

UPPER HIGHLANDS NEIGHBORHOOD ASSOCIATION, INC.
BY-LAWS, as amended on May 18, 2017

ARTICLE I. NAME

1. The name of the Association shall be Upper Highlands Neighborhood Association, Inc. (UHNA)
2. Upper Highlands Neighborhood Association is organized and incorporated under and by virtue of the laws of the Commonwealth of Kentucky.
3. This corporation is not organized for material or pecuniary profit, and shall have no capital stock.
4. The principal office shall be the mailing address of UHNA. The registered agent shall be a member of the Executive Board of UHNA.
5. All changes in principal office and registered agent shall be filed yearly with the Secretary of State in a timely manner.

ARTICLE II. PURPOSE

1. To promote the social and economic interest of the neighborhood.
2. To act on behalf of members in matters involving their needs as related to the neighborhood.
3. To afford opportunity for expression and interchange of opinions of special interest to all members.
4. To educate residents and the community at large on issues of concern to the neighborhood.
5. To work with local government and similar agencies in promoting the neighborhood.
6. To aid and support worthy legislation and community efforts to improve the neighborhood.
7. Maintain the integrity of the neighborhood.

ARTICLE III. MEETINGS

1. Notice of all meetings will be made public at least five days in advance, unless otherwise provided for, either by written notice, website, social media, email or by a personal contact, giving time and place of meeting.
2. There shall be an annual meeting of the membership to be held in September of each year at a place, date and time as determined by the Executive Board.

ARTICLE IV. MEMBERSHIP

1. Eligibility: Any household, property owner or business in the area bound by the Watterson Expressway, Bardstown Road, Newburg Road and Dundee Road/Emerson Avenue.
2. Active Member: The annual membership dues will be evaluated and determined by the Executive Board and Directors each year and reported at the annual meeting.

ARTICLE V. OFFICERS

SECTION A. The Executive officers of UHNA shall be President, Vice President, Secretary and Treasurer.

SECTION B. Officers must be active members in good standing, having attended at least four meetings during the previous year.

SECTION C. DUTIES OF THE OFFICERS, as determined as needed by the Executive Board.

1. The President
 - a) The President shall be the executive officer of UHNA. The term of office shall be for two years, ending on September 30.
 - b) The President shall carry out rules and regulations and policies as set forth by the Board of UHNA.
 - c) The President shall make an annual report to the membership.
2. The Vice President
 - a) The Vice President shall serve as President in the absence of the President.

- b) The Vice President shall assist the President at such functions and times as requested by the President of the Board.
3. The Secretary
- a) The Secretary shall take minutes of all meetings and make reports on such minutes.
 - b) The Secretary shall inform the membership of all meetings.
 - c) The Secretary shall maintain the membership list.
 - d) The Secretary shall maintain the official record of minutes of all prior meetings.
4. The Treasurer
- a) The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements.
 - b) The Treasurer shall be responsible for making reports to the Board and the general meetings.

SECTION D. REMOVAL OF OFFICERS

Officers may be removed from office when 2/3 of the Board of Directors of the Upper Highlands Neighborhood Association recommends such action to the membership. Removal shall take place upon ratification of such recommendation by 2/3 of the voting membership.

ARTICLE VI. UHNA BOARD

1. The UHNA Board shall consist of:
 - a) Officers and Directors of the Association.
 - b) A maximum of 18 UHNA Board members may be elected at the annual meeting; all Board members shall serve a two (2)-year term.
 - c) The Board shall meet at least four times a year.
 - d) The President, as chairperson, may vote in case of a tie.
 - e) The President or a majority of the Board may call a meeting.
2. Board members must be active members, in good standing.
3. Board members may be removed in the same manner as in Article V, Section D, above.

ARTICLE VII. NOMINATIONS AND ELECTIONS

1. A slate for all Officers and Directors shall be presented to the annual meeting for election. A ballot may be prepared for the use of the membership. Such ballot may allow write-in votes. Nominations may be made from the floor.
2. The Executive Board shall have authority to fill any vacancy. Any vacancy so filled shall be for the remainder of the terms of office.
3. Proxy voting is not allowed.
4. Voters may cast one vote per board seat.
5. An effort will be made to provide at least two candidates from each district.

ARTICLE VIII. COMMITTEES

1. Executive Board shall consist of the President, Vice President, Secretary and Treasurer.
2. Executive Board shall act for the Association between meetings of the Board and in addition shall have sole responsibility for any matter expressly delegated to it by the Board.
3. Committees shall be appointed by the President with the approval of the Executive Board and select their own chairpersons, unless otherwise specified.

ARTICLE IX. TERMS OF OFFICE

The term of office shall be for two years, except where specified otherwise.
Vacancies shall be filled for the unexpired balance of the term.

ARTICLE X. QUORUM

1. A quorum for any membership meeting shall be the members present.
2. A quorum for a Board meeting shall require a majority of the Board members be present.
3. The President shall have a vote in case of a tie.

ARTICLE XI. AMENDMENTS

1. No part of these by-laws shall be amended or suspended unless presented in writing prior to voting on the proposed change/s.
2. Amendments must be approved by at least two-thirds of the members present.
3. Said approved amendment shall become effective immediately.

ARTICLE XII. RULES OF PROCEDURE

The most recent of Robert's Rules of Order shall be the authority governing all matters of procedure provided by these By-laws.

ARTICLE XIII. FISCAL MEMBERSHIP YEAR

The fiscal year of the UHNA shall begin January 1 to December 31.

ARTICLE XIV. FINANCES

1. Checks may be signed by any two of these three officers: President, Vice President or Treasurer.
2. The duties of receiving and disbursing monies shall be performed by separate individuals.
3. An individual who does not receive or disburse monies shall receive all financial transaction reports directly from third parties and review them for reasonableness.
4. The Board shall require a strict procedure of anyone handling money on behalf of UHNA, and may require a bond if the Board finds it advisable.

ARTICLE XV. ADOPTION AND EFFECTIVE DATE

The by-laws shall become effective upon adoption.

ARTICLE XVI. CORPORATE SEAL

The corporation, having been duly incorporated under the laws of the Commonwealth of Kentucky, adopts as its corporate seal a circle containing the word Upper Highlands Neighborhood Association.