

# East Row Historic Foundation By-Laws

The document is a second revision to the original By-Laws prepared in the year 2000, when the Gateway and Mansion Hill neighborhoods were combined under the umbrella of the East Row Historic Foundation.

The By-Laws Committee held a meeting on 6/23/2021, 8/18/2021, and 9/27/2021 with the purpose of updating the By-Laws to reflect changes that had occurred since the 2007 revision and to improve the clarity and consistency of the document. The document was presented at the 10/5/2021 monthly meeting of the ERHF and a vote taken on aligning the voting standards to a two-thirds majority.

The revisions presented here are primarily cleanup, removing references to organizations that no-longer exist, typos, and making language consistent. The only structural changes involve the aforementioned two-thirds majority required for all votes, and a requirement that expenses be approved by the Chair (or substitute Director) rather than dual signed checks to allow for electronic payments and other transfers as needed.

Small changes were made for the 1<sup>st</sup> reading on 11/2/2021, aligning the voting standard for membership for non-residents to a two-thirds majority, and clarifying that nominations for officers from the floor must be made when the slate is presented, and elections will be by plurality vote.

At the ERHF meeting on 1/4/2022 a 2<sup>nd</sup> reading of the By-Laws was made and the document was unanimously adopted without further changes.

The 2021 By-Laws Committee comprises of:

Jason Kramb  
Ian Budd  
Elizabeth Robson  
Corey Siddall

# **The By-Laws of East Row Historic Foundation, Inc.**

**Adopted: March 7, 2000, Amended November 6, 2007 and January 4, 2022**

## **Article I: Definitions**

The "City" is the City of Newport, KY

The "ERHF" is the East Row Historic Foundation Inc. It is a legally recognized non-profit corporation defined by its articles of Incorporation registered with the State of Kentucky and is comprised of the Gateway Neighborhood Association and the Mansion Hill Neighborhood Association, which retain independent authority and have elected to unite to conduct business as the ERHF.

The "Historic District" is the East Row Historic District and is a City of Newport Zoning District. It covers most, but not all of the Gateway and Mansion Hill neighborhoods.

The "Neighborhood" is the East Row Historic Foundation Neighborhood which includes all of the Gateway and Mansion Hill neighborhoods whether they are in the East Row Historic District or not.

## **Article II: Purpose**

Section 1: To provide a framework and structure for a continuing process to permit and encourage the residents' participation in the policy, planning and decision-making process of the "ERHF" and the "City".

Section 2: To promote better relations, encourage and improve communications between "Neighborhood" residents, the "City" and other groups and organizations with whom the "ERHF" interacts.

Section 3: To acknowledge the significant historical nature of the structures within the boundaries of the "ERHF", and to be dedicated to

protecting and maintaining the integrity of the area, and to promoting and developing a high level of pride in our community and the "City".

Section 4: To promote the welfare of the residents of the "Neighborhood", and promote a safe, clean, beautiful and thriving community by striving to create, beautify, and preserve public parks, streetscapes, and green spaces not only within the "Neighborhood", but throughout the "City".

Section 5: To provide input on proposed new construction within the "City" and champion the maintenance and protection of all public buildings, monuments, or works within the "City", especially structures and sites with historical and/or educational significance.

Section 6: To identify charitable needs and endeavors, and to support those that combat deterioration of the "City", to improve the quality of life within the "City", to lessen the burdens of government, and to promote the overall social welfare of the "City".

### **Article III: Duties**

Section 1: To identify, define and work towards solutions to community problems.

Section 2: To provide input to the "City" Board of Commissioners, the Historic Preservation Commission, and other "City" Boards and Commissions on issues affecting the "ERHF" and report back to the Residents the status of those issues.

Section 3: Work to identify and support projects within the "Neighborhood", other neighborhoods and the "City" when their projects are not detrimental to the "ERHF" and which accomplish the purposes set forth in Article II.

Section 4: To carry out other duties as the "ERHF" deems necessary or appropriate.

## **Article IV: Membership**

Section 1: All residents of the "Neighborhood" who are at least eighteen years of age and who have attended at least two meetings in the previous twelve months are members and are eligible to vote.

Section 2: Non-resident voting membership may be attained by any individual meeting the conditions of Article IV, Section 1 and having demonstrated genuine interest, concern and acceptance of the stated purposes of the "ERHF" per Article II. A candidate shall be granted membership through either sponsorship of a voting member, or by invitation of the membership in general. Support from a two-thirds majority vote of all members present will entitle the candidate to non-resident voting membership. Non-resident membership status will be forfeited if the non-resident does not attend at least two meetings in any twelve month period subsequent to their attainment of membership.

Section 3: Each member shall have one vote.

Section 4: There shall be no compensation paid to any member of the "ERHF" for volunteer services. Professional or business services may be purchased by the ERHF from a member if they are the regular everyday business of the member or if that member has the demonstrated qualification to provide that service in a professional capacity. Such purchase of services shall only occur after all possible volunteer resources have been explored and providing that no outside provider is able to supply such services at a more competitive rate or better level of quality

Section 5: No registered candidate for public office shall be eligible to serve as a director of the "ERHF". If any "ERHF" director becomes an elected official or employee of the "City" or of Campbell County KY governments, he/she shall resign from office.

Section 6: No member or director shall speak on an issue as a representative of the ERHF without authorization evidenced by a resolution or clear consensus of the Membership. Members may speak for themselves individually provided that any statement is preceded by the disclaimer that

opinions expressed are their own personal opinions and not those of the ERHF.

## **Article V: Meetings**

Section 1: The "ERHF" shall hold regularly scheduled meetings at a time and place to be determined by the board of directors but preferably on the first Tuesday of every month and at least four times annually. The first Tuesday in March shall constitute the annual meeting.

Section 2: Special meetings may be called by two Directors or by any member with the approval of two Directors.

Section 3: Meeting dates shall be listed on the East Row website [www.eastrow.org](http://www.eastrow.org) and shall also be available to the public by contacting the Secretary who shall be responsible for posting specific meeting dates and times. The Secretary shall be responsible for the membership list.

Section 4: The "ERHF" meetings are open to the public, but non-members may only participate in discussions by "invitation."

Section 5: Members must be informed of special meetings at least two days prior to the meeting.

Section 6: Any questions concerning parliamentary procedures at meetings of the "ERHF" shall be determined by references to Robert's Rules of Order by the Secretary, a copy of which will be retained by the secretary.

Section 7: A minimum of two directors must be present to conduct an official meeting.

Section 8: A quorum shall be constituted as 10 members present at any of the above meetings. Directors are classified as members for the purpose of achieving a quorum. Support from a two-thirds majority vote of all members present shall be required to pass a resolution.

Section 9: The Articles of incorporation and the By-laws shall be available for view by all members on the East Row website.

## **Article VI: Finance**

Section 1: "ERHF" will sponsor, conduct, and support various fund-raising events throughout the year for the sole purpose of promoting the community, educating guests, participants and residents about the "Neighborhood", and funding various civic and charitable efforts as listed in Article II.

Section 2: Any expenditure over \$250.00 must be supported by a two-thirds majority vote of all members present and must benefit the general good of the "ERHF", not that of any individual. All expense reimbursements paid to individuals must be for activities previously approved by the "ERHF". Expenditures for social events may only be made if the event is open to all members of the "ERHF".

Section 3: All committees are required to submit a budget for their annual operations to the Treasurer of the "ERHF" for incorporation into the master budget. Such a budget shall be submitted by the Treasurer for approval by a meeting of the members of the "ERHF" prior to the beginning of each fiscal year. Committees whose expenditures are driven by specific events or activities are required to present a budget to a meeting of the members for approval prior to that event.

Section 4: The Philanthropic Committee shall be subject to special rules and procedures. Requests for charitable donations shall be made to the Philanthropic Committee who will conduct an initial determination of the merit of the request and whether the requested amount fits within the budget of the Committee. Donations are to be one-time gifts and will be considered on a case-by-case basis. The Chair of the Philanthropic Committee will present the request for donation to a meeting of the "ERHF". The applicant may also make a presentation at this time but must leave the room prior to discussion by the membership. No vote may be taken on the donation during the meeting, but members may schedule a

vote for the next scheduled meeting of the ERHF. At the next meeting, the donation will be authorized if supported by a two-thirds majority vote of all members present. The Committee may submit a request for donation for a subsequent year if presented as part of a budget request one month in advance of the vote on the budget.

Section 5: No expenditure or series of expenditures must ever cause the bank account of the "ERHF" to fall below a balance sufficient to maintain the regular operations of the "ERHF" for a period of twelve months after the next fundraising event. The annual funds necessary to maintain regular operations of the "ERHF" shall be defined as: an average of the ordinary annual expenditures for the regular yearly operations of the "ERHF" over the previous three years.

## **Article VII: Directors/Officers**

Section 1: The nominating committee for Directors will be formed at the January meeting. The nominees will be slated and announced at the February meeting, in the February "ERHF" Voice and via the e-mail group. Nominees will be voted on at the March meeting by Members present. There will be no absentee votes accepted.

Section 2: The "ERHF" shall be directed by a Board of Directors which shall consist of five elected Directors. One of the Directors shall be elected to the office of Chairperson by the Membership. One Director shall be elected to the office of Secretary, and One Director shall be elected to the office of Treasurer. Two Directors shall be elected respectively from the following: one Resident from the Gateway Neighborhood and one Resident from the Mansion Hill Neighborhood. These Directors shall hold the offices of Vice-Chairpersons and will be the official neighborhood representatives to the "City".

Section 3: The Directors shall be elected to one-year terms at the March meeting to take possession of the office at the May meeting. This schedule is to facilitate the smooth and orderly changeover and to allow ample time for orientation and administrative transition to incoming directors.

Section 4: Any vacancy will be filled at the next regular meeting by election.

Section 5: Candidate must be a member of the "ERHF". The candidate must have been to at least four meetings during the twelve-month period prior to the election unless this rule is waived for an individual case by a unanimous approval of the Members present at the meeting. Questions of eligibility shall be settled by the By Laws Committee with the advice of the Secretary.

Section 6: Directors may not serve more than two consecutive terms in the same office unless this rule is waived for an individual case by a unanimous approval of the Members present at the meeting.

Section 7:

A. The Chairperson/President shall:

- Preside at all meetings.
- Serve as an ex-officio member of all committees.
- Be responsible for preparing and distributing all "ERHF" agendas.
- Sign "ERHF" documents and letters as needed.
- Make appointments as needed for the effective work of the "ERHF".
- Perform other duties as required by the members.
- Represent the "ERHF" on issues as directed by the members of the "ERHF".

B. The Vice-Chairperson/neighborhood representative shall:

- Serve as the official representative of the neighborhood in which they live.
- Assist the Chairperson upon request'
- Assume the duties of the Chairperson in their absence;
- Attend the "City" Board of Commissioner Meetings and other meetings as necessary.
- Represent their respective neighborhoods and the "ERHF" in accordance with Article II.



C. The Secretary shall:

- Record and maintain an accurate and comprehensive record of all proceedings of the "ERHF".
- Maintain a membership roll.
- Be informed of all items on the agenda.
- Give notice of meetings to "ERHF" members.
- Write and/or assist in all correspondence assigned to him/her.
- Have custody of the By-Laws, records and general archives.

D. The Treasurer shall:

- Keep accurate account of moneys and give regular financial reports.
- Assist in obtaining moneys and be authorized to sign checks. Disbursement of checks and other expenses require prior written authorization by the Chairperson or a Director in the Chairperson's absence. Such disbursements may only be for those expenses approved by "ERHF".
- Conduct an annual audit.
- File all forms required to insure the tax-exempt status.
- Maintain all liability insurance required by the By laws of the "ERHF".
- Contract with and maintain a working relationship with a CPA firm for tax filing requirements.
- In the absence of an elected Treasurer, the Chairperson may disburse expenses with the written authorization of another Director.
- Maintain the official post box for the "ERHF".

Section 8: Any Director who misses three consecutive, regular meetings, without just cause, may be dismissed at the discretion of the "ERHF".

Section 9: Any Director or Member shall be dismissed for cause as prescribed in Robert's Rules of Order.

Section 10: The election of Directors shall be conducted under the procedure stated herein:

- The nominating committee shall prepare a slate of candidates to be announced at the February ERHF meeting, but nominations may be accepted from the floor during that meeting
- A member may not nominate him/herself.
- A nomination shall require a second before being accepted.
- Members must have attended at least two meetings in the previous twelve months in order to be eligible to vote in the election.
- Votes shall be cast by secret ballot at the March ERHF meeting, unless positions are uncontested, in which case a unanimous decision by members present at that meeting to vote by a show of hands will suffice.
- Ballots are counted by three members not running for office.
- Ballots are turned over to the Secretary in case of appeals.
- Election shall be by a simple plurality of the votes cast.
- Tie breakers will be decided by a coin toss.

#### Section 11: Elimination of Liability and Indemnification of Directors, Committee Chairs, Members, and Volunteers

1. As a charitable, educational non-stock, non-profit corporation, organized under Chapter 273 of the Kentucky Revised Statute, this corporation, pursuant to Kentucky Revised Statute, Section 273.248, hereby eliminates and limits the personal liability of all directors of the corporation for monetary damages for breach of duty as a director. This elimination and limitation of the director's personal liability shall not eliminate the liability of any director:

A. For any transaction which the director's personal financial interest is in conflict with the financial interest of the corporation;

B. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of law; or,

C. For any transaction from, which the director derived an improper personal benefit.

2. The Association shall purchase and maintain insurance to indemnify any and all persons who may serve or who have served any time as a

Director, Committee Chair, Member, or Volunteer of the "ERHF" against any and all expenses to the extent actually and necessarily incurred or to be incurred by such persons in connection with the defense or supplement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of their capacity with the Association, except in relation to matters to which such person shall be adjudged to be liable for negligence or misconduct in the performance of duty, or for action taken in excess of any authority conferred by the Association.

### **Article VIII: Committees**

Section 1: There shall be the following standing committees with primary responsibilities in keeping with Article II as a general guide and specific responsibilities as directed by the Membership of the "ERHF":

- Communications Committee shall be responsible for free flow of information to the membership of "ERHF" by means of the "Voice", Website, e-mail group, Facebook page or any other suitable communication
- Financial Planning and Audit Committee shall be responsible for fundraising, securing grants when possible and providing oversight of the budget and audit of the financial transactions of the ERHF
- Special Events Committees shall be responsible for organizing social and fundraising events such as Block parties, Riverfest T-shirt Sales, and the Victorian Christmas Tour,
- Historic Preservation Committee shall be responsible for education, community services, and promoting our historic character.
- Beautification Committee shall be responsible for, in conjunction with the East Row Garden Club, enhancing the streetscapes and parks within the "City".

- By-Laws Committee shall consist of at least three members chosen by the "ERHF". The Committee shall settle questions upon request and make a comprehensive review of the By-laws each year in December. In addition, they will be responsible for developing and maintaining a philosophical statement for the organization.

- Philanthropic Committee will consider charitable requests and make recommendations to the membership as to suitable applicants per the procedures outlined in Article VI Section 4. Suitable applicants shall preferably be local to the "City" and generally a 501(c)(3) tax exempt organization rather than an individual.

- Dog Park Committee shall be responsible for overseeing, promoting, and maintaining the structure and operations of the Newport Dog Park in concert with the "City".

- Nominations Committee shall be responsible for nominations for Directors per article VII and shall also convene if a search is required for Committee Chairs and Committee Members

Section 2: Other ad-hoc Committees may be formed as needed by direction of the "ERHF".

Section 3: The membership of committees shall consist of volunteers endorsed by the membership of the "ERHF". The chairpersons of the committee shall be approved by the Directors of the "ERHF"

Section 4: Each committee shall develop written procedures for their operations and shall make regular reports to the "ERHF" meetings. Each committee shall keep written records of their activities and copies of written procedures and records shall be submitted to the Secretary.

## **Article IX: The East Row Garden Club**

Section 1: The East Row Garden Club, existed as the educational division of the "ERHF", in keeping with Article II, and in compliance with all legal requirements for a non-profit Corporation.

The East Row Garden Club is now a separate entity established as a non-profit corporation, separate and distinct from the "ERHF".

## **Article X: Political and Other Activities**

At all times, all policies, procedures, and activities of the "ERHF" shall be in strict compliance with all IRS regulations governing political activities, (especially regarding individuals in or seeking public office) and any other activities which are, or may be, regulated by the IRS or other governmental entities for tax-exempt non-profit organizations.

## **Article XI: Amendment of the By Laws**

These by laws may be amended, altered, or repealed at any two consecutive regularly scheduled meetings of the "ERHF" if passed by a two-thirds majority vote of all members present.

Members must be notified of any proposal for amendment of the By-laws one month in advance of the beginning of the process. Such notification shall be by the regular and customary methods used to communicate with the membership and shall constitute a good faith effort to ensure that members are given the opportunity to review and vote on the amendments.