

**Midway Renaissance, Inc.**  
**By-Laws**

**Article I – Name and Purpose**

- A. The name of the organization is Midway Renaissance, Inc. (Hereinafter “Renaissance”).
- B. Renaissance is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future federal tax code (the “Code”), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- C. The specific purposes of Renaissance are to advance education, to reduce the burden of government, and to combat community deterioration by:
  - 1. Assisting with and promoting economic development in the community;
  - 2. Providing opportunities for civic engagement and community involvement for the citizens of Midway;
  - 3. Educating others about Midway, past and present;
  - 4. Working in partnership with other nonprofit entities, governmental entities, business owners and citizens to improve the quality of life in Midway; and
  - 5. Engaging in any other activity or business permitted by corporations formed under the provisions of Chapter 273 of the Kentucky Revised Statutes that are exempt from taxation under Section 501(c)(3) of the Code.

**Article II – Principal Office and Mailing Address**

- A. The principal office of Renaissance shall be within the city limits of Midway, Kentucky.
- B. Renaissance shall maintain a post office box at the Midway post office.
- C. The Board of Directors shall determine the existence and nature of telephone, e-mail, website or other electronic means of contact for Renaissance.

**Article III – Membership**

- A. **Membership Structure and Dues** - Renaissance shall be a membership organization. The Board of Directors shall develop a structure for membership, including the application process, term of membership, and dues structure. The Board of Directors may establish different categories of membership, and may use a tiered dues structure. The Board of Directors shall also establish requirements for a member to be in good standing and therefore eligible to vote.
- B. **Membership List and Notice Requirements**
  - 1. The Secretary of Renaissance shall maintain a complete and accurate list of Renaissance members in good standing that includes contact information, preferred method of contact, and the term of membership.
  - 2. The list maintained by the Secretary shall be the official membership list of the corporation. The Secretary shall provide notice of meetings and other Renaissance

events to the members using the preferred method of contact if a preferred method of contact has been designated. If no preferred method of contact has been designated, notice shall be provided by regular mail.

3. Notice required by these by-laws shall be provided within timeframes established by these by-laws.

### C. Meetings

1. **Annual Meeting** - An annual general membership meeting shall be held. The Board of Directors shall determine the date, time and place of the annual meeting. At least one general meeting of the membership shall be held in each calendar year. Notice of the date, time and place of the annual meeting shall be provided to all members of record in good standing not less than ten (10) days, nor more than thirty (30) days prior to the scheduled meeting.
2. **Special Meetings** - The Board of Directors may call a special meeting of the members at any time with fifteen (15) days notice of the date, time and place to all members of record and in good standing.

### D. Voting Rights of Members

1. **Mandatory Membership Voting** - All Members of Renaissance who are in good standing shall have the right to vote on:
  - i. All amendments to the Articles of Incorporation as provided in Article IX of these by-laws; and
  - ii. The election of members of the Board of Directors as provided in Article IV of these by-laws.
2. **Optional Voting Rights**- The Board of Directors may place additional issues before the membership for a vote, in which case, the vote of a majority of members voting shall determine the outcome.
3. **Personal and Proxy Voting** – Members may vote in person, or by proxy executed in writing. Any written proxy shall be filed by the member holding the proxy with the Secretary of Renaissance prior to or at the meeting for which the proxy is valid.
4. **Quorum and Majority Vote Requirements** – Members present at an annual meeting or a specially called meeting for which appropriate notice has been provided shall constitute a quorum for the conduct of business, and the vote of a majority of members present or represented by proxy shall decide all questions brought before the membership for a vote.
5. **Conduct of Meetings** – Parliamentary procedures during meetings of the membership shall be governed by Roberts Rules of Order when not in conflict with these by-laws.

**E. Resignation** - Any member may resign from membership by providing written notice to the Secretary of Renaissance. The notice shall include the reason for the resignation and the effective date of the resignation. Members who resign shall not receive any refund of membership dues paid.

## Article IV – Board of Directors

**A. Director Qualifications** – Any member of Renaissance in good standing may be elected to the Board of Directors as provided in this Article.

**B. Number of Directors** – Renaissance shall be governed by a Board of Directors consisting of between eight (8) and eighteen (18) members. Board members shall not be compensated for their duties as board members, but may be reimbursed for reasonable expenses related to work of the board. The total number of Directors shall be determined by a majority vote of the Board of Directors. Board Members shall include the following:

- 1. Committee Representation** - Each Renaissance committee established by Article VI of these by laws other than the Executive Committee shall be represented on the Board of Directors. Each committee shall elect its board representative on an annual basis at a meeting of the committee held in January of each year. At least three (3) committee members shall be present for an election to occur, and a majority of those present shall determine the committee representative to the board. Committees may elect a person already serving on the Board who is a member of the committee as the committee representative or may elect a representative not already on the board, and that person so elected shall become a member of the board. Members elected by committees shall serve a one (1) year term. A member representing a committee may serve up to six (6) consecutive one (1) year terms after which the person may be re-elected by the committee to serve on the board after sitting out one (1) year.
- 2. Remaining Board Members - Designation and Election** - The remaining board members shall be elected by the membership at the annual meeting or appointed by the board as provided in this subsection. The board shall determine the number of board members to be elected by the membership or appointed as provided in this article, provided that number of board members elected or appointed pursuant to this subsection shall be at least equal to the number of board members elected by the committees.
  - i. The term of office for each Board Member elected pursuant to this subsection shall be three (3) years.
  - ii. A Board Member whose term expires shall continue to serve after the expiration of his or her term until the next General Membership Meeting.
  - iii. An election shall be held annually at the General Membership Meeting to fill all vacancies created through expired terms, or to fill vacancies created by resignations during the prior year that were not filled by the board as provided in Section C of this Article.
  - iv. Nominations to the Board shall be made by an Organization Committee, which shall be formed on an ad hoc basis as necessary.
  - v. The names of individuals who have been nominated for Board Membership shall be included in the annual meeting notice.
  - vi. Nominations for the Board may be made by the membership at large at the annual meeting.
  - vii. A Board Member elected pursuant to this subsection may serve two (2) consecutive terms. A past board member may again be elected to the board after being off the Board of Directors for one (1) calendar year.

**C. Vacancies**

- 1. Committee Representative Board Members** – A vacancy in a board membership representing one of the committees shall be filled by the committee through an election as soon as possible after the vacancy occurs. The provisions of paragraph B.3. shall be followed and the person so elected shall fill the unexpired term for which he or she has been elected.

2. **Board Members Elected by the Membership** – Any vacancy occurring among the board seats elected by the members other than a vacancy resulting from the normal expiration of a term of office shall be filled by the board. An ad hoc Organization Committee shall be formed to identify individuals willing to serve on the board and shall present the names of the individuals to the board for consideration. The board shall vote, and the person receiving a majority vote of the board shall be appointed to fill the remaining term of the vacant board seat.

#### D. Resignation and Removal, and Attendance

1. **Resignation** - Any director may resign by submitting a written notice of resignation to the Secretary.
2. **Removal** – Any director may be removed from office at any time with cause by the affirmative vote of two-thirds (2/3) of the directors in office.
3. **Meeting Attendance** - Any member of the board who is absent from two (2) consecutive regular meetings of the board without just cause for the absence may be removed from the board of directors by the affirmative vote of a majority of the directors in office.

#### E. Voting and Quorum Requirements

1. **Quorum Requirements** – A majority of the board shall constitute a quorum for doing business.
2. **Voting** - Unless otherwise provided in these By-laws or in the Articles of Incorporation, a majority of board members at which a quorum is present may act on behalf of the corporation.
3. **Presence at Meetings** – The board may establish requirements for attendance at and participation in board meetings, including attendance and participation by telephone or video conference. If telephone or video conference participation is permitted, the participation must be such that all members physically present at the meeting and the members participating from remote sites can be heard simultaneously.
4. **Abstentions** –
  - i. **Conflict of Interest** - Any member of the board who has a direct or indirect financial interest, or a conflict of interest relating to an issue before the board shall declare the conflict on the record and shall not participate in discussions relating to the issue or vote on the issue. An abstention shall not count as a vote on either side of a motion.
  - ii. **Other Reasons** – Any member who, for reasons other than a direct or indirect financial interest or conflict of interest relating to an issue before the board does not want to vote may abstain. The abstention shall be noted on the record and shall be considered as acquiescing in the action of the majority of those who vote on the issue.

#### F. Meetings

1. **Frequency** – The board shall meet at least four (4) times each calendar year, but may meet more frequently as determined by the board.
2. **Meeting Schedule** – The board shall adopt a tentative meeting schedule for the year at its first meeting in each calendar year. The schedule may be amended by a majority of the board.
3. **Special Meetings** – A special meeting of the board may be called by the President, by the Executive Committee, or by three (3) or more members of the board. Notice of the time, place, and agenda of both regular and special meetings shall be transmitted to each director at least four (4) days prior to the meeting.

## Article V – Officers

### A. Officers of Board

1. **Officers** - Renaissance shall have a President, Vice President, Secretary and Treasurer and any other officers the board determines to be necessary.
2. **Election of Officers** – Board officers shall be elected each year by the board at the next board meeting after the annual membership meeting. An officer may not serve more than three (3) consecutive terms in the same office.
3. **Duties and Powers of Officers** – The powers and duties of the officers are generally described below. In the event of the absence or disability of any officer, the President may delegate the powers and duties of such office to any other officer or board member temporarily.
  - i. **President** – The President shall preside at all regular and special meetings of the Board and shall be the chief executive of Renaissance.
  - ii. **Vice President** – The Vice President shall preside at all meetings in the absence of the President. The Vice President shall perform other duties as may be assigned by the President or the Board.
  - iii. **Secretary** – The Secretary shall record and maintain minutes of the meetings of the corporation, and shall have such other duties as assigned by the President or the Board.
  - iv. **Treasurer** – The Treasurer shall maintain all financial records of Renaissance, institute appropriate fiscal controls as approved by the Board, and shall provide the annual reports required by these by-laws, and periodic financial reports to the board and the membership as necessary to keep the Board and the membership well informed. The Treasurer shall also ensure that all required tax returns and fiscal reports are prepared and filed in a timely manner with the appropriate authorities.

## Article VI – Committees

### A. Committee Structure – Renaissance shall have the following committees. Any member of Renaissance may serve on any committee, and members may serve on more than one (1) committee. Each committee shall have at least one (1) board member as a member.

1. **Executive Committee** – The board shall have an Executive Committee, which shall be responsible for conducting the affairs of Renaissance on behalf of the board between regular meetings. The board may, by resolution adopted by a majority of voting directors present at any regular or special meeting of the board, delegate to the executive committee any authority otherwise vested in the board for the governance of the corporation.
  - i. **Voting Membership** – The Executive Committee shall consist of four (4) voting members, including the President, Vice President, Secretary and Treasurer.
  - ii. **Non-Voting Membership** - The manager of the corporation shall be a non-voting member of the Executive Committee.
2. **Greenspace Committee**
3. **Francisco’s Farm Arts Committee**
4. **Midway Living History Committee**
5. **Other Committees** – The board may establish other committees as needed to facilitate the purposes of Renaissance. The duties and responsibilities of committees established

by the board shall be determined by the board and set forth at the time the committee is established. The chairperson of the committee shall be appointed by the board and the committee membership shall be determined by the board. Committees established in this manner shall not be represented on the board.

- B. Committee Leadership** – The chairperson of each committee shall be appointed by the board at the next board meeting following the annual membership meeting. Appointed chairpersons shall serve for one (1) year and may be reappointed by the board to successive terms.

## **Article VII – Employees and Independent Contractors**

**A. Corporation Manager –**

1. The board may engage the services of a manager to assist in performing the administrative functions of the corporation. If funding for the corporation manager is provided in whole or in part by other organizations or entities, the board shall participate in the selection of the manager and in determining the duties of the manager in relation to Renaissance.
2. The board may enter into a contract with a person to serve as the corporation manager either alone or in collaboration with other governmental or nonprofit organizations.

- B. Other Services** – The board may, from time to time, engage the services of other individuals and organizations to assist Renaissance, the board or any of its committees under the terms and conditions, and for the compensation determined to be reasonable by the board. Services shall be provided in accordance with a written agreement between Renaissance and the individual or entity providing the services.

## **Article VIII – Corporation Finances**

- A. Fiscal Year** – The fiscal year of Renaissance shall begin on the first day of July and end on the last day of June of the following year.

**B. Accounts –**

1. **In General** - All Renaissance bank accounts shall be maintained in a bank, trust company or other depository as selected by the board. Separate accounts shall be maintained for Renaissance and for each committee of Renaissance with average receipts in excess of \$2,000 each year. The Treasurer shall be responsible for all financial accounts and records except as otherwise provided in these by-laws.
2. **Francisco's Farm Arts Committee Account** – The Francisco's Farm Arts Committee account shall be maintained and administered by the Francisco's Farm Arts Committee Coordinator on a day-to-day basis. The Francisco's Farm Arts Committee Coordinator shall provide monthly financial reports to the Treasurer and the board.

- C. Checks and Drafts** - Unless execution is authorized in some other manner by the board, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities in an amount in excess of five hundred dollars (\$500) shall require two (2) signatures. Permissible signatories shall include the President, Treasurer, and in the case of the account for Francisco's Farm Arts Committee, the Francisco's Farm Arts Committee Coordinator.

- D. Contributions and Gifts** – The board may accept on behalf of Renaissance any contributions, gifts, bequests or devises and shall expend such amounts as directed by the donor.

- E. Budget** - No later than thirty (30) days prior to the beginning of each fiscal year, the board shall approve a budget for the upcoming fiscal year. The approved budget may be revised periodically as determined necessary by the board.
- F. Funds for Operation of Renaissance** – The Board shall be responsible for raising the funds necessary for the operation of Renaissance on an ongoing basis.
- G. Annual Reporting** – Not later than three (3) months after the close of each fiscal year, the Treasurer shall prepare, or shall cause to be prepared:
  - 1. Balance Sheet** – A balance sheet showing in reasonable detail the financial condition of Renaissance and each of its committees at the close of the fiscal year.
  - 2. Accounting** – A statement showing the source and application of funds for the prior fiscal year.

### **Article IX – Amendments**

The board may amend or repeal these by-laws by a two-thirds (2/3) vote of the directors present at any meeting at which a quorum is present, subject to the following:

- A. The proposed changes have been distributed in writing to all board members and received at least one (1) reading at a prior meeting of the board; and
- B. The changes shall not in any way adversely impact the tax exempt status of Renaissance under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future law.

Adopted June 16, 2009