



**BYLAWS  
OF GLENMARY EAST SECTIONS I & II  
HOMEOWNERS ASSOCIATION, INC.  
A CORPORATION NOT-FOR-PROFIT  
AS AMENDED ON April 16, 2015**

**ARTICLE I**

**IDENTITY**

These are the Bylaws of Glenmary East Sections I & II HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Corporation" or "The Association", a corporation not for profit under the laws of the State of Kentucky, Identified in the State of Kentucky by Employee Identification Number 90-0600585. The Association has been organized for the purpose of administering the Declaration of Covenants, Conditions and Restrictions of Glenmary East Sections I & II.

**A. Office**

The office of the Corporation shall be the residence of the President. The mailing address of the Corporation shall be that of the President or otherwise deemed by such. The web site of the Corporation is <http://glenmaryeasthoa.com>.

**B. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE II**

**Members/Meetings**

The members of the corporation shall be as stated in item 25 of the Declaration of Restrictions of Glenmary East Subdivision, Sections I & II

**A. Annual Meeting**

The annual members' meeting shall be held in April of each year, the time and location of the meeting will be determined by the majority of the Board of Directors at the office of the Association or at such other place in Jefferson County, Kentucky. At each annual meeting, the Lot-Owners represented shall elect new members to the Board of Directors as is necessary. All Class A Lot owners (herein after defined as Lot Owners in good

standing with all dues and assessments paid) desiring to be a candidate for Board membership may submit their nomination by writing to the official mailing address of the Secretary, submitting it by email or by nomination from the floor. The candidates receiving the greatest total number of votes shall be deemed the winners in the Board of Directors election.

#### B. Special Members' Meetings

Special members' meetings may be called at any time by the President or by the Board of Directors, or upon written request of a majority of the members who are entitled to vote. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

#### C. Notice

Written notice of a meeting of Lot-Owners-Members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice (postage prepaid) at least seven (7) days before such meeting to each member entitled to vote thereat, addressed to said member's address last appearing on the books of the Association, 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.

#### D. Voters List

The Secretary shall furnish and certify a list of the Lot-Owners-Members entitled to vote at each meeting and the list shall indicate the number of votes of each member. Only those persons whose names appear on such certified list shall be entitled to vote at such meeting. **Lot owners whose annual fees are delinquent shall not be entitled to vote.**

#### E. Quorum

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Restrictions, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

#### F. Voting

At any meeting of the Lot Owners/members, provided their annual dues and assessments are current as per Article 25 of the Covenants as of the date of any meeting, shall be entitled to cast one vote for each lot owned; in the event multiple owners of a lot cannot agree on the vote, same may be cast at the discretion of a majority of the Board of Directors. Prior to the annual meeting, the President will appoint an election committee and a chairperson for that committee to collect ballots and count the votes

#### G. Proxies

Lot owners whose annual dues and fees are current may vote by written proxy. A proxy expires ninety (90) days from the date thereof and may be used only for the purpose for which it is given. To be effective for a meeting, a proxy must be filed with the Secretary 24 hours before the meeting is called to order. All proxies are to be entered into the record of the minutes of the meeting.

#### H. Adjourned Meetings

Any meeting of Lot-Owners-Members that cannot be organized because of a lack of a quorum may be adjourned. At any such adjourned meeting, any business that might be deemed as an emergency business function may be transacted without further notice.

#### I. Order of Business

The order of business at Lot-Owners-Members meetings shall be:

1. Call to order by the President
2. Certifying of proxies with Secretary
3. Proof of notice of meeting or waiver of notice
4. Reading and disposal of minutes from the previous Lot-Owners-Members meeting
5. Nomination by the President and approval by the Lot-Owners-Members of inspectors of election
6. Election of Board members
7. Reports of Officers
8. Reports of committees
9. Old business
10. New business
11. Adjournment

#### J. Minutes

The minutes of all meetings shall be kept in a book, file or electronic media available for inspection at any reasonable time. The Association shall retain a copy of all minutes. Secretary has printed copy of minutes and Web site has electronic copy available for all members.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

##### A. General Powers

The affairs of the Corporation shall be managed by a Board of Directors. It shall have the authority to set an annual fee or assessment for each lot in the development.

##### B. Number, tenure and qualifications

The number of directors of the corporation from the time of the first annual meeting of members shall be five, but may be increased and subsequently decreased by the board as deemed necessary by amendment of this bylaw. The members will be composed of

Class A Lot owners whose annual dues and fees are current. A Board Member cannot vote on any issue if their dues and fees are not current. By opinion of the Attorney General of Kentucky, proxy voting is not allowed by directors of nonprofit corporations. Each director shall serve as a director until the earlier of (1) the next annual meeting of members and until his successor has been elected and qualified; or (2) he/she is removed by a majority of the members constituting a quorum, with or without cause. A director shall be elected from the membership-at-large.

#### C. Election of Board Members

Election of Board members shall be by a majority of the homeowners present at the annual members' meeting regardless of whether a quorum is ever present during the meeting. Prior to the annual meeting, the President will appoint an election committee and a chairperson for that committee to count a hand vote and/or collect ballots and count the votes.

#### D. Vacancies

If a Board member resigns or is removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Board members, though less than a quorum. The new Board member filling the vacancy will serve until the next annual meeting.

#### E. Removal

Any member of the Board may be recalled and removed from office with or without cause by the affirmative vote or agreement in writing of a majority of all Lot owners entitled to vote. A special meeting of the Lot owners to recall a member or members of the Board may be called by at least twenty-five percent (25%) of the Lot owners giving notice of the meeting as required for a meeting of Lot owners, and the notice shall state the purpose of the meeting.

#### F. Term

The term of a Board member shall be two years. The Board member shall serve until the second annual meeting after being elected and subsequently, until a successor is duly elected or until the Board member is removed. Board members may be reelected to consecutive terms.

#### G. Organization Meeting

The organization meeting of a newly elected Board shall be held within ten (10) days of its election at such place and time as shall be fixed by the Board immediately following adjournment of the annual meeting. No further notice of the organization meeting is necessary. Officers are to be elected at the organizational meeting.

#### H. Annual Board Meeting

The annual meeting of the board of directors shall be held without notice other than this bylaw immediately after the annual meeting of members to elect officers of the corporation for the upcoming year and to address any other business as may properly come before the board.

#### I. Regular Board Meetings

The board of directors may provide, by resolution, the time and place either within or without the Commonwealth of Kentucky, for the holding of additional regular meetings with notice of such meetings to be given as stated in Article III (K) hereunder.

All Board meetings shall be open to all Lot owners. Regular meetings of the Board may be held at such time and place as shall be determined by a majority of the Board

#### J. Special Board Meetings

Special meetings of the Board may be called by the President at any time, or by a majority of the directors in office. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the board of directors called by them. Notice of special Board Meetings shall state the time, place and purpose of the meeting.

#### K. Notice of Meetings

Notice of any special meeting shall be given at least five days to Board members and directors by telephone or e-mail and shall be transmitted at least five (5) days prior to the meeting.

#### L. Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### M. Manner of acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

#### N. Order of Business

The order of business at a Board meeting may be:

1. Calling of roll
2. Proof of due notice of meeting
3. Reading and disposal of minutes
4. Reports of Officers and committees
5. Election of Officers, per Article F or as required
6. Old business
7. New business
8. Adjournment

#### O. Board Compensation

No director shall receive compensation for service in such capacity, however, any expenses incurred by any director by reason of his duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be

construed to preclude any director from serving the corporation in any other capacity and receiving compensation there for.

**P. Powers and Duties of the Board**

The Board shall have all of the powers and duties of the Association existing under the laws of the State of Kentucky, the Declaration, Articles of Incorporation and these Bylaws. All such powers shall be exercised exclusively by the Board subject only to approval by Lot owners when that is specifically required.

**Q. Committees**

The board of directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The board of directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

**R. Informal action**

Any action required or permitted to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors, or all member of the committee, as the case may be, and included in minutes or filed with the corporate records.

**ARTICLE IV**

**OFFICERS**

**A. Officers**

The Officers must be elected Board members and shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected bi-annually by a majority of the Board present at an Organization meeting at which a quorum is present. Officers will serve until the new Officers are duly elected at the next Organization meeting. The President may not hold more than one office. The Officers shall perform the duties customarily performed by officers of corporations. No Officer shall receive any compensation for services in such capacity.

**B. Election and term of office**

Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. After the initial election of officers at the first meeting of the Board of Directors, the officers of the corporation shall be elected every second year by the board of directors at the annual organizational meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the board of directors.

#### C. Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

#### D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

#### E. President

The President shall be the chief executive Officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

#### F. Vice president (if elected)

In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the board of directors.

#### G. Secretary

The Secretary shall (1) keep the minutes of the members' and the board of directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, perform all other duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

#### H. Treasurer

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for money due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws, and (2) in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors. See Article VII for additional requirements per Bylaws.

## ARTICLE V

### MANAGEMENT

The provisions for management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

#### A. Accounts

##### 1. Receipts and Expenditures

The Corporation shall maintain accounts of the receipts and expenditures of the Association in accordance with generally accepted accounting principles. An outside audit by an independent agent or agency will be performed upon written request of either the President or two (2) Board members. Every Lot owner shall have the right to inspect said accounts at the convenience of the Treasurer upon reasonable notice. The Financial Statement will be posted on the Association's Web site.

##### 2. Lot Owner Accounts

The Association shall maintain an account for each Lot designating the name and current mailing address of the Lot owner, the status of the annual fee, the amount of each assessment, the dates and amounts in which the assessments come due, the amount paid upon the account and the balance due. These records will be maintained by the Treasurer. Delinquent accounts requiring legal action, such as a lien, would be a matter of public record.

#### B. Budget

The Board shall propose a budget for each calendar year that shall include the estimated funds required to defray the common expense and to provide and maintain funds for current operating expenses, to provide for the common maintenance, deferred maintenance, replacement of existing assets and property as provided for in the Declaration and the Articles of Incorporation. A copy of the proposed budget of common expenses shall be mailed or hand delivered to each lot owner not less than seven (7) days prior to the meeting at which the budget will be adopted. The budget will be adopted by the Board; however, the lot owners shall be given written notice of the time and place at which such meeting of the Board will be held to consider the budget. In the alternative, the Board may propose a budget to the Lot owners at a meeting of Lot-Owners-Members or in writing and if the budget or proposed budget is approved by the Lot owners at the meeting by a majority of all Lot owners in writing, the budget shall be adopted.

#### C. Annual Dues

The Board of Directors shall determine the annual fee. Increasing or decreasing the amount of the annual fee of the previous year shall require a 2/3 majority vote of the Board members. The Board reserves the right to charge additional fees for late payment including attorney fees and litigation costs.



#### D. Assessments

An assessment is a special charge to each Lot-Owner-Member imposed by the Board of Directors for a particular project or a particular purpose. All assessments must be approved by a 2/3 majority vote of the Board members. Any assessment exceeding the amount of the current annual fee must be approved by a majority of Lot-Owner-Members at a Special meeting. Each Lot-Owner-Member shall pay assessments either monthly or in full as determined by the Board of Directors. Said payments shall be due and payable automatically without further notice. If the assessments are not paid when due, then such past due assessments shall bear interest and shall become a continuing lien on the property subordinate to the lien of any mortgage, and such assessment shall be and shall remain the personal obligation of the Lot-Owner-Member and shall be enforceable against him or her all as provided in the Declaration. The Board reserves the right to charge additional fees for late payment including attorney fees and litigation costs.

#### E. Reports

A report of the accounts of the Association shall be made annually and a copy of the report shall be published electronically via the Web site for each Lot-Owner-Member not later than April 30th of the year following the year for which the report is made.

#### F. Fines and Recovery of Litigation Costs

In the event that a Lot-Owner is in violation of the Covenants, Conditions and Restrictions or of these Bylaws, the Board of Directors will initiate the following actions to correct the violation.

Step 1. A written notice of violation will be sent to the Lot-Owner to include a deadline for resolution of the violation. If there is no resolution by the deadline, the Board will proceed to Step 2.

Step 2. 1<sup>st</sup> Fine - Per Article V, Section F Fine Schedule. A written notice of fine will be sent to the Lot-Owner to include a deadline for payment and resolution of the violation. If there is no payment and resolution by the deadline, the Board will proceed to Step 3.

Step 3. 2<sup>nd</sup> Fine - Per Article V, Section F Fine Schedule. A written notice of the additional fine will be sent to the Lot-Owner to include a deadline for payment and resolution of the violation. If there is no payment and resolution by the deadline, the Board will proceed to Step 4.

Step 4. Action by the Board – The Board will act to resolve the violation (e.g. maintenance lien, litigation, etc.). The Board may take whatever means necessary to resolve the violation and bill the lot-owner for all associated costs.

All fines will constitute a special assessment against the Lot-Owner's lot for which a maintenance fee lien may be filed. In the event that litigation is initiated by the Glenmary East Sections I & II Homeowners Association, Inc. against a Lot-Owner for violation of

the Covenants, Conditions and Restrictions and/or Bylaws, the Glenmary East Sections I & II Homeowners Association, Inc. will be entitled to recover its reasonable litigation costs to include court costs and reasonable attorney's fees expended in enforcing the Covenants, Conditions and Restrictions and/or Bylaws.

### Fine Schedule

<b>Covenant Section</b>	<b>Description</b>	<b>Fine Class</b>	<b>1<sup>st</sup> Fine / 2<sup>nd</sup> Fine</b>
8c	Trailers in driveways, and boats, motor homes, etc.	B	\$50/\$200
8a, d	Parking on street and in yards(a Metro rule), construction without approval	A	\$100/\$300
9	Animals	A	\$100/\$300
11	Trees	B	\$50/\$200
12a, b	Mailboxes, fences	B	\$50/\$200
12d	Swimming pools	B	\$50/\$200
12e	CB/radio antennas	B	\$50/\$200
13	Clothes lines	B	\$50/\$200
14	Lawn care	A	\$100/\$300
15	Home business	B	\$50/\$200
16	Signs	C	\$25/\$100
19	Trash, in yards, old vehicles(a Metro rule)	B	\$50/\$200
21a	Home upkeep (also a Metro rule)	A	\$100/\$300
25	Dues payments	Dues owed plus \$15 per month late fee plus all attorney and court costs.	

Fine Classes – A =High Level (\$100/\$300), B=Mid Level (\$50/\$200), C=Low Level (\$25/\$100)

## **ARTICLE VI**

### **AMENDMENTS**

#### **A. Proposition**

An amendment to these Bylaws may be proposed by any member of the Association at any meeting of the Board or at any meeting of the entire membership of the Association and shall be voted upon at the next Board of Directors meeting.

#### **B. Adoption**

The Bylaws may be amended by affirmative vote or by written consent of not less than two-thirds (2/3) of the votes of the Board of Directors. No Bylaws shall be revised or amended by reference to its title or number only.

#### **C. Notice**

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

## **ARTICLE VII**

### **CONTRACT, LOANS, CHECKS AND DEPOSITS**

#### **A. Contracts**

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

#### **B. Loans**

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

#### **C. Check, drafts, orders, etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by two (2) officers or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

**D. Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**E. Gifts**

Any director or officer may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the corporation.

**F. Charitable contributions**

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the board of directors of the corporation without prior authorization by the board of directors.

**ARTICLE VIII**

**Book and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX**

**Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the articles of incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**

**Indemnification**

Each person who is or was a member, director or officer of the corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, or officer; provided, however, no such person shall be indemnified against any such

liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within nine (9) days after a written claim has been received by the corporation, the member, director, or officer may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

## **ARTICLE XI**

### **Limitation of Director Liability**

No director shall be personally liable to the corporation for monetary damages for breach of his duties as a director except for liability:

- (A) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- (B) For acts or omission 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 derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this

article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

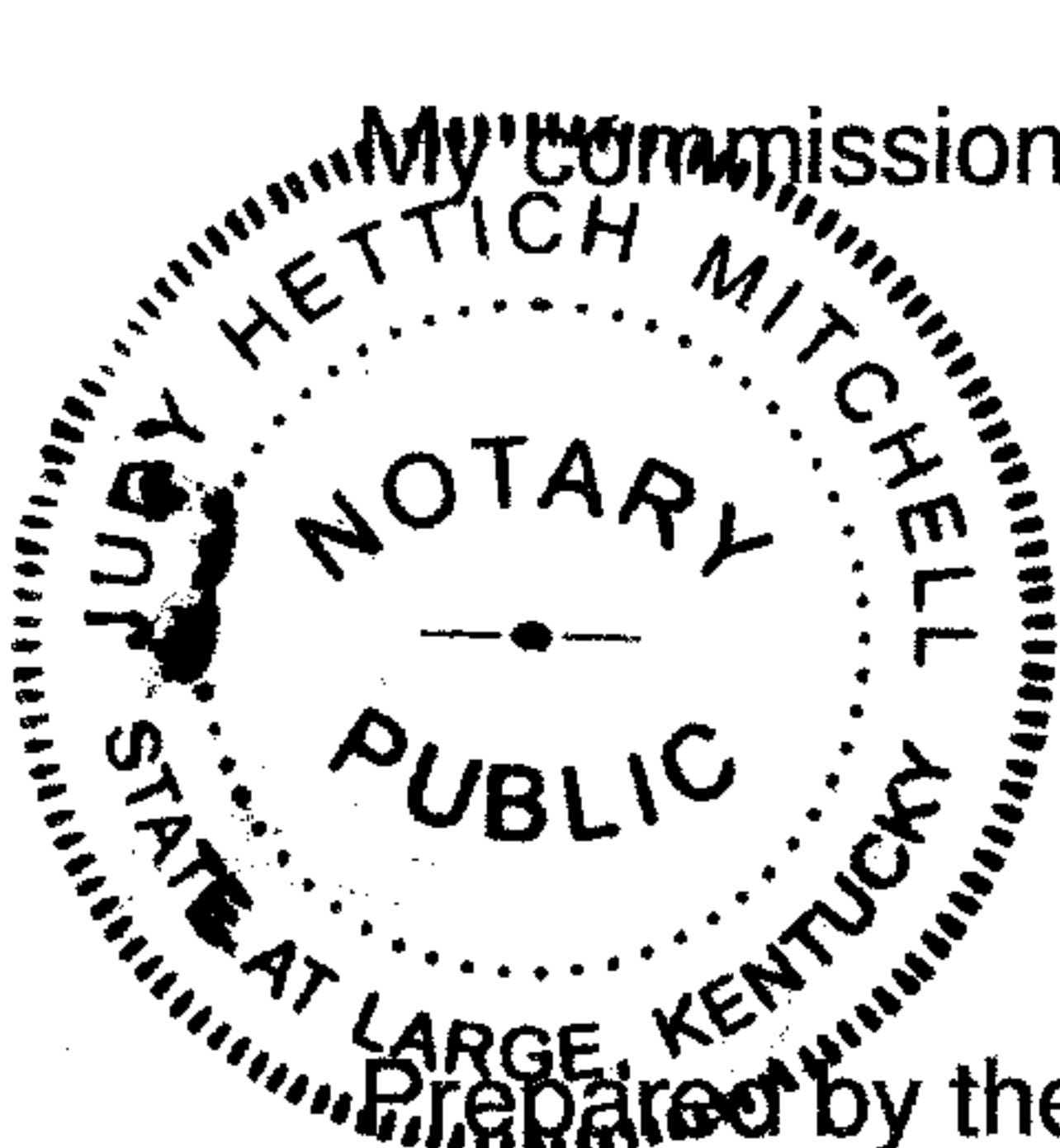
Adopted this 27 day of April, 2015. By the Board of Directors of Glenmary East Section I&II Homeowners Association, Inc.

James Doertud - President  
Lorris C. Wright - VP  
Tom M. Hefner - Treas.  
Sharon McDonald, Sec.

Karen Beckley  
W. B. (Bill)  
[Signature]

STATE OF KENTUCKY (JEFFERSON COUNTY)

The foregoing instrument was acknowledged and sworn to before me on this 27<sup>th</sup> day of April, 2015 by Henry Ford, Jr., a Managing Member of Glenmary East Sections I&II Homeowners Association.



My commission expires 1/31/17  
Judy Hettich Mitchell  
NOTARY PUBLIC, STATE OF KENTUCKY AT LARGE

Prepared by the GLENMARY EAST SECTIONS I&II HOMEOWNERS ASSOCIATION, INC. BOARD OF DIRECTORS.