetings; appoints committee chairs and is a voting, ex-officio member of all committees; appoints representatives to appropriate metro committees; provides guidance for interpreting these Bylaws; performs other duties common to the office specified or implied by these Bylaws and by other Council-endorsed policies, statements, and actions; may authorize expenditures of up to \$1000; speaks as the voice of the Council determined by 60% approval of the OLNC Board (representatives and Exec. Com.)
  - b. The Vice-Chair: Performs all duties and exercises all powers of the office of Chair in the absence of the Chair; assists the Chair and performs other duties as the Chair delegates.
  - c. The Secretary: Is responsible for recording, emailing to Administrative Assistant, and preserving the minutes of the Council meetings and other official proceedings of the Council.
  - d. The Treasurer: Is responsible for recording, publishing, and preserving the documentation of all financial transactions of the Council; provides financial reports at each meeting of the OLNC Board and the Council; provides a five year summary of year end statements for budget and presents the summary by January 10 of each year; and prepares an annual financial statement subject to audit.

- e. The Immediate Past Chair: Carries out duties as assigned by the Chair and acts as a liaison and communication bridge from previous OLNC Board activities.

**ARTICLE SEVEN**  
**Executive Committee**

- 7.1 a. The Executive Committee is composed of the elected officers of the Council.
- b. The Executive Committee may authorize action in the name of the Council when issues arise which require prompt response and an OLNC Board meeting cannot be convened. Such actions may include authorization for expenditures up to a maximum of \$1000. The Council and OLNC Board will be notified of such actions by email immediately.
- c. The Executive Committee provides leadership of the OLNC Board by issuing agendas and minutes of meetings held for the betterment of the Old Louisville neighborhood (e-mail distribution, written, etc.).

**ARTICLE EIGHT**  
**Board of Directors**

- 8.1 a. The Board of Directors (OLNC Board) is composed of the Executive Committee, one representative from each member Neighborhood Association located within the boundaries of Old Louisville. Members shall serve without compensation.
- b. Each Neighborhood Association shall designate its representative and alternate by submitting those names in writing via e-mail to the Administrative Assistant at the Information Center.
- c. The OLNC Board reviews activities of committees and may take action in the name of the Council.
- d. The Executive Committee will present a budget proposal at the January meeting of the OLNC Board with voting to be completed at the February meeting of the OLNC Board.
- e. The OLNC Board will set dues for membership.
- f. The OLNC Board may authorize legal action with a 60% vote of board members.

- g. The OLNC Board, with input from the Executive Committee, is empowered to conduct the business affairs of the Council, including but not limited to the hiring and firing of staff, the acquisition and disposal of property, and is entitled to all other rights provided by statute.
- h. Any decisions or actions approved by the OLNC Board shall be disseminated to the general membership through OLNC Board minutes and representatives from each neighborhood.
- i. The OLNC Board will establish committees deemed necessary to fulfill the objectives and purposes of the Council.
- j. If vacancies occur among the elected officers, the OLNC Board will elect officers to serve out the remainders of any terms.
- k. Conflict of Interest Provision

No member of the OLNC Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

## **ARTICLE NINE**

### **Meetings**

- 9.1 Council membership meetings:
  - a. Membership meetings of the Council will be held at least four times each year. The OLNC Board shall set the dates for the regular meetings of the Council, in January of each year. The November meeting is the annual meeting.
  - b. Special meetings can be called by the Chair, or upon written request of the majority of the OLNC Board, or upon written request of ten percent of the Council members eligible to vote. The purpose of special meetings shall be stated in the call/email. Except in emergencies, at least forty-eight hours notice of a special meeting shall be given to each voting member of the Council.
  - c. The Council may reconsider any actions of the OLNC Board or Executive Committee.

- d. A quorum is five percent of the members of record of the member Neighborhood Associations.
- 9.2 Board of Directors' (OLNC BOARD) meetings:
- a. Regular meetings will be held at least eight times per year. The incoming and outgoing Executive Committee will meet prior to the January OLNC Board meeting to provide continuity of information.
  - b. Special meetings of the OLNC Board may be called by the Chair or by written request of the majority of the OLNC Board.
  - c. Meetings are open to the general membership. Voting on issues before the OLNC Board is limited to the OLNC Board members.
  - d. A quorum consists of one-third of the members, providing that at least three Neighborhood Association representatives are present.
- 9.3 Executive Committee meetings:
- a. Meetings will be called by the Chair as needed, or upon written request of two other officers.
  - b. A quorum consists of three members.

## **ARTICLE TEN**

### **Voting**

- 10.1 At any Council membership meeting, members are entitled to vote on any issue if they are individual (dues paid 30 days prior) or a member of a dues paying Neighborhood Association (30 days prior).
- 10.2 At any OLNC Board meeting, the following are entitled to vote on any issue.
- a. Officers of the Council: one vote each, except for the Chair who votes only in the event of a tie.
  - b. Representatives of each member Neighborhood Association (dues paid and a designated representative): One vote each.
- 10.3 At any Executive Committee meeting, each officer has one vote.
- 10.4 Neither proxy nor absentee votes are allowed at any meeting.

## **ARTICLE ELEVEN**

### **Elections and Removal from Office**

11.1 Elections:

- a. Each year, at the annual, November meeting, the Neighborhood Council shall elect its officers.
- b. Each year, of an Election, by September 30<sup>th</sup>, the Chair will appoint a Nominating Committee consisting of at least five voting members of the Neighborhood Council. The Nominating Committee will recommend qualified persons for offices and present nominations to the OLNC Board at the October meeting. Following the Nominating Committee's report, nominations may be made from the floor.
- c. The Nominating Committee will provide the Secretary with a list of nominees. The Secretary is responsible for distributing the list to the voting members of the OLNC Board in October who will then distribute via e-mail, through the Journal and designated representatives to voting members of the Neighborhood Council.
- d. Elections are supervised by the Nominating Committee. A simple majority will elect officers. If no candidate for an office receives a majority of the votes, a run-off election shall be conducted between the two highest vote earners. Winners of the elections are announced at the November meeting. They take office on January 1 of the following year.

11.2 Removal:

- a. An elected officer may be removed for neglect of duty or violation of trust in the performance of duties.
- b. A petition stating the reasons for removal and bearing signatures of at least ten percent of the voting members of the Neighborhood Council, or of at least 75 percent of the Board, shall be presented to any member of the Executive Committee. Such petitions shall be delivered to the next OLNC Board meeting.
- c. The OLNC Board will certify that the signers are voting members of the Neighborhood Council.
- d. The certified petition shall be presented for a vote at the next Council meeting. A two-thirds vote of the membership (dues paid) in good standing is required for removal.

**ARTICLE TWELVE**  
**Committees**

- 12.1 Membership on committees is open to any Neighborhood Council member as defined in Article 5. Neighborhood Associations are encouraged to have representatives on each committee.
- 12.2 Each committee shall be responsible for maintaining appropriate documentation (including minutes of meetings and records of expenditures) of its activities and may select officers to assist the committee chair with committee's duties.
- 12.3 Each committee shall make reports to the OLCN Board as necessary or as requested by the OLCN Board.
- 12.4 Committees relating to issues of importance to the Council may include: Land use and zoning; St. James Art Show; rehabilitation/revitalization; code enforcement; transportation; parks; and safety.
- 12.5 When an issue merits input from ZALU and PIC, the OLCN Chair may appoint representatives from both groups to review the issue and bring recommendations and proposed actions back the OLCN for review and consideration.

### **ARTICLE THIRTEEN** **Rules of Procedure**

- 13.1 Robert's Rules of Order, latest edition, shall govern the procedure of all meetings of the Neighborhood Council. In the case of conflict, these Bylaws take precedence.
- 13.2 A parliamentarian may be appointed by the Chair.

### **ARTICLE FOURTEEN** **Amendments to the Bylaws**

- 14.1 Proposed amendments to these Bylaws may be presented by any member at a Neighborhood Council membership meeting or OLCN Board meeting for the first reading.
- 14.2 Voting on proposed amendments will be held no earlier than four weeks after the first reading, at a regular or special Neighborhood Council meeting. Amendments to these Bylaws require a majority vote of Neighborhood Council Representatives (The Board).

### **ARTICLE FIFTEEN** **Dissolution**

- 15.1 Should the dissolution of the Neighborhood Council become necessary, the OLCN Board shall distribute the Neighborhood Council's assets to organizations



having similar objectives. This must be with a 75% approval vote of the entire OLNC Board (not just those present).

Changes to these Bylaws were approved by the Neighborhood Council membership on October 26 of 2010.

Chair \_\_\_\_\_ Joan S. Stewart \_\_\_\_\_

Secretary \_\_\_\_\_ Erika Wolfe \_\_\_\_\_