

BRYARFIELD HOMEOWNERS ASSOCIATION BY-LAWS

Article I: Name and Address

The name of the corporation is **BRYARFIELD HOMEOWNERS ASSOCIATION**, hereinafter referred to as the "Association". The mailing address of the corporation shall be 376 Blackberry Circle, Mt. Washington, Kentucky 40047. Meetings of members and Directors may be held at such place within the State of Kentucky, County of Bullitt, as may be designated by the Board of Directors.

Article II: Definitions

Section 1: "Association" shall mean and refer to **BRYARFIELD HOMEOWNERS ASSOCIATION**, its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Common Area" shall refer to sidewalks and public right-of-way and horticultural isle in cul-de-sacs (3) within Bryarfield.

Section 4: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision of the properties with the exception of any Common Area (s).

Section 5: "Owner" shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any Lot which a part of the Properties including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6: "Declarant" shall mean and refer to Bryarfield Homeowners Association, its successors and assigns should acquire than on undeveloped Lot from the Declarant for the purpose of development.

Section 7: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Circuit Court, Bullitt County, Kentucky.

Section 8: "Member" shall mean and refer to those persons entitled to membership provided in the Declaration.

Article III: Meeting of Members

Section 1: Annual Meeting: The annual meeting of the members shall be held on the first Sunday of October or on availability of the meeting site. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 2: Special meetings: Special meeting of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3: Notice of Meetings: Written notice of each meeting of the members shall be given by, or at the direction of the President or person authorized to call the meeting, by delivery of a copy of such notice at least 10 days prior to such meeting to each member entitled to vote thereat; or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting; and in the case of a special meeting, the purpose of the meeting.

Section 4: Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the Board of Directors will take action on behalf of the Association.

Section 5: Proxies: At all meetings of members, each member may vote in person or by proxy. All proxies shall be revocable and shall automatically cease upon conveyance by the member of his/her Lot. A Board member may/can be a proxy for a member of the Association.

Article IV: Board of Directors: Selection: Term of Office

Section 1: Number the affairs of this Association shall be managed by a Board of Directors, who must be members of the Association.

Section 2: Term of Office: at the annual meeting the member shall elect Directors; vacant and expired positions. The term of each Director is one year. Vacancies that occur after the annual meeting shall be advertised and nominees solicited in an Association newsletter. The new Director(s) shall be selected by the remaining members of the Board from the nominees and shall serve for the remainder of the term of his/her predecessor.

Section 3: Removal: any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4: Compensation: no Director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 5: Action Taken Without Association Meeting: The Board of Directors shall not have the power to take any action outside a called meeting in accordance with the Association By-Laws. Directors must be present at the meeting to cast their vote.

Article V: Nomination and Election of Directors

Section 1: Nomination: nomination for election to the Board of Directors shall be made by any Association Member. Nominations will be taken from the floor at the annual meeting. Association members shall make as many nominations for election to the Board of Directors as they shall in their discretion determine, but not less than the number of vacancies that are to be filled.

Section 2: Election: election to the Board of Directors shall be by secret written ballot, if there should be more than one nomination for a position. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VI: Meetings of Directors

Section 1: Regular Meetings: regular meetings of the Board of Directors shall be held one (1) time annually in October and one regular meeting in April with appropriate notice to the membership, not less than ten (10) days; at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2: Special Meetings: special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three Directors; after not less than three (3) days notice to each Director.

Section 3: Quorum: a majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article VII: Powers and Duties of the Board of Directors

Section 1: Powers: The Board of Directors shall have power to:

- (a) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association;
- (b) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the By-Laws, the Articles of Incorporation, or the Declaration;
- (c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from two (2) consecutive regular meetings of the Board of Directors; and
- (d) employ an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2: Duties: It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the members who are entitled to vote;
- (b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration to:
 1. fix the amount of the annual assessment against each Lot as thirty (30) days in advance of each annual assessment period as provided in the By-Laws, Article XI; and
 2. send written notice of each assessment (invoice) to every owner, as maintenance by the Association from information provided by purchasers and sellers, subject thereto at least thirty (30) days in advance of each annual assessment period as provided in the By-Laws, Article XI, and
 3. perfect lien against any property for which assessments are not paid within sixty (60) days after the due date as provided in the By-Laws, Article XI; or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate offer to issue, upon demand by an person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may by the Board for the issuance of the certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) proceed and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the horticultural islands in cul-de-sacs (3) to be maintained.

Article VIII: Officers and Their Duties

Section 1. Enumeration of Officers: the elected officers of the Association shall be a President, Vice President, Secretary, Treasurer, and a Board Member, for a total of five (5) officers; and shall at no time exceed seven (7) officers. The enumeration of officers shall be five (5) or seven (7) for the purpose of voting, as the Association deems necessary. Those serving on the Board of Directors must be resident owners of Bryarfield Subdivision having the same voting privileges of the general membership on any issues needing the approval of the entire membership. Board appointed offices the Board may from time to time by resolution create; are not Directors and therefore do not vote under any circumstances on any Association business that comes before the board.

Section 2. Election of Officers: the election of President, Vice-President, Secretary, Treasurer and (1) Board Member will take place at the annual meeting of the Association.

Section 3. Term: President, Vice-President, Secretary, Treasurer and Board Member shall be elected annually by the membership and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve. No elected officer may serve more than three (3) consecutive one-year terms. However, the individual who had served the maximum terms may still be elected to the Board; after not holding elected office for a period of one year; the individual may once again be elected to be an officer of the Board.

Section 4. Special Appointments: the Board may appoint other offices as the affairs of the Association may require, each office existing for such period, have such authority and perform such duties as the Board may, from time to time determine.

Section 5. Resignations and Removal: any officer may be removed from office with or without cause, by the membership as stated in the By-Laws; Article IV: Section 3. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies: a vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the office he/she replaces; and will be a resident owner in Bryarfield Subdivision and shall have the same voting privileges of the general membership on any issues needing the approval to make it effective.

Section 7. Conflict of Interest: no two (2) persons may serve on the Board of Directors, during the same term, that resides at the same residential address in Bryarfield Subdivision.

Section 8. Duties: the duties of the officers are as follows:

(a) President: the President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments. The Treasurer sign checks written against budgeted or unbudgeted items for that fiscal year. The Treasurer shall also sign promissory notes as voted by the membership to incur.

(b) Vice-President: the Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act; shall exercise and discharge such other duties as be required of him/her by the Board.

(c) Secretary: Secretary shall record the votes and the minutes of all meetings and proceedings of the Board and of the members; shall co-sign checks in the absence of the President or Treasurer for budgeted or unbudgeted items for that fiscal year; and shall perform such other duties as required by the Board.

(d) Treasurer: the Treasurer shall receive and deposit in appropriate bank account(s) all monies of the Association as directed by resolution of the Board of Directors; and shall disburse such funds as directed by resolution of the Board of Directors; shall sign checks for budgeted or unbudgeted expenses for that fiscal year; shall prepare an annual budget and a statement of income expenditures to be presented to the membership at its regular annual meeting and also deliver a copy of each to the members; shall co-sign promissory notes of the Association together with their addresses and assessment account status; shall consult with a public accountant to determine the need for an annual compilation of the Association books but must prepare with a public accountant a review of the Association books at least once every three years.

(e) Board Member: shall assist the Secretary with voting records at meetings of the Association; shall act in the place and stead of the Secretary in the event of his/her absence, inability or refusal to act; and perform such duties as required by the Board.

(f) Indemnification: The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Kentucky Not-For-Profit Corporation Act as amended, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition or such proceedings and amounts paid in settlement of such proceedings and the indemnified disinterested directors, officers, or otherwise, both as to action in his/her official capacity and as to action in another person who has ceased to be a director, officer, committee member, executors and administrators of such a person and adjudication of liability shall not affect the right to indemnification and shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

Article IX: Committees

The Association shall appoint an Architectural Control committee, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Article X: Book and Records

The books, records and papers of the Association shall at all times, during regular Board meetings, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the Board meeting or the Association annual meeting, where arrangements may be made to purchase copies at a reasonable cost.

Article XI: Assessments

As provided in the Declaration; Section 3 (3.3), each member is obligated to pay to the Association annual and/or special assessment fees that are secured by a continuing lien upon the property against which the assessment is made. It is the responsibility of all new purchasers of property to inform the Association of their ownership with ten (10) days of the transfer. Payment of annual assessment is scheduled as shown below with the penalties for late payment or for non-payment.

1. Payment in full must be postmarked no later than October 11 of the assessment year, to avoid incurring a late fee. Payments postmarked after October 11 of the assessment year must include a \$25.00 late fee.

2. Second notices will be mailed the first week of November of the assessment year charging the assessment fee and a \$25.00 late fee both of which are due by December 1 of the assessment year.

3. Accounts not paid in full by December 1 of the current assessment year will be turned over to the Association attorney for collection.

4. If a Lot account is turned over to the Association attorney for collection, the homeowner is responsible for paying the assessment, the \$25.00 late fee PLUS all attorney fees and/or court cost involved in collection the part due amount.

No owner may waive or otherwise escape liability for the annual assessment provided for herein by abandonment of his/her Lot. The Board of Directors will annually review the assessment and may exercise its right to raise or lower the assessment as provided in the Declaration.

Article XII: Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Article XIII: Miscellaneous

The fiscal year of the Association shall begin on the first day of October and end on the 30th day of September of each year.

IN WITNESS WHEREOF, we being the Board of Directors of the Bryarfield Homeowners Association have hereunto set our hands this _____ day of _____ 2009 that the aforementioned By-Laws reflect all amendments duly adopted by the membership of this date.

Kim Morris, Pres.
Kim Morris, President

1-26-09
Date

Sherry Gentry Treas/Sec
Sherry Gentry, Treasurer/Secretary

1-26-09
Date