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# *By Laws*

## *East Lake Neighborhood*

### *Association*

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#### I. NAME AND OFFICES

The name of this organization is the East Lake Neighborhood Association, or ELNA. It is to be registered with the Lexington Fayette Urban County Government, and with the State of Kentucky, providing the names of officers and all appropriate and required information.

#### II. BOUNDARIES

The ELNA is bounded, and contained within, a perimeter defined by the attached map.

#### III. PURPOSES AND OBJECTIVES

The ELNA is a non-profit organization of resident members working together to promote, preserve, and improve their neighborhood as a desirable residential area.

#### IV. POLICIES

The Association is non-partisan and non-commercial. Programs are intended to be informational, civic, social, and advocacy. These programs will be developed through the Board and Ad Hoc committees.

Any data obtained about members is to be used for Association purposes only.

Only the Board may make financial decisions about the disbursement of Association funds.

#### V. MEMBERSHIP AND DUES

1. MEMBERSHIP. Membership in the ELNA is voluntary, and annual dues are voluntary.

2. DUES. The Board of Directors, at the annual spring meeting, shall recommend the amount of the annual dues for the following 12 months, to commencing July 1. Note that this commencement date can be changed by agreement of the Board, but has historically coincided with the summer picnic. Annual dues shall be paid to the Treasurer and deposited to the Association checking account. Annual dues are not refundable.

April 2018

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3. COMPENSATION AND EXPENSES. Members, including Officers, Directors and Committee Members shall not receive any compensation for their services to the Association. Out-of-pocket expenditures and/or purchases, previously authorized by the Board of Directors or the membership for the sole purpose of carrying out the business of the Corporation, shall be reimbursed when a receipt for the expenditure is submitted to the Treasurer of the Association.

## VI. MEETINGS

1. ANNUAL MEETINGS. Association meetings must be held once annually in spring, and before July 1, but may occur more frequently. The order of business at the annual meeting and any special meetings shall be as follows:

- A. Reading and disposal of any unapproved minutes from previous meetings of the membership of the Board of Directors ( if requested);
- B. Treasurer's Report;
- C. Committee or Subcommittee Reports;
- D. Unfinished business;
- E. New Business;
- F. Election of Board of Directors (Spring Meeting);
- G. Adjournment.

Other meetings of the membership may be called at any time by the President, Vice President or Secretary.

2. QUORUM. A quorum is not required to conduct business.

3. VOTING. Any person attending an association meeting, who resides or owns properties within the boundaries of the ELNA, and having reached the age of 18, shall be eligible to vote. Persons must be present to vote.

## VII. BOARD OF DIRECTORS

1. ELECTION. The business of the ELNA shall be managed by a Board of Directors, who shall be elected annually at the annual meeting to hold office for a period of one year commencing July 1, unless they resign or are removed from office in accordance with these bylaws. Directors shall be dues paying members of the Association and shall be chosen by a majority vote of the membership at the annual meeting, voting in person. Residents who wish to run can self-nominate at the annual meeting, and may serve unlimited successive terms.

2. NUMBER. The Board of Directors of the Corporation shall be at least 7, including the President, Vice President, Secretary, Treasurer and at least three (3) Directors. Volunteers to the Board in excess of this number will be welcomed.

3. RESIGNATIONS. An Officer or Director may resign at any time giving written notice of such resignation to the Board of Directors.

4. VACANCIES. If a vacancy occurs on the Board of Directors before the Expiration of the term, the Board of Directors shall fill the vacancy for the remainder of the term. If the President, Vice President, Secretary or Treasurer resigns or is removed from office according to the provisions of these bylaws, the

April 2018  
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office shall be filled by one of the remaining Directors chosen by a majority vote of the Board. If a Director resigns or is removed from office according to the provisions of these bylaws, the Board may appoint a member of the Association to fill the vacancy for the remainder of the term.

5. MEETINGS. Meetings of the Board of Directors will be called by the President, or, in the absence of the President, the Vice President, and must be called at the request of any three (3) members of the Board. Notice of such meetings, including date, time, place and purpose of the meetings shall be given at least two (2) days before the meeting either in writing, or by telephone. The President, Vice President, or in their absence, a designated chairperson shall preside at such meetings.

#### 6. POWERS.

The Board of Directors may appoint special committees and may at any time add additional members to these committees. Such committees shall advise on all matter specifically designated by the Board of Directors.

All contracts entered into by the Corporation shall be for goods and/or services previously authorized by the Board. A minimum of two bids shall be obtained on any contract. All contracts shall be awarded to the lowest bidder.

#### 7. OFFICERS.

- a. President - The President shall have and exercise general charge and supervision of the affairs of the ELNA. The President shall preside at all meetings of the membership and Board of Directors.
- b. Vice President - At the request of the President, or in the event of absence, resignation or incapacity of the President, the Vice President shall act as President. The Vice-President shall assist in the operation of the ELNA by performing such other duties as may be assigned by the Board of Directors and/or the Membership.
- c. Treasurer—The Treasurer shall have supervision of all finances and financial records of the ELNA. The Treasurer shall endorse and deposit all checks payable to the Association. The Treasurer shall sign checks, contracts and make such other payments as may be necessary or proper on behalf of the Corporation. The Treasurer shall keep an accurate record of all income and expenditures. The Treasurer shall present a financial report at all membership meetings and provide a written statement to be entered into the records with the minutes of each meeting.
- d. Secretary - The Secretary shall keep accurate minutes of all meetings of the Association and Board of Directors and shall provide copies of the minutes for the records. These records shall be available, at reasonable times, for inspection by any member.
- e. Directors—The Directors shall assist the Officers by attending all Board meetings and assuming responsibility for such activities as are required to conduct the business of the Corporation or requested by the membership.

8. CONFLICT OF INTEREST-- When the personal, financial or business interests of a member of the Board come into direct conflict with the best interests and objectives of the Corporation, as determined by the Board of Directors, the Board member shall abstain from participation in any vote or decision concerning that issue. Board members are expected to maintain confidentiality with regard to the business of the Corporation and the pursuit of its objectives. If the conflict of interest is too serious for

April 2018

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this course of action to be acceptable or confidentiality cannot be upheld, the Board Member shall voluntarily resign from the Board.

9. REMOVAL—Any Officer or Director may be removed from office by the affirmative vote of two-thirds (2/3) of the membership present at any regular or special meeting called for that purpose. Reasons for removal may include: failure to perform the duties of the office, illegal activity or wrongdoing, a conflict of interest or breach of confidentiality with regard to the activities and/or objectives of the Corporation. Any officer or Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the membership at which such removal is to be voted upon and shall be entitled to appear before and be heard by the membership at such meeting.

## VIII. AMENDMENTS

The by-laws may be amended or repealed by a majority vote of the members represented in person at any meeting of the members of the ELNA provided that the proposed action is included in the notice of such a meeting.

