**IDLE HOUR NEIGHBORS ALLIANCE**

**BY-LAWS**

**I. NAME AND OFFICE**

The name of this association is Idle Hour Neighbors Alliance, hereinafter referred to as Alliance. The principal office of the Alliance will be in the City of Lexington, Fayette County, Kentucky.  The business and property of the Alliance shall be managed by a Board of Directors, hereinafter referred to as Board.

**II. RULES OF ORDER**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Alliance in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Alliance may adopt.  The President may appoint a parliamentarian to be present at all meetings.

**III. MEMBERSHIP**

**Qualifications**  Membership in the Alliance shall be extended to any individual residing or owning property or a business in the geographical area of Idle Hour Subdivision. Membership will be extended to that individual or business upon receipt of annual non-refundable dues.

**Funds**  The fiscal year for the Alliance will be the calendar year from January 1st to December 31st. In order to raise funds needed to meet the Alliance expenses as well as pursue the Alliance’s goals and objectives, the membership fee will be $10 yearly per person or business desiring membership and voting rights.

Individual, corporate and business contributions are welcome. In addition to membership fees, fundraising events will also be utilized.  Membership fees are not refundable. Any member who has not paid the annual dues shall be considered not to be in good standing.

**Compensation and Expenses**  Members, including Officers, Directors and Committee Members, will not receive any compensation for their services to the Alliance.  Out-of-pocket expenditures and/or purchases, previously authorized by the Board or the membership for the sole purpose of carrying out the business of the Alliance, will be reimbursed when a receipt for the expenditure is submitted to the Treasurer of the Alliance.

**Political Considerations** The Alliance will not be affiliated with any political party and does not endorse any candidates for elected office.

**IV. MEETINGS**

**Quarterly General Meetings**  Quarterly meetings of the general membership of the Alliance will be held on the second Monday of February, May, August and November.

**Special Meetings**  Additional, i.e. special meetings of the general membership of the Alliance shall be called by a majority vote of the Board or by the President upon the written request of ten (10) percent of the membership.  A call of a special meeting of the membership shall set forth in writing the purpose(s) of said meeting and no other business shall be transacted at any special meeting without the unanimous consent of those members present

**Notice of Meetings** Notice of any general meeting, quarterly or special, shall be delivered by flyers, signs, email or phone or combination thereof to all members of the Alliance.  Notice will include date, time, place and purpose(s) of the meeting. Any member wishing to place an item on the agenda must notify the Secretary at least 10 days in advance of the meeting.

**Quorums** Ten (10) percent of the membership shall constitute a quorum for any general meeting of the Alliance and a majority of the Directors shall constitute a quorum for a Board meeting.

**Voting**  A majority vote of quorum present shall determine all questions at any meeting.  Any member in good standing may vote on any and all matters at a general meeting, regular or special, of the Alliance.

**V. BOARD OF DIRECTORS**

**Election**  The first general election will be held in 2013.  The Secretary shall maintain a listing of board position numbers at its principal office.  Officers and At-Large Directors will be elected and serve for terms of two (2) years and may be re-elected.  Odd-numbered positions will be elected in odd-numbered years and even-numbered positions in even-numbered years.

**Number** The Board of Directors of the Alliance shall be made up of a President, Vice-President, Secretary, Treasurer and up to nine (9) At-Large Directors.

**Resignation**   A Director may resign at any time by giving written notice of such resignation to the President of the Alliance.

**Vacancies**  If a vacancy occurs on the Board, the Board may fill the vacancy for the unexpired term.  Any board member who fails to attend three consecutive board meetings without excuse shall have the member’s seat declared vacant.  If the vacancy is an officer, it must be filled by a current member of the Board. If the vacancy is an At-Large Director, it must be filled by a current eligible member of the Alliance.

**Board Meetings**  Regular meetings of the Board will be held two (2) weeks before regular meetings of the Alliance.  Special meetings of the Board will be called by the President, or in the absence of the President, the Vice-President, and also may be called at the request of any (2) members of the Board. Notice of such meetings shall include date, time, place and purpose(s) of the meeting and shall be given at least two (2) days before the meeting, either by email or telephone.

**Powers**  The Alliance’s powers are vested in and shall be exercised by its membership which includes the Board. The Board shall exercise no power or authority, except as specifically provided herein or as directed by the membership at any meetings.

The Board will annually review the needs of the Alliance at its January meeting and create committees to address those needs at its February meeting.  The Board will either appoint a chair or designate a committee member to call the first meeting at which a chair would be elected.

The financial authority of the Board shall be governed by a detailed annual budget as created by the Board.  Quarterly financial reports, as prepared by the Treasurer, will be monitored and approved by the Board. The annual budget will be adopted by a majority of the quorum present at the Fall Meeting of the membership and will be binding upon the Board with the following exceptions:

1). This budget may be amended at any regular or special meeting of the Membership.

 2). This restriction will not prohibit the Board from making adjustments in the annual budget from time to time so long as the total expenditures for any fiscal year shall not exceed the total budgeted sum for all expenditures.

All contracts entered into by the Alliance shall be for goods and/or services previously authorized by an approved or amended annual budget.  A minimum of two bids shall be obtained on any contract. All contracts shall be awarded to the lowest bidder unless an exception is made by a two-thirds (2/3) vote of the Board.

Unless specifically authorized by the Board, no Officers, Directors, Members or Agent will have any power or authority to bind the Alliance by any contract or engagement or to pledge its credit or render it liable financially for any purpose or to any amount.

**Proxies**  A member of the Board of Directors may cast his/her vote by proxy providing the proxy vote is either in writing or sent via e-mail and printed and brought to the meeting by the board member representing the absent board member.

**Duties**

**President** will have and exercise general charge and supervision of the affairs of the Alliance.  The President will preside at all meetings of the membership and Board.

**Vice-President** at the request of the President, or in the event of the absence, resignation or incapacity of the President, shall act as President and will attend all meetings of the membership and Board.  The Vice-President shall assist in the operation of the Alliance by performing such other duties as may be requested by the President, Board and/or the membership.

**Secretary** will attend all meetings and keep accurate minutes of all meetings of the membership and the Board and provide copies of these minutes for the records. The Secretary shall have charge of all correspondence for the Alliance, including meeting and dues notices.  Pursuant to Section 233 of the Not-for-Profit Corporation Law, the Secretary shall maintain all records of the Alliance, including membership, at its principal office. These records shall be available, at reasonable times, for inspection by any Member, his/her agent or attorney.

**Treasurer** shall have supervision of all finances, property and financial records of the Alliance. The Treasurer shall endorse and deposit all checks payable to the Alliance. The Treasurer shall sign all checks and contracts and ensure the accuracy of other payments as may be necessary or proper on behalf of the Alliance. All checks written will have two signatures: the Treasurer and either the President, Vice-President or an authorized at-large member of the Board. The Treasurer shall keep an accurate record of all income and expenditures. Pursuant to Section 233 of the Not-for-Profit Corporation Law, the Treasurer shall maintain the books of the Alliance at its principal office.  These records shall be available, at reasonable times, for inspection by any Member, his/her agent or attorney. The Treasurer shall present a financial report at all board and membership meetings and provide a written financial statement to be entered into the records with the minutes of each meeting.

**At-Large Directors** shall attend meetings of the Board, including special meetings and quarterly membership meetings, and assume responsibility for such activities as are required to conduct the business of the Alliance or as requested by the membership.

**Confidentiality**  All officers, directors, committee members, volunteers and members of the Alliance are expected to maintain confidentiality with regard to the business of the Alliance and the pursuit of its objectives.  If confidentiality is not upheld, that individual shall resign from the Alliance.

**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 Alliance, as determined by the Board, the Officer or Director is expected to maintain confidentiality with regard to the business of the Alliance and the pursuit of its objectives. If the conflict of interest is too serious for this course of action to be acceptable or confidentiality cannot be upheld, the Officer or Director shall voluntarily resign from the Board.

**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 Alliance or any conduct detrimental to the interests of the Alliance.

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.

**VI. COMMITTEES**

**STANDING COMMITTEES**

**By-Laws** The By-Laws Committee will annually review the by-laws and recommend revision(s) to the membership.

**Nominating** The President shall appoint a Nominating Committee at the January board meeting for the purpose of identifying potential board members and officers if a vacancy occurs, and presenting a slate of nominees for officers and directors to be elected at the Fall General Meeting.  The Nominating Committee shall consist of at least three (3) persons selected from the membership. Anyone wishing to serve as an officer or director may contact the Nominating Committee in writing or by telephone prior to the Fall Meeting.  In order to run for an Officer position, the person must be a member in good standing and have been a member of the Alliance for at least a year.  If necessary, additional nominations shall be taken from the floor at the Fall General Meeting.  If more than one person is seeking the same office, each candidate shall be given three (3) minutes to address the membership present at the Fall Meeting before a vote is taken.

**AD HOC COMMITTEES**

Such committees as are required to address issues of the Alliance will be established.

**VII. DISSOLUTION OF THE ALLIANCE**

Upon dissolution of the Alliance, assets shall be disposed of exclusively for the purpose of the Alliance or distributed to such organizations operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under Section 501(c)(4) or shall be distributed to the federal, state, or local government for a public purpose.

**VIII. AMENDMENTS**

Amendments to the Alliance’s by-laws may be proposed by any member of the Alliance.  Amendments must be submitted in writing to the By-Laws Committee. Unless otherwise specified, approved revisions will take effect immediately upon adoption.

Effective:  February 13, 2012

Revised: February 10, 2020