

**CONSTITUTION AND BY-LAWS  
OF THE  
HISTORIC LICKING RIVERSIDE CIVIC ASSOCIATION**

**ARTICLE I  
Name**

This organization shall be a non-profit corporation known as the Historic Licking-Riverside Civic Association.

**ARTICLE II  
Purpose**

The purpose of the Association is to:

1. Maintain and improve our neighborhood as a desirable residential community.
2. Actively promote historic preservation to ensure the integrity of our neighborhood and maintain its unique character.
3. Resolve neighborhood concerns.
4. Work proactively with public officials, including city, county, state and federal, to ensure continuing improvement of our neighborhood.
5. Initiate, promote and coordinate events and activities that encourage community atmosphere and sociability throughout the neighborhood.
6. Provide an opportunity, through the democratic process, for all citizens to be informed of and actively participate in activities that promote the neighborhood's interests and its quality of life.

**ARTICLE III  
Offices**

The Association may have such offices, either within or without the Commonwealth of Kentucky, as the business of the Association may require from time to time.

**ARTICLE IV  
Membership**

Section One

Members--Members of the Association shall be businesses and residents, both tenants and property owners, in the area of Covington, Kentucky bounded on the north by the Ohio River, on the east by the Licking River, on the south by the north side of Eighth Street, and on the (west by the east side of Court Street and Court Street alley.)

Section Two

Dues--Membership dues shall be set by vote of membership and shall be paid annually on or before December 31 of each year.

### Section Three

Voting--Only individuals who have paid their current dues in full will be considered members of the Association and eligible for one vote on any issue.

## **ARTICLE V Membership Meetings**

### Section One

Regular Meetings--The membership shall meet at least quarterly on the fourth Wednesday of the month for reports from the Executive Committee and general purpose committees. A report by the Treasurer will be presented at each regular meeting. A meeting of the members to elect officers shall be held every other year (odd years) on the fourth Wednesday of January. Membership must be given written notice at least seven days before each regular meeting.

### Section Two

Special Meetings--Special meetings of the membership may be called by the Executive Committee or by any seven members of the Association. Membership must have at least three days written notice and the purpose of the meeting must be stated in the notice. Only such business as is listed in such notice may be considered at such special meeting.

### Section Three

Notice--Any notice required by these by-laws shall be by written document, delivered personally, by mail, fax or e-mail.

### Section Four

Quorum--The members present shall constitute a quorum for the transaction of any business at any regular or special meeting of the membership.

## **ARTICLE VI Officers**

### Section One

Number and Title--Officers of the Association shall be: President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Membership Chairperson. All officers shall be elected by a majority vote of the membership in attendance, by signed written proxy or in person at the meeting called to elect officers. All officers shall serve a two year term, and/or until their successors are duly elected. Whenever possible, Officers shall not be eligible for re-election to the same position for more than two consecutive two-year terms.

## **ARTICLE VII Executive Committee/Trustees**

### Section One

Executive Committee/Trustees--All officers plus the immediate past President shall constitute the Executive Committee (7) and shall be trustees of the corporation. Each has one vote at meetings of the Executive Committee. Any past President may be designated as President Emeritus by vote of the general membership. Any President Emeritus of the Association may sit on the Executive Committee as a non-voting advisory member.

## Section Two

General Powers and Duties--Executive Committee members shall have general supervision of the affairs of the Association and may make general rules and regulations for its governance. Policy changes and recommended actions regarding key decisions must be presented to the general membership for a vote. Subject to limitations which the Executive Committee may from time to time prescribe, each officer shall have such powers and perform such duties as generally pertain to their respective offices and such further powers and duties as may be conferred from time to time by the Executive Committee.

## Section Three

Executive Committee Meetings--The Executive Committee shall meet at least quarterly and shall report its actions to the membership. Special meetings may be held at any time upon call of the President, or any two members of the Executive Committee.

## Section Four

Notice--Notice of any special meeting of the Executive Committee shall be given to each Executive Committee member at least three days prior by phone or written notice. Any Executive Committee member may waive notice of any meeting. The attendance of an Executive Committee member at any meeting shall constitute a waiver of notice of such meeting, except where such member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice of waiver of notice of such meeting.

## Section Five

Quorum--A majority of the whole authorized number of Executive Committee members shall be necessary to constitute a quorum for a meeting of the Executive Committee, and except as otherwise specified in these regulations, the favorable vote of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be necessary for any action to be taken.

## Section Six

Actions Without Meeting--Any action may be authorized or taken at a meeting of the Executive Committee may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the Executive Committee members, which writing or writings shall be filed with or entered upon the records of the Association.

## Section Seven

Vacancies and Removal--Vacancies in the Executive Committee shall be filled by appointment by a majority of the remaining members. An officer appointed to fill a vacancy shall serve for the remainder of the term of his predecessor or until the next meeting at which officers are elected.

If a majority of the Executive Committee deems it in the best interest of the Association to remove an officer, they may ask that officer to resign. If the officer refuses, the Executive Committee must recommend that action to the membership for a vote. Election or appointment of an officer shall not of itself create contractual rights.

#### Section Eight

Bonds--Any officer or employee may be required to give bond for the faithful discharge of his duties in such sum and with such surety or sureties as members of the Executive Committee may from time to time determine. The premium on any such bond or bonds shall be paid by the Association.

### **ARTICLE VIII General Purpose Committees**

#### Section One

General Purpose Committees--The Executive Committee may create any other committee(s) as the business of the Association may require from time to time. Such committees shall consist of not less than one Executive Committee member. Any such committee, other than the Executive Committee, may include individuals who are not Executive Committee members.

Nominating Committee--A nominating committee shall be appointed by a majority vote of the officers at least 90 days prior to the meeting of the Association to elect officers. This nominating committee shall consist of five members of the Association. The current officers shall not be eligible for membership on the Nominating Committee but the President shall be a non-voting ex-officio member. This slate of nominees will be presented at a regular meeting at least 30 days prior to the meeting to elect officers. At that time, additional nominations may be made from the floor. Proxy materials naming the final slate of officers will be mailed to the membership in the week immediately following this meeting.

### **ARTICLE IX Transactions between Corporation and Executive Committee, Officers or Employees**

No contract or other transaction shall be void or in any way affected or invalidated because it is between the Association and one or more of its officers or employees or between the Association and any other corporation, firm, association, or other entity in which one or more of the officers or employees of this Association are otherwise financially interested, provided that: 1) the interest of any such officer is disclosed or made known to the Executive Committee and the procedures provided in Article X are followed in the approval of the contract or transaction and 2) the contract or transaction is fair as to the corporation as of the time it is authorized or approved by the affirmative vote of a majority of the disinterested members of the Executive Committee.

### **ARTICLE X Indemnification**

The Association shall, to the full extent permitted or required by the Kentucky Nonprofit Corporation Act, as the same from time to time may be amended, indemnify all personas whom it may indemnify pursuant thereto.

The Association is authorized to maintain in full force and effect standard policies or officers liability insurance and comprehensive business insurance covering all officers of the Association insuring them

against liability for any action taken or not taken by them in their capacities as officers to the extent set forth in such policies.

## **ARTICLE XI**

### **Policy**

#### **Section One**

Partisanship--The Association shall be politically non-partisan, but given a majority vote by the membership may issue statements regarding situations which particularly affect the neighborhood or sections thereof – not endorsing any particular candidate, but speaking to the self-interest of the membership.

#### **Section Two**

Financial--All funds of the Licking Riverside Civic Association are to be used only for expenditures relating to Article II – Purpose of the Organization. Any disbursement of Association funds over \$500 must be approved in advance by the (Executive Committee and thereafter by the) membership of the Association. A financial statement shall be provided for each meeting as well as an end-of-the-year statement that must be presented at the first meeting the next fiscal year.

## **ARTICLE XII**

### **Amendment**

These bylaws may be amended or repealed by a majority of the members of the Association attending a meeting of the Association in person or by signed written proxy.

## **ARTICLE XIII**

### **Fiscal Year**

The fiscal year of the Association shall end on such date as the Executive Committee may determine from time to time. In the absence of such a determination, the fiscal year shall end on the 31<sup>st</sup> day of December.

## **ARTICLE XIV**

### **Parliamentary Authority**

The rules contained in Robert's Rules of Order Revised shall govern meetings of the Association in all cases to which they are applicable, and in which they are not inconsistent with this Constitution-By-Laws.