

**BY-LAWS OF  
HARRODSBURG FIRST, INC.**

**Adopted 1987  
Amended 2/16/2003, 8/12/2010  
9/25/2012, 4/9/2018**

## **MISSION STATEMENT**

Promote, preserve and maintain Harrodsburg and Mercer County's historic assets and economic vitality, with focus on the downtown central business district".

## **ARTICLE I - CORPORATE OFFICE**

Section 1. Location. The principal office of Harrodsburg First, Inc. (hereinafter referred to as the Corporation) shall be located at 488 Price Avenue, Harrodsburg, Kentucky 40330.

## **ARTICLE 2 – NAME AND PRINCIPAL OFFICE OF THE CORPORATION**

Section 1: The name of this corporation shall be Harrodsburg First Inc. (hereinafter referred to as the Corporations). The Board of Directors of the Program shall determine the principal offices from time to time.

## **ARTICLE 3 - PURPOSE**

Section 1. The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) To promote the historic preservation, protection and use of Harrodsburg's traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- (b) To take remedial actions to eliminate the physical, economic and social deterioration of Harrodsburg's traditional downtown area and thereby promote Harrodsburg's historic preservation, contribute to its community betterment while lessening the burdens of Harrodsburg's government;
- (c) To disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Harrodsburg's traditional downtown areas;
- (d) To hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of Harrodsburg's traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;
- (e) To aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Harrodsburg engaged in similar purposes;

- (f) To solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principle or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered heron. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of Kentucky that are furtherance of the corporation's exempt purposes within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

#### **ARTICLE 4 – PROGRAM AREA**

*Section 1.* The Program Area shall be that geographic area indicated on the attached map [Exhibit A].

#### **ARTICLE 5 - MEMBERSHIP**

Section 1. Who or What constitutes a member. A member of the Corporation is designated as any person or persons, firm, corporation or partnership which makes a financial contribution to the Corporation during the Corporation's fiscal year. Membership continuing so long as financial contributions are made in succeeding fiscal years.

Section 2. Proxies and Voting. Each member shall be entitled to one vote at any meeting of the membership. Members may not vote by proxy. All voting shall be in person, by voice unless a vote by ballot is requested in writing by at least one member.

Section 3. Quorum. At least ten (10%) percent of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, the majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

Section 4. Annual Meeting. The Annual Meeting of the membership shall be held during the month of November on a day and at a time to be determined by the Board of Directors. The purpose of the Annual Meeting shall be election of directors for the next calendar year and the transaction of other business as may properly come before the meeting. If an election of directors shall not take place at the Annual Meeting, a Special Meeting may be called by the Board of Directors. Further, the time of said Annual Meeting may be modified by resolution of the Board of Directors.

Section 5. Notice of Annual Meeting. Notice of the Annual Meeting of the members shall be in writing and signed by the Secretary; such notice shall state the hour, day and place where the meeting is to be held and the purposes thereof are the election of a Board of Directors and the transaction of such other business as may properly come before the meeting. A copy of the notice shall be served, either personally, through electronic mail or by U.S. Postal Service not less than ten (10) nor more than thirty-five (35) days before the date of the meeting upon each member of record, entitled to vote at the Annual Meeting. If mailed, the notice shall be addressed to each member at his/her address as it appears upon the records of the Corporation, and deposited in a United States Post Office with postage thereon prepaid.

## **ARTICLE 6 - BOARD OF DIRECTORS**

The Board of Directors are responsible for the following actions:

1. Establish and/or continue policies that promote the integrity of the program functionally, legally, administratively, and financially by developing an annual work plan of goals, objectives and activities.
2. Develop a budget annually and follow policies and procedures created by the Organization Committee and the Treasurer and approved by the general board.
3. Conduct regular monthly meetings of the Board and committees which include prepared agendas and reports from each meeting.
4. Conduct an annual review, assess strengths and weaknesses, integrate findings into next year's plans.
5. Ensure compliance with the Kentucky Main Street and the National Main Street Center.

Section 1. Number. Harrodsburg First, Inc. shall be governed by a Board of not less than five (5) nor more than eleven (11) directors.

Section 2. Compensation. No director shall receive compensation for his/her services as director; however, any expenses incurred by any director by reason of his/her duties or responsibilities as such may be paid by the Corporation. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 3. Powers. The Board of Directors shall have full and complete power of managing the affairs of the Corporation and to make any and all contracts and agreements necessary for the transaction of the affairs of the Corporation. It shall have entire jurisdiction, supervision and management of the Corporation, its finances, appropriation and expenditures.

Section 4. Nomination. Nominations for directorships shall be made by the Board of Directors or a Nominating Committee appointed by the Chairman of the Board of Directors. The Nominating Committee's report of its nominees shall be made no later than the Board of Director's meeting during the month of October, preceding the Annual Meeting. The Nominating Committee will meet as needed to fill unanticipated vacancies.

Qualifications: Board members must reside or work in Mercer County and must be a member of the organization.

Section 5. Term of Office. The term of office for members of the Board shall be as follows:

- Directors shall be appointed for three year terms
- Board attendance and participation at board meetings is expected. Any member of the Board who misses three (3) consecutive meetings (this includes committee meetings) may be subject to dismissal from the Board.

Any member of the Board of Directors may be elected to succeed himself/herself for one term of three (3) years, but after having served two successive terms as director shall not be eligible for re-election for a period of one year.

Section 6. Resignation, Removal and Vacancies. A director may resign at any time by filing a written resignation with the Secretary, and unless a later date is fixed by its terms, said resignation shall be effective from the filing thereof. By an affirmative vote of a majority vote of a quorum of the Board, the members may, at any special meeting called for such purpose, remove any or all of the directors. Vacancies on the Board of Directors occurring other than through an expired term may be filled by a vote of the majority of the Board of Directors present at a regular or special meeting of the board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 7. Quorum. A majority of existing directors shall constitute a quorum for the transaction of business at any meeting of the board, but less than a majority may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the directors present at a meeting which a quorum is present shall be the act of the Board of Directors.

Section 8. Regular Board Meetings. Regular meetings of the Board of Directors shall be held monthly at the office of the Corporation. Day and time of said regular monthly board meetings shall be determined by the Board.

Section 9. Special Board Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or a majority of the Board of Directors. The person or persons authorized to call special meetings may fix the place and time for said meetings.

Section 10. Notice. Notice of any special meeting shall be given at least 24 hours prior thereto by written notice delivered personally, electronically or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board or Directors need be specified in the notice or waiver of notice of such meeting.

## **ARTICLE 7 – OFFICERS**

Section 1. Executive Officers. The executive officers of this Corporation shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer, all of whom shall be elected annually by the Board of Directors.

The Chairman. The Chairman serves as a link between the board of directors and the executive director. He or She assists the executive director in defining priorities and directions based on the published goals of the organization, outside recommendations, and board policies. The Chairman acts as a link between the organization and the community, serving to explain the program to the public, helping to involve new people in the program, and rallying support. The Chairman also oversees the organization in a functional way, guiding and facilitating the working relationships within the organization.

The Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in the absence of the Chairman or in the event of the Chairman's inability or refusal to act.

The Secretary. The Secretary shall keep or cause to be kept the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws, keep a list of all members and their mailing addresses, and in general, perform all duties incidental to the office of the Secretary and such other duties as may be assigned by the Chairman or the Board of Directors.

The Treasurer. The Treasurer shall have custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all duties incidental to the office of Treasurer and other duties as may be assigned by the Chairman or the Board of Directors.

Section 2. Tenure and Vacancies. Each officer shall serve a term of one (1) year beginning January 1. Any officer may be elected to the same office for one succeeding term. **Subsequent terms may be added at the discretion of the board should no other candidate be available to serve. [added January 9, 2017]** Any vacancy in an officer position occurring other than through an expired term may be filled by a vote of the majority of the Board of Directors present at a Regular or Special meeting of the Board.

## ARTICLE 8 – COMMITTEES

Section 1. Establishment of Committees. The Board of Directors may, by resolution of a majority of the board, establish committees to conduct the management of the Corporation. Other Committees shall be established which may or may not consist of members of the Corporation, but may not exercise the authority of the Board of Directors in the management of the Corporation. All Committees shall function in accordance with the rules and procedures established by the Board of Directors. The President of the Board of Directors shall appoint committee chairpersons and oversee all progress. Should a committee become inactive or ineffective, the chairperson of the board may intervene.

### Section 2: List of Committees

- A. **Organization Committee** - The Organization Committee is responsible for:
- A. Attracting people and money to the organization;
  - B. Managing the financial and logistical aspects of the organization;
  - C. Raising money from donations and sponsorships;
  - D. Promoting the program to downtown interests and the public;

- E. Developing a strong volunteer network; and
  - F. Conducting an annual membership drive.
- B. **Design Committee** - The design committee's job is
- A. Educating yourselves and others about- "what is good design and why is it important?"
  - B. Providing good design advice
  - C. Planning downtown's future development- guiding growth and reshaping regulations
  - D. Motivating others to make changes- creating incentives, providing tools and targeting key projects
- C. **Promotion Committee** - Promotion Committee should create new image campaigns, retail promotions and special events to lure people downtown.
- D. **Economic Restructuring Committee's Job is:**
- A. Learning about your district's current economic condition and identifying opportunities for market growth;
  - B. Strengthening existing businesses and recruiting new ones;
  - C. Finding new, or more appropriate, economic uses for under-performing or vacant buildings and vacant lots;
  - D. Developing financial incentives and capital for building rehabilitation and business development.

## ARTICLE 9 - STAFF

Section 1. Who Shall Hire. The Board of Directors shall employ the necessary full-time professionals (ex. Executive Director).

*Section 2.* The Main Street Manager/Executive Director shall manage the daily operations of the Program. The Executive Director shall be responsible for coordinating the implementation of the Program's policies and projects and such other duties as the Board of Directors may require. In conjunction with the Board, the Manager is responsible for planning and implementation of Main Street activities. The Manager acts as the principal liaison between the Main Street program and the KHC. The Executive Director shall receive for his or her services such compensation as may be determined by the Board of Directors

Section 2. Executive Director. The Executive Director shall manage the daily operations of the Corporation. He/she shall report to the Board of Directors monthly at each regular board meeting. He/she shall be responsible for coordinating and implementing the Corporation's policies and programs, designing and supervising projects and training and supervising subordinate personnel. He/she shall maintain all records

pertaining to operations, and shall perform related duties as may be assigned by the Chairman or Board of Directors. He/she shall assist in the planning of all Board and Committee meetings and shall attend all such meetings.

Section 3. Employee Compensation. The Executive Director and any full-time, part-time and temporary employees shall receive compensation for their services as determined by the Board of Directors.

## ARTICLE 10 – FINANCES

Section 1. Disbursement of Corporate Funds. Except as the Board of Directors may otherwise authorize, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Executive Director and one Executive Officer.

Section 2. Corporate Budget. Upon the outset of each fiscal year, the Board of Directors shall establish a Corporate budget for said fiscal year. The budget may be reviewed and revised periodically as deemed necessary by the board.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Section 4. Year-End Financials. Not later than three (3) months after the close of each fiscal year, the Corporation shall prepare: a) a balance sheet showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year; b) a statement of the sources and application of funds showing the results of the operation of the Corporation during the fiscal year.

## ARTICLE - 11 POLICY MANUAL

*Section 1.* Harrodsburg First has a policy manual. All terms and conditions of said Policy Manual are adopted and included by reference as fully stated herein. Any amendments, addendums or deletions of Policy Manual are also included by reference when made.

## ARTICLE 12 - AMENDMENTS TO THE BY-LAWS

Section 1. Procedure. The Board of Directors may from time to time by vote of a majority of its members make, alter, amend or rescind any or all of the By-Laws of the Corporation.

- I. **Amendments Accepted September 25, 2012**
- II. **Amendments Accepted April 9, 2018**

## ARTICLE 13 – DISSOLUTION OF CORPORATION

Upon corporate dissolution or liquidation, all assets, including “Diamond Point, 488 Price Avenue, Harrodsburg, Kentucky” will automatically, without the necessity of Court action, be transferred to the City of Harrodsburg. Harrodsburg First, Inc., will deliver appropriate deeds or other documents within ten days of such dissolution or liquidation. Any further amendment of Article VIII of the Articles of Incorporation/By-Laws of Harrodsburg First, Inc., shall only be enacted upon the unanimous consent of the entire Harrodsburg City Commission or its successor. Harrodsburg First, Inc., will not encumber or transfer any interest in the premises without the approval of the majority of the Harrodsburg City Commission. (*City of Harrodsburg, Resolution #103-27-01*)

EXHIBIT A

