

# CROSSWOODS NEIGHBORHOOD ASSOCIATION

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BYLAWS

OF

CROSSWOODS NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I

PURPOSES AND POWERS

The purposes for which this Association is found and the powers it may exercise are set forth in the Articles of Incorporation of the Association.

ARTICLE II

MEMBERSHIP

Section 1. Membership in the Association shall be extended to any person or persons living within the boundaries of the Crosswoods Subdivision, Jessamine County, Kentucky. Crosswoods Subdivision shall be defined as those lots designated by the official plats on record with the County Clerk's Office, Jessamine County.

Section 2. Applications for membership shall be made to the secretary of the Association, or a representative of the Membership Committee, and shall be accompanied by a \$20.00 initial fee.

Section 3. Persons living outside Crosswoods Subdivision may be considered upon petition to the Board for membership into the Association.

Section 4. Crosswoods Baptist Church and Southland Christian Church shall be considered honorary, nonvoting members of the Association.

ARTICLE III

FISCAL YEAR AND MEETINGS OF MEMBERS

Section 1. Fiscal Year - The fiscal year of the Association shall

begin on September 1 of each year and end on August 31 of the following year.

Section 2. Annual Meeting - The annual meeting of the Association shall be held at a time and place designated by the Board of Directors, and shall be held during the month of September of each year, for the purpose of electing directors, and for the transaction of such other business, including financial reports, as may lawfully come before the meeting. The secretary of the Association shall give all members written notice of the time and place of the annual meeting. Such notice shall be personally delivered or mailed to each member at least ten (10) days before the date of the meeting.

Section 3. Special Meetings - Special meetings of the membership may be called at anytime by the President, and he shall also call such meetings upon written request from a majority of the Board of Directors, or upon the filing of a signed petition of twenty five (25%) percent of the entire membership requesting a special meeting and setting forth the specific business to be brought before the Association. The secretary of the Association shall give all members written notice of time, place, and purpose of the special meeting. Such notice shall be personally delivered or mailed to each member at least ten (10) days before the date of the meeting. No business other than that indicated in the notice for the meeting shall be transacted at a special meeting.

Section 4. Voting - For the purpose of voting, each individual household will constitute one (1) member. A member may cast his vote by written proxy. Only such persons shall be entitled to vote at a meeting of the membership that appear as members on the books of the Association at the time of the meeting.

Section 5. Quorum - A majority of the members present, in person or by proxy shall constitute a quorum for the transaction of business, except for business for which a different quorum is provided in these Bylaws or in

the statutes of the Commonwealth of Kentucky.

Section 6. Order of Business - The order of business at the annual meeting shall be: 1) Roll call

2) Proof of due notice of meeting

3) Reading and disposition of minutes

4) Annual report of officers and committees

5) Election of directors

6) Unfinished business

7) New Business

8) Adjournment

#### ARTICLE IV

##### DIRECTORS AND OFFICERS

Section 1. Numbers and Qualifications of Directors - The business of the Association shall be controlled by a Board of twelve (12) Directors, each of which shall be a member of the Association.

Section 2. Election of Directors - The incorporating Directors shall serve until the annual meeting for the year 1984. At the 1984 annual meeting, the President, Vice-President, Secretary, Treasurer, and two incorporating Directors shall remain Directors for one (1) year, and six new Directors shall be elected for a two (2) year term of office. At each subsequent annual meeting, six (6) new Directors shall be elected to fill expired directorships, and shall serve until the second annual meeting following their election, or until their successors are elected. The six nominees, who, among the nominees for the expired directorships, receive the most votes cast shall be declared elected to the directorship for the ensuing term. Directors may not serve more than two (2) consecutive terms of office.

Section 3. Election of Officers - The Board of Directors shall meet within ten (10) days after the annual election and shall elect by ballot from their own numbers a President, a Vice-President, a Secretary and a Treasurer. The Secretary and Treasurer need not be a board member. Each of these shall hold office until the election of a successor unless earlier removed by death, resignation or for cause. The President, Vice-President, Secretary and Treasurer shall be elected for one (1) year term of office and may serve consecutive terms of office.

Section 4. Vacancies - Whenever a vacancy occurs in the Board of Directors other than from expiration of a term of office, the remaining Directors, by majority vote, shall appoint a member to fill the vacancy until the next annual meeting of the members, at which time the members shall elect a Director to serve the remaining portion of the unexpired term.

Section 5. Board Meetings - The Board of Directors shall meet as occasion requires. Written or otherwise adequate notice of such meeting shall be given to each Board member at least seven (7) days in advance by the Secretary, at the direction of the President.

Section 6. Quorum for Board Meetings - Seven (7) Directors of the Association shall constitute a quorum at any meeting of the Board.

## ARTICLE V

### DUTIES OF OFFICERS

Section 1. President - The President shall: 1) preside over all meetings of the membership and of the Board of Directors; 2) call special meetings of the membership and the Board of Directors when necessary; 3) perform all acts and duties usually performed by an executive and presiding officer; and 4) sign all official papers and documents of the Association as he may be so authorized or directed to sign by the Board of Directors;

however the Board of Directors may authorize, in writing, any other person to sign any or all checks, contracts, and other instruments on behalf of the Association. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 2. Vice-President - In the absence or disability of the President, the Vice-President shall perform the duties of the President; however, in case of death, resignation, or disability of the President, the Board of Directors may declare the office of President vacant and elect his successor.

Section 3. Secretary - The Secretary shall: 1) keep a complete record of all meetings of the Association, and of the Board of Directors; 2) have general charge and supervision of the books and records of the Association; 3) keep a complete and up-to-date membership list with names and addresses. The Secretary shall also perform any other duties incident to the office.

Section 4. Treasurer - The Treasurer shall: 1) be a custodian of the funds and revenues of the Association; 2) keep a true and accurate account of all monies received and paid out by him on behalf of the Association; and 3) present and report the financial status of the Association in detail at the annual meeting or at any special meeting when so directed by the Board of Directors. The Treasurer shall also perform any other duties incident to the office.

Section 5. Board of Directors - The Board of Directors shall have the power and authority to do everything necessary and proper in the management of the Association. The Board of Directors shall, from time to time, make other rules and take other actions not enumerated herein, in the interest of further strengthening the Association and for furthering the purpose for which the Association was organized, except that no action may be taken by the Board of Directors in conflict with the Articles of Incorporation, or

the existing Bylaws of the Association.

## ARTICLE VI

### FINANCES

Section 1. Dues - Annual membership dues of \$10.00 shall be payable at the beginning of the fiscal year following payment of the initial fee, and each subsequent year thereafter. Annual membership dues must be paid to the Treasurer prior to September 15 of each year.

Section 2. Additional Fees and Assessments - Any additional fees and assessments to members shall be added only when approved by a majority vote of the Board of Directors, and approved by a majority vote of the membership present at any annual meeting, or by special meeting called for the specific purpose of voting on such additional fees and assessments.

Section 3. Accounting Methods - The accounts and records of this Association shall be kept in a manner consistent with accepted practices for bookkeeping for a nonprofit, nonstock corporation. The accounts and records of the Association shall be subject to an annual audit conducted by a four (4) member Audit Committee appointed by the President and containing no more than one (1) board member. The Audit Committee will report their findings at the annual meeting of the Association.

Section 4. Reserves - In any year that income to the Association exceeds expenditures by the Association, such net amounts shall be placed in a depository or depositories designated by the Board of Directors and the Board shall designate the person or persons who shall be authorized to sign checks and drafts in the name of the Association. Such reserve funds may be spent by the Association as needed, if authorized by the Board of Directors.

## ARTICLE VII

### AMENDMENTS

The Articles of Incorporation and these Bylaws may be amended by a three-fourths (3/4) majority vote of the entire Board of Directors. Amendments may be proposed at any Board meeting, but must receive a second reading at a subsequent Board meeting before any vote is taken. All Bylaw changes enacted by the Board of Directors shall be communicated to the general membership within sixty (60) days of enactment.

These Bylaws may also be amended by a simple majority vote of the members at any regular or special meeting of the membership however, no amendments shall be acted upon at any meeting unless the proposed amendment is set forth at length in the notice of such meeting. Any person desiring to submit an amendment to the Bylaws shall furnish a copy of the same to the Secretary in sufficient time to allow its inclusion in the notice of the meeting at which the amendment shall be discussed.

## ARTICLE VIII

### SPECIAL COMMITTEES

The President with a majority approval of the Board members present at a regularly scheduled Board meeting may appoint special committees as necessary for the promotion of the Association activities. One or more of the Directors shall sponsor any and all committees. This sponsorship includes but is not limited to reporting of and accounting to the Board of Directors for the activities of that committee; also acting as advisor and liason between the committee and the Board of Directors.



ARTICLE IX

NOMINATING COMMITTEE

At least thirty (30) days prior to the annual meeting the President shall appoint a Nominating Committee for the purpose of providing the membership with a selection of candidates for the elected positions of Directors. The Nominating Committee shall make its written recommendations and file the same with the Secretary. The Secretary shall publish the same in the notice to the membership of the annual meeting.

Any active member may nominate a candidate for office by attending the annual meeting and placing said nomination before the membership with the consent of the nominee.

ARTICLE X

IMPEACHMENT OF OFFICERS AND/OR DIRECTORS

Any officer and/or director of this Association may, for just cause as determined by the Board of Directors, be impeached from his office in said Association by a two-thirds (2/3) majority vote of the Board of Directors at any regular meeting or at any special called meeting.