

Resident's Inc. Board of Director's Meeting -April 10, 2010

The meeting was called to order at 9:00am at the home of Mike Hart. Present were Mike Hart, Bill Taylor, Ellen Tunnell, Tom Wade, Linda Birk, Carin Lovell and Jock Shaw .

Reading of the minutes was dispensed with.

Treasurer, Linda Birk reported a balance of approximately \$7,250.

In Old Business:

Regarding landscaping at the front entrance: Tom Smith has been asked to develop a plan. Lighting of "The Colony" on the stone gate is in the works.

Snow removal - Snow removal of streets in The Colony was confirmed by the City Council.

Carin asked that speed humps be re-stripped. Mike will call the city about this.

New Business:

We are approaching the annual meeting which is to be held on June 17, 2010 with an alternate date of June 3. It was moved-seconded and passed to circumvent the by-laws to hold the meeting in June rather than May as so stated. In the May meeting, the board will prepare for the Annual Meeting and prepare the determine the Board's slate.

Tom Wade is working on the By-Laws. He reports that there are two versions. One original set of by-laws that we are working under from 1961. An updated version was worked on in 1995, but not adopted. Tom will e-mail the current by-laws and articles to board members for our review in the next board meeting. Tom asked if it was necessary to have an attorney to review the by-laws. Bill Taylor recommended that we do that.

Articles of incorporation and by-laws clean up the definition of The Colony. Tom and Mike will get with the city attorney before the next meeting.

Regarding the ND-1 project. We are currently subject to prior 1994 restrictions. Our neighborhood is diverse architecturally and in mailboxes!

The ND-1 Committee has ten members. Eighteen categories of ND-1 parameters was submitted by Bill to the committee. The first meeting of the ND-1 committee is to be held at the end of April. Committee members to add are Bill Taylor, Mike Hart, Tom Wade, Jock Shaw Chapman Burnett, Paul Brett Johnson Walt Whitlow, Tom Smith, Jean Sandifer and Yolanda Demaree.

The meeting was adjourned.

To: RESIDENTS INCORPORATED  
Where: The home of Tom Shinkle, 1253 Standish Way  
When: 7:30 PM Monday Nite, September 25, 1961  
Purpose: To ratify the By-Laws of the Residents Incorporated

To elect Officers and Directors of the Corporation for the  
Unexpired term of 1961 to May 1, 1962

To accept for membership any resident of the Colony Subdivision  
who has not, so far, signed the register, and paid his share  
of the expenses necessary to maintain Street Lights, and such other  
betterment of the Colony as shall be voted on by the registered  
members.

Registered Members: (voting privileges)

Bach, Mrs. A.	Hornsby, H.H.	Purdy, F.R.
Bost, H.L.	Kranz, W.C.	Rardin, S.F.
Carlson, L.D.	Knippenberg, J.W.	Sailee, W.E.
Clark, W.H.	MacFarlane, N.T.	Shinkle, T.H.
Cloud, J.H.	Malone, C.B.	Smerda, A.N.
Copeland, R.W.	Marble, W.H.	Stivers, H.J.
Goodman, E.L.	McFall, R.S.	Thorne, C.C.
Griffin, W.P.	McHargue, F.B.	Werner, F.O.
Hancock, D.B.	Palmer, L.E.	Yeary, E.N.
Headley, H.P.	Pennebaker, V.	Young, R.J.

Nominating Committee:

Henry Hornsby, Chairman  
William H. Clark  
Mrs. Noble T. MacFarlane  
Mrs. J.H. Cloud

BY-Laws of  
RESIDENTS, INCORPORATED

ARTICLE I

Section 1. The corporation existing under these By-Laws is to be known as "Residents, Incorporated."

Section 2. The objects of the corporation are as set forth in the Articles of Incorporation.

ARTICLE II MANAGEMENT

Section 1. The government and management of the corporation is entrusted to a Board of Directors of seven members.

Section 2. The Board of Directors shall consist of three members in addition to the officers of the corporation, and both members of the Board of Directors and officers shall be elected annually at the annual meeting of the corporation, which shall occur between the first and fifteenth days of May in each year.

All elections of officers and members of the Board shall be by ballot, and the candidate or candidates receiving the highest number of votes shall be elected to the respective office or offices for which they are candidates.

Section 3. All vacancies existing in the Board of Directors, or in any office of the corporation from any cause other than the expiration of the term, shall be filled by a majority vote of the remaining members of the Board of Directors, and a person so appointed shall hold office for the unexpired term of the member of the Board of Directors or officer whom he succeeds.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The Board of Directors shall meet for organization and such other business as may come before it at the call of the president of the corporation, who shall also serve as Chairman of the Board, within ten days after the election of officers and members of the Board of Directors, and thereafter shall meet at the call of the president as he may deem necessary. The president shall call a meeting of the Board of Directors upon the joint written request of three or more members of said Board of Directors, and a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 2. The Board of Directors shall authorize and approve all expenditures and generally shall have charge of and be responsible for the management of the affairs of the corporation.

## ARTICLE IV. DUTIES OF OFFICERS

Section 1. Duties of President. It shall be the duty of the president to preside at all meetings of the corporation and the Board of Directors, and to have general supervision over the business and affairs of the corporation, and he shall be the chief executive officer of the corporation. He shall approve all orders directing the disbursement of funds, and shall make an annual report covering the business of the corporation, which shall be read at the annual meeting of the corporation, and shall perform such other duties as directed by the Board of Directors.

Section 2. Duties of the Vice-President. The vice-president shall assume and discharge the duties of the office of president in the absence or disability of, or when called upon by, the president.

Section 3. Duties of Secretary. The secretary shall have charge of and keep a full and correct record of all proceedings of all meetings of both the Board of Directors and the Corporation, render such reports as may be required by the President or Board of Directors, and under the direction of the president shall handle all correspondence of the corporation.

Section 4. Duties of Treasurer. The treasurer shall have charge of all finances and see that they are safely deposited in some local bank or banks, and shall report to the Board of Directors the condition of the finances of the corporation, with such recommendations as he may deem expedient or necessary for the proper handling of funds of the corporation. He shall sign all checks disbursing the monies of the corporation.

Section 5. The president shall have the power and authority to appoint such other officers or committees as may be deemed by him to be necessary or expedient for the proper conduct of the affairs of the corporation.

## ARTICLE V. MEETINGS

Section 1. The regular meeting of the corporation shall be held between the first and fifteenth days of May of each year, and at such other times as may be designated by the president or Board of Directors. Upon the written request of three or more members of the corporation, the president shall call a special meeting of the corporation.

Section 2. At each meeting of the corporation, there shall be transacted such business as may properly be brought up for action, and in the annual meeting hereinbefore set forth, there shall be the election of officers for the ensuing year.

## ARTICLE VI

Section 1. Each member of the corporation shall furnish the secretary with his or her address for mailing purposes, and all notices of meetings shall be given by depositing in a United States mail, by handing a member of the corporation such notice, or by depositing same in his mail box at the address given to the secretary.

## ARTICLE VII. RULES OF ORDER

Section 1. All proceedings of the corporation shall be conducted under and pursuant to Roberts Rules of Order, except as may be otherwise provided herein.

## ARTICLE VIII. LIMITATION OF LIABILITIES

Section 1. The corporation shall not incur, or cause to be incurred, any liability or obligations whatever which shall subject to liability any member of the corporation, or any other corporation, group of persons, or other individuals.

## ARTICLE IX. AMENDMENTS

Section 1. These By-Laws may be amended at any regular or special meeting of the corporation by a vote of two-thirds of the members of said corporation in attendance thereat.

## ARTICLE X. MEMBERSHIP IN THE CORPORATION

Section 1. The members of the corporation shall be those persons living in the Colony Subdivision, near the City of Lexington, Kentucky, who have indicated their intention of becoming a member of the corporation by their signatures placed heron, and any member shall be privileged to resign from membership in the corporation at any time. No assessment for membership fees or otherwise shall be made upon any members or the corporation except by action of the corporation at a regular or special meeting.

# ARTICLES OF INCORPORATION

OF

RESIDENTS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves together for the purpose of organizing a non-profit corporation under the provisions of Chapter 273 of Kentucky Revised Statutes, and do hereby adopt the following Articles of Incorporation.

## ARTICLE I.

The name of this corporation shall be "RESIDENTS, INC." and its principal place of business shall be at 1216 Colonial Drive in Lexington, Fayette County, Kentucky.

## ARTICLE II

The duration of this corporation shall be perpetual.

## ARTICLE III

The purpose and objects of this corporation shall be to promote the general welfare of those persons residing in the Colony Subdivision, near the City of Lexington, Kentucky; to adopt and promote such programs as shall enhance the beauty of the said subdivision, or as shall enure to the benefits of the residents of said subdivision from the standpoint of their health, safety, and general welfare; to buy, sell or lease any personal or real property devoted to the purposes above set forth, and generally, to do any and all things commensurate with the proper promotion of the health, safety, education, religious, charitable and recreational objectives of the residents of said subdivision.

## ARTICLE IV

The names of the incorporators are as follows:

Julian B. Knippenberg, 1257 Colonial Drive, Lexington, Kentucky  
C.C. Thorne, 1218 Colonial Drive, Lexington, Kentucky  
Darrell B. Hancock, 1233 Colonial Drive, Lexington, Kentucky

The members of this corporation shall be all of those persons who now or who may hereinafter reside in the said Colony Subdivision, near the City of Lexington, Kentucky.

The foregoing incorporators shall serve as members of the Board of Directors until the first meeting of the corporation.

## ARTICLE V

The officers and duties thereof and powers and functions of the corporation shall be as set forth in the By-Laws of the corporation, which the Board of Directors is hereby empowered to adopt.

ARTICLE VI

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared of paid to any member thereof.

ARTICLE VII

The limit of indebtedness of this corporation shall be \$100,000.00.

ARTICLE VIII

The name and address of the registered agent for the service of process shall be Julian B. Knippenberg, 1237 Colonial Drive, Lexington, Kentucky.

ARTICLE IX

The members of the corporation shall not be personally liable for any debts or obligations of the corporation solely by being members thereof.

ARTICLE X

These Articles may be amended by a majority of the members of the corporation present at any regularly called meeting of the corporation, and may be dissolved in accordance with provisions of Chapter 271 of Kentucky Revised Statutes.

IN WITNESS WHEREOF, we have hereunto set our hands this 8<sup>th</sup> day of February 1961.

Julian B. Knippenberg  
C. C. Thorne  
Darrell B. Hancock

STATE OF KENTUCKY  
COUNTY OF FAYETTE

Be it remembered, that on this 8<sup>th</sup> day of February 1961, personally came before me, a Notary Public in and for the State of Kentucky at Large, Julian B. Knippenberg, C. C. Thorne and Darrell B. Hancock, parties to the foregoing Articles of Incorporation, known to me personally as such, and severally acknowledged the same to be their free and voluntary act and deed of each of them.

Given under my hand and seal of office the day and year aforesaid.

My Commission Expires: October 20, 1964  
Notary Public, Kentucky State at Large

Resident's Inc., Board of Directors Meeting - May 8, 2010

Home of Linda Birk

Present were: Linda Birk, Carin Lovell, Mike Hart, Jock Shaw, Bill Taylor, Tom Wade and Ellen Tunnell

Meeting was called to order at 9:05am.

Dispersed with reading of the minutes.

Linda Birk, Treasurer, reported a balance of \$7, 235.87

In OLD BUSINESS:

Carin reported that the Garage Sale was held on Saturday, April 24, with mild success and rain.

Jock reported that the Corridor Project is underway with nothing new to report.

Regarding By-Laws - Tom Wade had previously e-mailed copies of the original by-laws that we are currently working under for review. He suggested that the simplicity of these by-laws are appropriate for our neighborhood and that no changes are necessary at this time.

Carin suggested we change the meeting date in the by-laws as we are currently meeting in June, and the by-laws call for an annual meeting in May. Tom is opposed to this change. There was some discussion on eliminating "gender language", but most felt it was unnecessary and no action was taken to initiate that change.

No action was taken to make changes to the By-Laws.

It was determined that the only issue of concern is Membership. The question becomes whether or not we want to go in and clarify any changes in the definition. Linda states that "in principal" votes should be tied to "dues paying" members. Ellen brought up the issue of why dues are still \$125 when snow removal is under control and island maintenance is fairly under control. Discussion resulted in no changes to current dues.

Mike reported that the \$1250 support from the city is imminent. This funding was solicited for front entrance maintenance and improvement.

Regarding snow removal: We will be considered in an August meeting which sets the LFUCG's upcoming Snow Removal Plan. Mike Hart will attend this meeting with New Colony President, Michael Harrison.



The Colony is on a work order for having speed humps re-stripped. Councilperson Peggy Henson has promised funding for the signs to mark the speed humps.

Bill Taylor reports that he can't get a meeting together with the ND-1 committee. Mike Hart informs us that upon review of current zoning ordinances, we actually have more protection than we realized. He believes that the main issues for ND-1 consideration are separate garages, front fencing, possibly rear set-back requirements, storage containers, and minimum/maximum square footage.

**In NEW BUSINESS:**

**In preparation for the upcoming Annual meeting:**

We will take members copies of the current Articles and By-Laws and will move to re-affirm these. Our recommendation is that "upon review" the board is not proposing any changes at this time.

Regarding the question of who is eligible, we visited the by-laws and determined that paying members are those eligible for voting on neighborhood issues.

For our next board meeting, Ellen will provide the minutes of last year's annual meeting to make sure that we've covered all topics.

**Agenda of the Annual Meeting will include the following:**

Treasurer's Report  
Minutes  
ND-1 Update  
Neighborhood Watch  
By-Laws  
Picnic  
Social Activities

**Suggested Slate:**

Tom Wade, President  
Mike Hart, Vice-President  
Secretary - to be determined  
Treasurer, Linda Birk  
At-large, Bill Taylor  
At-large, Jock Shaw  
At-large, to be determined

**Next board meeting schedule for Saturday, June 5.**