



# Central Park West Neighborhood Association

## Central Park West Neighborhood Association By-Laws

CENTRAL PARK WEST ASSOCIATION, INC. a nonprofit corporation chartered September 17, 1993 under the laws of the Commonwealth of Kentucky.

### **ARTICLE I**    **Name of Organization**

**Section 1.01** This organization shall be known as Central Park West Association, Inc. hereinafter referred to in this document as CPW or Association.

### **ARTICLE II**    **Mission Statement**

**Section 2.01** As stated in the Article of Incorporation: “The corporation is organized under Chapter 273 for the purpose or purposes of carrying on exclusively public, charitable and educational purposes which qualify as charitable and educational purposes as defined in Section 170©(2) of the Internal Revenue Code of 1954, including without limitation the advancement of public education and culture; the combating of community deterioration, and the preservation of public building easement, facilities and works of historical architectural or aesthetic interests to the citizens of Louisville, Kentucky.”

### **ARTICLE III**    **Membership and Membership Fees**

**Section 3.01** All persons residing in or owning an interest in, any residential or nonresidential building located in the 700 block of South Seventh Street, the 600 block of West Ormsby, Ormsby Court, the 1300 and 1400 blocks of South Sixth Street, Floral Terrace, the 500 and 600 blocks of Park Avenue, 600 block of Myrtle Street, the 500 and 600 block of Magnolia Avenue and the 1400 block of Levering Street in Louisville, Kentucky are entitled to membership in this association upon selection of a membership level and the payment of annual membership fees for the level of membership selected. Those persons granted membership through payment of membership fees shall be permitted one vote. Selection of multiple membership levels by one entity shall not be permitted.

**Section 3.02** Membership may be granted to other persons on such conditions and terms as approved by a simple majority vote of all members present and voting at a duly called meeting OR by a simple majority vote of participating members at a duly called online vote.

**Section 3.03** All Members in “good standing” shall be entitled to one vote. “Good Standing” defined as annual membership fees for membership level selected paid and current.

**Section 3.04** Membership in the association shall cease:

- A) When a member no longer resides in nor owns an interest in any residential or nonresidential building in the 700 block of South Seventh Street, the 600 block of West Ormsby, Ormsby Court, the 1300 and 1400 blocks of South Sixth Street, Floral Terrace, the 500 and 600 blocks of Park Avenue, 600 block of Myrtle Street, the 500 and 600 block of Magnolia Avenue and the 1400 block of Levering Street in Louisville, Kentucky unless membership is granted pursuant to Article III, Section 3.02.
- B) Upon failure to pay membership fees due and not received at time of renewal. However, subsequent payment of all assessed membership fees owing for the current year at the time of membership ceased shall automatically reinstate such terminated membership.

**Section 3.05** Annual membership fees shall be payable at the time and in the amount as follows:

- A) Membership fees shall be due and payable at the initial request for membership and renewable annually at time of renewal thereafter unless verbally extended by the CPW Board of Officers/Directors.
- B) The amount of membership fees shall be determined by a simple majority vote of all members present at a duly called meeting OR by a simple majority vote of participating members at a duly called online vote.
- C) Levels of Membership (Effective January 1, 2024)
  - a) Single - Fees are \$25 annually per individual
  - b) Household - Fees are \$35 annually per household unit
  - c) Business - Fees are \$75 annually per entity

## **ARTICLE IV** Meetings

**Section 4.01** An annual meeting of the membership shall be called by the current Board of Officers/Directors for Central Park West Association for the purposes of presenting & electing a slate of officers. The time and place of such meeting shall be determined by the Board of Officers/Directors.

**Section 4.02** In addition to the annual meeting, other meetings shall be called by the President at such reasonable times and places as may be needed to carry out business and purposes of

this association, and a meeting must be called promptly by the President at a reasonable time and place upon verbal or written request of its members. The President shall strive to arrange bimonthly meetings, one of which may be the annual meeting.

**Section 4.03** Persons residing in or owning an interest in, any residential or nonresidential building within the boundaries of Central Park West Association shall receive an annual notification of the Association's first meeting date/time/location. Thereafter, all Association members shall be notified of scheduled meetings electronically, in writing or by telephone not less than five (5) days prior said meeting.

**Section 4.04** For the purposes of voting, a majority of the members who are paid current in the membership fees are entitled one vote per membership level. Those members paid current in their membership fees shall constitute a quorum. **The Association shall not make any assessments beyond the annual membership fees.**

**Section 4.05** All business, actions, motions and elections shall require a simple majority vote of all members present and voting OR by a simple majority vote of participating members at a duly called online vote; unless otherwise specified by these bylaws.

## **ARTICLE V Officers/Directors**

**Section 5.01** The Officer of Central Park West Association, Inc. shall be a President, a Vice-President, a Secretary/Reporter, a Treasurer and the Member-at-Large (most recent past year's President).

**Section 5.02** The President shall preside over all meetings of the Association, shall exercise general supervision of the affairs and activities of the Association, and shall perform such other services as custom, necessity, and parliamentary usage require, and in matters presented for a vote shall preside over the call of the vote, but not have a vote.

The President shall appoint all committees and, in addition to being a member and the presiding officer of the Board of Officers/Directors, shall be an ex-officio member of all committees. The President shall submit a report of any activities of the Board of Officers/Directors to the Association members at the next scheduled meeting.

**Section 5.03** The Vice-President shall assume the duties of the President during the President's absence or inability to serve, shall assist the President in the general supervision of the affairs and activities of the Association, and shall perform such other services as custom, necessity, and parliamentary usage require and shall be a member of the Board of Officers/Directors.

**Section 5.04** The Secretary/Reporter shall keep the minutes of the Association, shall give written and/or verbal notice of meetings and of other events significant to the area as directed

by the President or Vice-President, and shall render a secretary/reporter's written report to the membership not less than five (5) prior to each scheduled meeting and shall render a copy of the report as approved by simple majority vote of participating members to such electronic and/or hard file as customer and/or necessity require. The Secretary/Reporter shall act as the Corporate Secretary insofar as the execution of official documents or official actions are required.

**Section 5.05** The Treasurer shall be a the custodian of all monies, securities, and valuable paper of the Corporation, shall keep a roll of active membership, shall pay Association expenses and deposit Association monies, shall act as the Corporate Treasurer insofar as the execution of official documents and other official actions are required in maintaining the financial responsibilities and reports required as an active corporation within the state of Kentucky. This includes but is not limited to Association bank accounts, tax filings, nonprofit status, fundraising activities and matters of historical interest concerning the Association's other capital projects. The treasurer shall provide a written financial report to the membership at scheduled meetings as called by the President or Vice-President and shall render a copy of the financial report as approved by a simple majority of participating members to such electronic and/or hard file as custom and/or necessity require.

**Section 5.06** The Member-at-Large (most recent past year's CPW President) shall be an ex-officio member of committees and report committee updates and/or concerns to the Board of Officers/Directors.

**Section 5.07** The Chairperson of Fund-raising shall be an ex-officio of ad-hoc committees related to the raising of funds for the purposes of supporting those actions defined in Article II, Section 2.01 and report committee updates and/or concerns to the Board of Directors.

**Section 5.08** The Old Louisville Neighborhood Council Representative (OLNC Rep) shall represent the Association at duly called OLNC meetings and shall render a vote on their behalf at such meetings and shall report to members of the Board and/or membership at each scheduled meeting.

**Section 5.09** CPW membership shall receive written notification of proposed Slate of Nominees for Officers of the Association no less than thirty (30) days prior to the scheduled annual meeting. Officers shall be elected by simple majority vote of the members present and voting at the annual meeting. Election of officers shall not be permitted using electronic ballots.

The newly elected officers shall assume their duties and term of office the January immediately following the annual meeting.

In the case of death, incapacity or resignation of President, the Vice-President shall serve in the role of President until the election of officers at the next scheduled annual meeting and the term of office for the President ends in th January immediately following the annual meeting.

In the case of death, incapacity or resignation of Vice-President, Secretary/Reporter, Treasurer, Member-at-Large, Chair of Fund-raising or OLNC Rep, the Board of Directors shall by majority vote elect a successor to serve until January 1 of the next year and shall also undertake to conduct a special election from among eligible members to secure a permanent incumbent who shall complete the unexpired term in office.

**Section 5.10** The Board of Directors shall include but are not limited to the officers of the Association, CPW Chairperson of Fund-raising and the CPW Representative to the Old Louisville Neighborhood Council. Each officer/director is entitled to one vote at duly called Board meetings.

**Section 5.11** The Board of Directors shall have the authority to act in the interim between meetings of the membership upon all matters upon which the membership could act at a regularly scheduled meeting. Meetings of the Board of Officers/Directors shall be held upon the call of the President of the Association, who shall serve as the presiding officer. For the purposes of voting, a majority of the Board of Officers/Directors physically present or who have designated a representative in the absence and who are paid current in their membership fees are entitled to one (1) vote per officer/director. Those members physically present at a duly called meeting by the President shall constitute a quorum. A simple majority vote of those officers/directors present may approve expenditures for the Association not to exceed the amount of \$500 per request. The Board of Officers/Directors shall not make changes to the assessment of membership fees.

**Section 5.12** Meetings of the Board of Directors shall be held upon the call of the President of the Association and shall serve as presiding officer.

**Section 5.13** A simple majority vote of the Board members present or duly called electronic venue shall constitute a quorum.

**Section 5.14** With the exception of the President, all members of the Board of Directors shall have the same voting privileges. One vote per member. In the event of a tie vote, the matter will reopen for discussion with a 2nd "silent" cote called and with the President permitted to vote.

**Section 5.15** The President shall submit a verbal or electronic report of any Board activities subsequent to the preceding meeting of the membership.

**Section 5.16** In the case of death, incapacity or resignation of a member of the Board of Directors, the Board of Directors shall by majority vote elect a successor to serve until January 1 of the next year and shall also undertake to conduct a special election from among eligible members to secure a permanent incumbent who shall complete the unexpired term of office.

## **ARTICLE VI Amendments**

**Section 6.01** The Association's Bylaws may be amended by a simple majority vote of the members in "good standing" present and voting at a duly called regular or special meeting of the membership of the Association, provided due notice of the proposed changes has been given to the membership at least two (2) weeks prior to said meeting. For the purposes of voting to change Association Bylaws, a voting member shall be defined as those persons physically present at said meeting who are in "good standing."

## **ARTICLE VII Action by Written/Electronic Ballot without a Meeting**

**Section 7.01** Any matter or issue requiring a vote of the Association membership or upon which the Board of Directors resolves to seek action by the Association membership except for the election of Officers or Directors, may be submitted to the Association membership for approval by written/electronic ballot without the necessity of calling a meeting of the Association membership so long as the requirements for action by ballot in this Article VII are satisfied. The determination to seek membership approval for actions by written/electronic ballot shall be made by the President of the Association.

**Section 7.02** Balloting Time Requirements: A record date shall be established and the written/electronic ballot shall be distributed to every member in "good standing" (annual membership fees current) and entitled to vote on the matter at least 15 days prior to the final date the electronic ballots are to be received and counted.

**Section 7.03** Content of Written/Electronic Ballots: Written/Electronic ballots distributed to the members shall describe the proposed action(s) and provide an opportunity to specify approval or disapproval of each matter or group of related matters. The ballot shall provide, subject to reasonable specified conditions, a choice and the opportunity to vote in accordance with that choice.

**Section 7.04** Time for Return of Written/Electronic Ballot: All written/electronic ballots shall provide a reasonable time within which to return the written/electronic ballot to the Board of Directors or the President and shall state, on the ballot, the date by which the ballot must be returned in order to be counted.

**Section 7.05** Requirements for Valid Action: Approval by written/electronic ballot shall be valid only when 1) the number of votes cast by ballot within the time period specified equals or exceeds the quorum (a simple majority of those members in "good standing") that would have been required present at a membership meeting if such a meeting had been convened to vote on the proposal, and 2) the number of approvals equals or exceeds the number of affirmative votes required to approve the action at a membership meeting.

**Section 7.06** Solicitation Rules: Written/Electronic ballots shall 1) indicate the number of responses needed to meet quorum requirements for the action, 2) the time by which the ballot

must be received by the Board of Directors or President to be counted and 3) the percentage or number of votes necessary to approve the measure submitted for membership approval.

**Section 7.07** Notification of Results Upon Tabulation of the Written/Electronic Ballots: The Board of Directors or President shall notify the Members of the outcome of the vote at a business meeting or through the membership list server. If the number of written/electronic ballots cast is insufficient to constitute a quorum, the Board of Directors or President shall notify the members. Once cast, a written/electronic ballot may not be revoked.

## **ARTICLE VIII** Organizational Dissolution

**Section 8.01** The Association may be dissolved only upon adoption of a motion to dissolve the Association and the adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

**Section 8.02** Motion to vote for dissolution must be made and adopted by simple majority vote of the members in “good standing” present and voting at a duly called regular or special meeting of the membership of the Association. Final voting on motion for dissolution will be called at the next duly called regular or special meeting of CPW where the final plan of dissolution and distribution of assets is presented and approved by simple majority vote.

**Section 8.03** Plans for the dissolution and distribution of Association assets shall be organized by the sitting Board of officers and must be consistent with the Certificate of Incorporation and with State law, using the following methodology. Board of officers will arrange a sale or auction to liquidate all physical Association assets of value, settle all outstanding Association debts, and distribute liquid assets to three or fewer 501c3 compliant not for profit organizations. The board will also close all Association accounts including but not limited to banking, credit, email, and website/social media