

# **Fayette County Neighborhood Council**

## **Bylaws Final Draft**

12/08/2020

### **Article I. Name, Area, and Corporate Status**

1. The name of this nonprofit corporation is the Fayette County Neighborhood Council, Inc., hereinafter referred to as FCNC.
2. FCNC jurisdictional boundaries are the same as the boundaries of Fayette County, Kentucky.
3. FCNC shall be a 501(c)(3) nonprofit corporation and as such shall have an educational role and be non-partisan and service oriented. In any FCNC candidate forum (public meeting, published questionnaire, or similar situation), all candidates running for an office must receive an invitation to participate.

### **Article II. Purposes and Objectives**

1. FCNC shall work to preserve, protect, and enhance Lexington-Fayette County residential neighborhoods and address their needs.
2. FCNC shall encourage and assist in the formation of neighborhood associations and organizations.
3. FCNC shall serve as a clearinghouse for information and ideas of interest or benefit to neighborhoods.
4. FCNC shall bring together neighborhood organizations and others dedicated to protecting, improving, and promoting Lexington-Fayette County.
5. FCNC shall act as an umbrella organization to provide a forum for member organizations and individuals and act as their advocate with the Lexington-Fayette Urban County Government (LFUCG) and other local, state, and federal agencies and officials. FCNC shall provide a channel of communication with governmental agencies and others that transcend neighborhood boundaries.

### **Article III. Membership**

1. Eligibility for membership in FCNC is open to neighborhood and homeowners' associations. Other community organizations and individuals located in Lexington-Fayette County with shared interests may apply to the Board for membership.
2. The Board of Directors of FCNC is responsible for establishing membership criteria.
3. FCNC shall have a membership goal to encompass the diversity of Lexington's neighborhoods. It shall work to engage people to improve Lexington-Fayette County and its neighborhoods and shall be sensitive to public needs.
4. FCNC will not share member information outside of the organization especially for political or commercial use. Information sharing within FCNC will be done with the

understanding of confidentiality and only on an as-needed basis. If sharing information might be beneficial to a member or member organization, FCNC Executive Committee shall contact the involved member or member organization to request permission.

## **Article IV. Voting**

1. Each member organization shall have voting rights, with each having one vote. Individual dues-paying members are also entitled to one vote each.
2. Each member organization may designate two of its members, not necessarily officers, to serve as its voting delegate and alternate.
3. A quorum for all FCNC meetings (general, special, or Board) shall consist of the number of eligible voters present unless specifically stated otherwise within these bylaws. The quorum also shall include any eligible voters who attend a meeting, whether held electronically or through other means.

## **Article V. Management**

### **A. Board Membership**

1. FCNC shall be governed by a Board of Directors (the "Board") comprised of no fewer than eleven (11) and no more than fifteen (15) members.
2. FCNC Board members must either be members of organizations belonging to the FCNC or individual members in good standing. Board members may not be politically elected officials or serve on the LFUCG Planning Commission or Board of Adjustment.
3. All Board members shall serve three-year terms and are eligible for re-election for up to three consecutive terms. After sitting out for a minimum of one year, former Board members may be re-elected to the Board.
4. Terms shall be staggered, with one-third of the Board members elected each year.
5. Any Board Member who is absent for more than one-third of the scheduled Board meetings during a calendar year may be subject to removal by the Executive Committee of the Board.
6. Any vacancy occurring on the Board shall be filled by the recommendation of the Executive Committee, with approval by majority vote of the Board. Any such appointee shall hold office through the end of the term being filled.

### **B. Board Officers and Duties**

1. The officers of the Board of Directors shall comprise a President, a Vice-President, a Secretary, and a Treasurer.
2. Board officers will each hold a three-year term. The President may hold two consecutive 3-year terms; all other officers may serve up to three consecutive 3-year

terms. Officers may be elected to serve again after sitting out for a minimum of one year.

3. A vacancy in the President's office shall be filled by the current Vice-President for the remainder of the President's original term. Vacancies in all other Board offices shall be filled via a recommendation from the Executive Committee and supported with a majority vote from the Board. Vacancies are filled through the end of the original office-holder's term.
4. The duties of the Officers are as follows:
  - a. The President is responsible for the day-to-day functioning of FCNC. The President shall preside at meetings of the membership and at meetings of the Board and appoint members of any standing or special committees. The President may perform other duties that occur from time to time as authorized by the Board to further the purposes of FCNC.
  - b. The Vice-President shall preside over meetings of the membership and the Board in the absence of the President and may be assigned other duties by the Board, including appointment to standing and special committees. Should the Office of President become vacant, the Vice-President shall assume the Office of President for the remainder of the President's term.
  - c. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board, general, and special meetings; sending meeting announcements; distributing copies of minutes and the agenda to Board members; and assuring that corporate records are maintained. The Secretary is also responsible for maintaining the current roster of voting delegates and alternates and should serve on the Communication and Public Relations (or similarly focused) Committee.
  - d. The Treasurer is responsible for the orderly maintenance of FCNC financial accounts, including deposit of funds received into the FCNC bank account, payment of bills, and reporting of FCNC's financial position to the Board and membership. The Treasurer shall also maintain information on whether members are in good standing (current with dues). The Treasurer shall serve on the Finance (or similar financially-focused) Committee and shall maintain FCNC financial records.

### **C. Board Powers**

1. The Board shall be responsible for the transaction of all business of the organization, including the operation of all committees.
2. The Board shall be responsible for scheduling meetings, setting agendas, and determining dues.
3. In furtherance of the purposes described above, the Board shall have the power to: make and perform contracts for any lawful purpose; receive and administer grants; employ staff; engage in various funding and fundraising activities; and acquire, own,

hold, operate, or maintain such real and personal property as is necessary to enable it to carry out its purposes.

4. In addition, the Board shall have the ability to engage in such other lawful activities as are reasonably necessary or useful in the furtherance of its purposes.
5. The Board shall be authorized, upon a majority vote of the Board, to act as a representative of member associations in public policy issues. In general, FCNC public policy statements are to be made by the President or designee, not individual Board members. In the absence of a majority board agreement, Board members should not make public policy statements representing FCNC and should indicate stated public opinions are their own. Individual and organizational members of FCNC are never prohibited from expressing their own views if they disagree with the general FCNC position on public policies and issues.

## **Article VI. Committees**

1. Individuals who are current members of an FCNC member organization, or individuals who belong to FCNC as individual members in good standing, are eligible to be members of all types of FCNC committees. Committee members are appointed by the President.
2. There are three types of FCNC committees: Executive, Standing, and Special.
3. The chair of each Standing or Special Committee shall be appointed by the Executive Committee. The chair does not need to be a Board member. A board member on the committee serves as a liaison between the Board and the committee; either the chair or the Board member is expected to report on the activities of the committee at each Board meeting.
4. Standing or Special Committees cannot take action on behalf of FCNC without direction from either the Executive Committee or the Board.

## **Article VII. Executive Committee**

1. The Executive Committee comprises the officers of the Board.
2. The Executive Committee serves to support the President or other officers in making decisions that affect the membership, especially those that are too time critical to query the entire Board for discussion and vote.
3. Executive Committee decisions and actions shall be communicated to the rest of the Board members in a timely manner.

## **Article VIII. Standing Committees**

1. Standing Committees exist to support fundamental functions of the organization or to address long-standing issues of concern to the membership. Standing Committees can be created, reconfigured, or retired as needed.
2. The following standing committees address the core functions and interests of the general FCNC membership:
  - a. The Membership Committee is responsible for recruitment of new members, assists with neighborhood association development, and helps the Secretary maintain a master list of members (organization name, contact name, contact method, voting delegates).
  - b. The Communications and Public Relations Committee is responsible for maintaining lists for communications to membership and the public, for maintaining the FCNC website, and for communicating with members and the public. The Secretary shall serve on the Communications and Public Relations Committee.
  - c. The Planning and Public Safety Committee is responsible for keeping the Board and membership aware of LFUCG planning and public safety issues, including Zoning Ordinance Text Amendments (ZOTAs) and development projects that impact neighborhoods, changes in policies and procedures that affect neighborhoods, and any other activities or issues of concern to FCNC members that are coming before the Planning Commission, the Board of Adjustment (BOA), or the Council's Planning and Public Safety Committee.
  - d. The Outreach and Education Committee is responsible for planning and organizing programs sponsored by FCNC that serve to educate FCNC membership, the general public, or public officials on matters related to neighborhoods. These can include general membership meetings, educational workshops, and community forums.
  - e. The Finance Committee is responsible for budget oversight and fundraising activities. The Treasurer shall serve on the Finance Committee.

## **Article IX. Special Committees**

1. Special Committees exist to support specifically focused functions or issues important to the FCNC membership. The Board or Executive Committee may create a special committee to serve with a specific charge and for a specific period of time.
2. The Executive Committee shall appoint a Nominating Committee annually to be responsible for producing a slate of Board members and officers in the appropriate years on which the membership will vote. The Nominating Committee should be selected to ensure the broadest representation possible.

## **Article X. Elections**

1. Elections for Board members shall occur no more than once per year. The Nominating Committee shall recommend the time, date, and method for the election.

2. The Nominating Committee shall solicit input from member organizations and individual members in good standing regarding Board or officer nominations in appropriate years at least one month prior to the actual vote.
3. Voting shall be confidential. The Nominating Committee shall compile and count the votes.
4. A majority vote of the delegates and individuals voting shall be required to elect a Board Member or Officer.
5. Should the number of nominees receiving a majority vote exceed the number of open positions, the Nominating Committee shall recommend a resolution to the Board.

## **Article XI. Meetings**

1. FCNC shall have a goal of quarterly general meetings. FCNC also will provide training sessions for neighborhood leaders as needed and may call special meetings should the FCNC Board determine circumstances warrant it.
2. General meetings shall be on the second Monday of any designated month at 7:00 pm unless the FCNC Board decides otherwise.

## **Article XII. Dues and Fiscal Year**

1. The fiscal year of FCNC shall commence annually on July 1 and end on June 30.
2. The Board of Directors shall establish the amount of dues at least sixty (60) days prior to the beginning of each fiscal year.
3. Dues are non-prorated. New members and members renewing delinquent memberships after July 1 must pay the annual dues in full. Membership will begin or resume the day payment is received.
4. Each renewing member must submit a membership information report (as defined by the Board) to assist in preparation of membership data.
5. Members for whom the payment of dues would prove a hardship may appeal to the Board President for a waiver.

## **Article XIII. Bylaws and Bylaw Amendments**

1. The Secretary shall maintain an active copy of current bylaws, and said bylaws shall be accessible on the FCNC website.
2. Any member may recommend an amendment to bylaws to the Board of Directors for consideration. Upon Board approval, the Secretary shall submit the proposed amendment(s) to the general membership.
3. Amendments to these bylaws shall require passage by a majority of the voting delegates and individual members.
4. The Secretary shall tally the votes and announce the outcome to the membership.

## **Article XIV. Ethics**

1. Any Board member or officer believing he or she may have a conflict of interest must notify the Board prior to deliberation on the matter. The Board shall decide whether a conflict exists. If the Board finds a potential conflict of interest, recusal will be required.
2. All Board members shall sign a conflict of interest statement to be filed with the Secretary at the inception of their Board service.

## **Article XV. Fundraising**

1. Any fundraising by FCNC or otherwise conducted in the name of FCNC shall be approved by the Executive Committee and shall not violate any municipal, state, or federal law.
2. Donations to FCNC may be accepted by the Board and shall be acknowledged by the Treasurer.

## **Article XVI. Dissolution**

1. The Fayette County Neighborhood Council, Inc. shall be perpetual unless a 2/3 majority of all the designated voting representatives and individual members vote for dissolution.
2. In the event the corporation is dissolved, all of its assets, supplies, library, and equipment shall be donated or distributed to qualified non-profit, civic, charitable, or educational entities within the meaning of KRS 273 and the Internal Revenue Code as amended.
3. If the corporation is dissolved, Articles of Dissolution shall be promptly filed with the Kentucky Secretary of State.