

Revised November 13, 2018

BYLAWS of the EASTWOOD VILLAGE COUNCIL

ARTICLE I. General

(A) Description and name

These are the bylaws for EASTWOOD VILLAGE COUNCIL, INC., operating under the assumed name of EASTWOOD VILLAGE COUNCIL, a Kentucky non-stock, nonprofit corporation, which is open to every resident that lives within and every business or property owner that operates within EASTWOOD VILLAGE as adopted by the Eastwood Village Council.

(B) Purposes of Council

The Council, acting in accordance with the articles of incorporation of the Council, and these bylaws, and through its officers, and through the Executive Board of the Council, shall be an advocate for the future of EASTWOOD VILLAGE; shall develop a plan for the future of EASTWOOD VILLAGE; shall evaluate the appropriateness and compatibility of any new development that is proposed for EASTWOOD VILLAGE, including its vision, neighborhood identity, land use, mobility, community facilities, recreation open space; shall review and evaluate the Eastwood Neighborhood Plan; and, shall work to defend the rights, heritage, tradition, and history of the people of EASTWOOD VILLAGE.

(C) Office

The office of the EASTWOOD VILLAGE COUNCIL and of the Executive Board shall be at such office in Eastwood as the Executive Board may determine from time to time.

(D) Fiscal Year

The fiscal year of the EASTWOOD VILLAGE COUNCIL shall be the calendar year.

(E) Members' qualifications

Each person that lives within the boundary of EASTWOOD VILLAGE, and every property or business owner that operates a business within the boundary of EASTWOOD VILLAGE is eligible to become a member of the EASTWOOD VILLAGE COUNCIL. All members are encouraged to pay a voluntary annual membership fee. A person's Membership automatically terminates if that person no longer meets the Membership requirements.

(F) Rules of Order

Executive Board Meetings shall be in accordance with Roberts Rules of Order.

ARTICLE II. Members

(A) Annual Meetings

The annual meeting of Members shall be held at a time and date specified by the board in November of each year. At such meetings the Executive Board shall be elected by the Members in accordance with the provisions of these bylaws. The Members may transact such other business at such meetings as may properly come before them.

(B) Place of Meetings

Meetings of the Members shall be held at the principal office of the EASTWOOD VILLAGE COUNCIL as set forth in the section of these bylaws entitled "Office," or at such other place reasonably convenient to the Members as may be designated by the Executive Board. (C) Special Meetings

The Chairperson of the EASTWOOD VILLAGE COUNCIL shall call a special meeting of the Members if so directed by resolution of the Executive Board, or upon a petition signed and presented to the secretary of the EASTWOOD VILLAGE COUNCIL by fifty (50) Members. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

(D) Notice of Meetings

The secretary, Chairperson, or any other officer, of the EASTWOOD VILLAGE COUNCIL shall advertise in the newspaper and/or any generally accepted electronic means, any special meeting of the Members of EASTWOOD VILLAGE COUNCIL, at least 7 but not more than 30 days prior to such meeting, stating the purpose thereof as well as the time and place where it is to be held.

(E) Voter Qualifications

Each Member of the EASTWOOD VILLAGE COUNCIL is entitled to one vote on all matters put to a Membership vote by the Executive Board.

(F) Proxies

At all meetings proxy votes may be cast and counted if submitted to the secretary in writing and signed by the person entitled to vote, a minimum of 48 hours prior to the meeting.

ARTICLE III. Executive Board

(A) Number and Qualification

The management of the EASTWOOD VILLAGE COUNCIL shall be under the exclusive control and direction of the Executive Board.

(B) Election and Term of Office

Election and Term of The Executive Board shall be elected at the annual meeting of the members. Board members shall be elected from Eastwood's residents, property owners, or business owners. Board members are elected for a two (2) year term beginning January 1 and ending December 31 and subsequently until their respective successors shall have been duly elected.

(C) Any Executive Board Member who ceases to qualify for serving on the Executive Board shall be immediately disqualified to continue to serve on the Board. Disqualification may be due to moving from the Eastwood Village, no longer a property owner or no longer a business owner in Eastwood.

(D) Secretary and Treasurer

If the Secretary and Treasurer positions are not filled by members of the Executive Board, the Executive Board may appoint the Secretary and Treasurer. In this event the positions of Secretary and Treasurer are nonvoting positions of the Executive Board.

(E) Areas of Representation

It is the responsibility of the Executive Board and the Nominating Committee to assure all areas of Eastwood are properly represented. The areas to be represented are as follows:

1. EASTWOOD VILLAGE CORE ZONE (up to 4 reps): The area which is marked by heavy dots on the attached Village Boundary Map from the Eastwood Neighborhood Plan dated October 2005.
2. AT-LARGE ZONE (up to 6 reps): The area outside the Village Core and inside the Village Neighborhood boundary.
3. SUBDIVISION: All subdivisions (1 rep each) within the EASTWOOD VILLAGE boundary.

(F) Vacancies

In the event of a vacancy on the Executive Board, the remaining members of the Executive Board shall elect a new Executive Board Member with the necessary qualifications to hold that specific Executive Board Member position until the next annual board meeting election. VACANT positions shall not be counted in determining whether a quorum is present at meetings.

(G) Powers and Duties

The Executive Board shall have the powers and duties necessary for administration of the affairs of the EASTWOOD VILLAGE COUNCIL and may do all such actions and activities to accomplish those purposes. Such powers and duties of the Executive Board shall include, but shall not be limited to, the following:

1. Be an advocate for the future of EASTWOOD VILLAGE;

2. Develop a plan for the future development of EASTWOOD VILLAGE;
3. Evaluate the appropriateness and compatibility of any new development that is proposed for EASTWOOD VILLAGE, including its vision, neighborhood identity, land use, mobility, community facilities, and recreation open space;
4. Review and evaluate the Eastwood Neighborhood Plan;
5. Review and evaluate Cornerstone 2020 and its antecedents;
6. Defend the rights, heritage, tradition, and history of the people of EASTWOOD VILLAGE;
7. Take other necessary and proper actions on behalf of the EASTWOOD VILLAGE.

(H) Regular Meetings of Executive Board Members

Regular meetings of the Executive Board shall be held at 6:30 p.m. on the 2nd Tuesday of each month at the Eastwood Recreation Center, Eastwood Village, Kentucky, or at such time and place as shall be determined from time to time by the vote of a majority of the Executive Board Members.

(I) Special Meetings of Executive Board Members

Special meetings of the Executive Board may be called by the Chairperson or upon written request of two (2) other Executive Board Members, with at least five (5) business days' prior notice to each Executive Board Member given by mail, or any generally accepted electronic means, which notice shall state the time, place (which shall be within a 20-mile radius of the EASTWOOD VILLAGE), and purpose of the meeting.

(J) Waiver of Notice

Any Executive Board Member may at any time waive notice of any meeting of the Executive Board in writing, or any generally accepted electronic means, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by an Executive Board Member at any meeting of the Executive Board shall constitute a waiver of notice by attendee of the time and place thereof. If all the Executive Board Members are present at any meeting of the Executive Board, no notice shall be required and any business may be transacted at such meeting which properly may be transacted pursuant to the provisions of these Bylaws.

(K) Voting

Each Executive Board Member shall be entitled to cast one vote at all meetings of the Executive Board.

(L) Quorum and Decision of Executive Board

Except as may otherwise be provided in these Bylaws, the presence in person of greater than 50% of the Executive Board Members shall constitute a quorum at all meetings of the Executive

Board. At any meeting of the Executive Board at which a quorum is present, the vote of greater than 50% in number of the Executive Board Members present and voting shall constitute the decision of the Executive Board. If at any meeting of the Executive Board there shall be less than a quorum present, any Executive Board Member who is present may adjourn the meeting to a later time and place. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

(M) Informal Action by Executive Board Members

Any action required or permitted to be taken at a meeting of the Executive Board, or any action which may be taken at a meeting of the Executive Board or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed or affirmed via any generally accepted electronic means, by all of the Executive Board Members, or all of the Members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

(N) Presiding Officer at Executive Board Members' Meeting

The presiding officer of an Executive Board Members' meeting shall be the Chairperson of the EASTWOOD VILLAGE COUNCIL, or, if the Chairperson is not in attendance, the Vice Chairperson. In the absence of the Chairperson or Vice Chairperson, a majority of the Executive Board Members present shall designate one of their numbers to preside.

(O) Order of Business at Executive Board Members' Meeting The order of business at Executive Board Members' meetings shall be:

1. Calling of roll;
2. Reading and disposal of any unapproved minutes;
3. Reports of officers and committees;
4. Unfinished business;
5. New business;
6. Adjournment.

(P) Fidelity Bonds

The Executive Board may obtain fidelity bonds for all officers and employees of the EASTWOOD VILLAGE COUNCIL and its Executive Manager, if any, handling or responsible for funds of the EASTWOOD VILLAGE COUNCIL. The premiums on such bonds shall constitute a common expense.

Q) Compensation

No Executive Board Member shall receive any compensation from the EASTWOOD VILLAGE COUNCIL for acting as such. However, notwithstanding the foregoing, or any other provision to the contrary contained in these Bylaws, nothing shall prevent an Executive Board Member, subject to the approvals required herein, to be engaged in the additional or other capacity as a managing agent or employee of the EASTWOOD VILLAGE COUNCIL for salary or fees. The compensation, if any, of the officers shall be fixed by the Executive Board and noted in the minutes of the Executive Board.

(R) Liability of the Executive Board Members

The Executive Board Members shall not be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct, gross negligence, or bad faith. The EASTWOOD VILLAGE COUNCIL shall indemnify and hold harmless each of the Executive Board Members against all contractual liability to others, and all other loss, claim, cost, and expense (including but not limited to reasonable attorney fees), arising out of contracts made by the Executive Board on behalf of the EASTWOOD VILLAGE COUNCIL unless any such contract shall have been made in bad faith, with the cost and expense of any such indemnity to be a common expense of the EASTWOOD VILLAGE COUNCIL. It is intended that the Executive Board Members shall have no personal liability with respect to any contract made by them on behalf of the EASTWOOD VILLAGE COUNCIL. The Executive Board shall obtain and maintain both commercial general liability insurance and directors and officer's liability insurance, each with a minimum liability limit of \$1,000,000.00.

ARTICLE IV. Officers

(A) Designation

The principal officers of the EASTWOOD VILLAGE COUNCIL shall be the Chairperson, the Vice Chairperson, the Secretary, and the Treasurer, all of whom shall be elected by vote of the Executive Board. The Executive Board may appoint an assistant treasurer, an assistant secretary, and such other officers as in the judgment of the Executive Board may be necessary or desirable to assist in managing the affairs of the EASTWOOD VILLAGE COUNCIL. The Chairperson and Vice Chairperson, but no other officers, shall be required to be Executive Board Members.

(B) Election of Officers

The officers shall be elected annually by the Executive Board at the regular December meeting of the Executive Board.

(C) Removal of Officers

Upon the affirmative vote of a majority of the Executive Board Members, any officer or Board Member may be removed after being absent for four (4) consecutive meetings; or missing more than 50% of the board meetings in any 12 month period; or no longer qualifying to serve in the position elected, and their successor may be appointed by the Executive Board at any regular meeting of the Executive Board, or at any special meeting of the Executive Board called for such purpose.

(D) Chairperson

The Chairperson shall be the chief executive officer of the Executive Board. He/she shall preside at all meetings. He/she shall have all of the general powers and duties which are incidental to the office of Chairperson of a nonstock, nonprofit corporation, including, but not limited to, the power to appoint committees from among the Members from time to time as he/she may in his/her discretion decide is appropriate to assist in the conduct of the affairs of the EASTWOOD VILLAGE COUNCIL.

(E) Vice Chairperson

The Vice Chairperson shall take the place of the Chairperson and perform his/her duties whenever the Chairperson shall be absent or unable to act. If neither the Chairperson nor the Vice Chairperson is able to act, the Executive Board shall appoint some other Executive Board Member to act in the place of the Chairperson, on an interim basis. The Vice Chairperson shall also perform such other duties as shall from time to time be imposed upon him/her by the Executive Board.

(F) Secretary

The Secretary shall keep the minutes of all meetings of the Executive Board; the secretary shall have charge of such books and papers as the Executive Board may direct, and shall, in general, perform all the duties incidental to the office of secretary of a nonstock, nonprofit corporation.

(G) Treasurer

The Treasurer shall have the responsibility for collecting all funds, for assisting the Executive Board in the preparation of the annual budget and the calculation of the common charges, for investing EASTWOOD VILLAGE COUNCIL funds and securities, for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. The Treasurer shall be responsible for the deposit of all moneys and other valuable property in the name of the Executive Board, in such depositories as may from time to time be designated by the Executive Board, and shall, in general, perform all the duties incidental to the office of Treasurer of a nonstock, nonprofit corporation, including, but not limited to (1) insuring that a book of detailed accounts of receipts and expenditures affecting the EASTWOOD VILLAGE COUNCIL and its administration is kept in accordance with good accounting procedures, which shall specify the maintenance and repair expenses of the EASTWOOD VILLAGE COUNCIL, and (2) arranging for the audit of said books by a certified public accountant, as directed by the Executive Board.

(H) Agreements, Contracts, Deeds, Checks, etc.

All agreements, contracts, deeds, leases, checks, and other instruments of the EASTWOOD VILLAGE COUNCIL shall be executed by any two officers of the EASTWOOD VILLAGE COUNCIL, at least one of whom shall be a member of the Executive Board, or by such other person or persons as may be designated by the Executive Board, as unanimously approved by an action of the Executive Board.

ARTICLE V. Miscellaneous

(A) Notices

All notices required to be given to the Executive Board pursuant to any provision of any of the EASTWOOD VILLAGE COUNCIL Bylaws shall be sent to the Executive Board in care of the Executive Manager/Chairperson, or if there be no Executive Manager, to the Executive Board, by registered or certified mail, return-receipt requested, or by digital communication with receipt or reply notification activated or requested.

(B) Severability

The invalidity of any provision of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of any other provision of these Bylaws.

(C) Waiver

No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

Article VI. Amendments to Bylaws

These Bylaws may not be modified, amended, or repealed except by the vote of the Membership at the annual Membership meeting held at the time & date specified by the Executive Board (see Article II para (A)), or at any special meeting convened for that purpose.

Approved:

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(Signature and title of Chairperson)

Nov. 13, 2018

(Date)