

By-laws of Villages at Newbridge Property Owners Association

AMENDED AND RESTATED BY-LAWS
OF
VILLAGES AT NEWBRIDGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I. OFFICES

SECTION 1. Principal Office. The principal office of the association in the State of Kentucky shall be located at the address of the Authorized Legal Agent and shall be recorded with the Kentucky Secretary of State. The address of the principal office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

SECTION 1. Annual Meeting of Members. The annual meeting of the association shall be held on in January of each year, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held in the month designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be practicable.

SECTION 2. Special Meetings of Members. Special members' meetings may be called by the p President or by the majority of the Board of Directors. A special meeting must be called by those officers upon receipt of written request from a majority of the members of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

SECTION 3. Place of Meeting of Members. The Board of Directors may designate any place as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors.

SECTION 4. Notice of Meeting of Members. Written notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be given not less than ten (10) nor more than thirty-five (35) days before the date of the meeting, either personally, by mail or electronic transmission, by or at the direction of the President, or the Secretary, or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the books of the association, with postage thereon prepaid. Electronic transmittals shall be used at the members consent.

SECTION 5. Voting Eligibility. Membership shall be comprised of the owners of the lots within Villages at Newbridge. Each member shall have one vote for each lot owned provided that all association fees have been paid as set forth in the Declaration of Restrictions of Villages at Newbridge or amendments to thereto or as assessed by the association. A member who owns more than one lot within the development may have the same number of votes as the number of lots owned provided that all association and assessed fees are paid for all additional lots from the time of initial ownership of same. In the event a lot is owned by two or more individuals or entities, each shall be members but only have one vote, and in no event shall more than one vote be cast with the respect to any lot owned by several members.

The membership rights (including voting rights) of any members may be suspended by action of the Board of Directors if such members have failed to pay any assessment or charge lawfully imposed upon such a member or any property owned by such a member, or if any member shall have violated any rule or regulation promulgated by the Board of Directors regarding the use of any property or conduct with respect thereto.

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SECTION 6. Quorum of Meeting of Members. One-third (33% or 19 lots) of the lot owners of the association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than one-third (33%) of the members are represented at a meeting, the president or other officer may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

SECTION 7. Proxies. At all meetings of members, a member may vote in person or by written proxy. Such proxy shall be filed with the Secretary of the association before or at the time of the meeting prior to a vote. No proxy shall be valid after 90 days from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. Voting of Members. Each member entitled to vote shall be entitled to one vote per lot upon each matter submitted to a vote at a meeting of members. If a member owns more than one lot, then said member shall be entitled to one vote for each lot the member owns.

SECTION 9. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by 100% of the members entitled to vote with respect to the subject matter thereof.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the association shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of directors of the association shall be not less than three (3) and may be increased or decreased by a majority vote of the members at an annual or special meeting. The terms of Directors shall be staggered. If all the directors were elected at one meeting, the directors shall determine which half of the director's terms shall expire at the next annual meeting of members after their election. The terms of the second group shall expire at the second annual meeting of members after their election. At each annual meeting of members held thereafter, directors shall be chosen for a term of two (2) years. The Directors shall be a member in good standing, domiciled in the Villages at Newbridge Subdivision. No more than one director per household is permitted, regardless of the number of lots owned.

SECTION 3. Organizational or Regular Meetings of Directors. An organizational meeting of a newly elected Board of Directors shall be held immediately after said election. All regular meetings of the Board of Directors may be held at such time and place as shall be determined by the majority of the Board of Directors.

SECTION 4. Special Meetings of Directors. Special meetings of the Board of Directors may be called by or at the request of the President, or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given by written notice delivered personally, mailed to each director, or by electronic transmittal at least three (3) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a 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 of the meeting not lawfully called or convened.

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SECTION 6. Quorum. A quorum at a Board meeting shall constitute a majority of the members of the Board of Directors. Acts of a majority of those present at a meeting at which a quorum is present shall constitute acts of the entire Board of Directors except when approval by a greater number of Board members is required by the Articles of Incorporation, these By-Laws, or applicable law.

SECTION 7. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all the Directors.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by Board and will be appointed until the term of his predecessor expires in office.

SECTION 9. Compensation. Directors shall not be entitled to compensation for their service as Director.

SECTION 10. Removal of Director. A director of the association may be removed with or without cause by the affirmative vote or agreement in writing of a majority of votes. A special meeting of the Board of Directors may be called by at least twenty percent (20%) 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.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the association to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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.

SECTION 3. 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.

SECTION 4. President. The President shall be the principal executive officer of the association and subject to the powers and duties that are usually vested in the office of President. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the association, thereunto authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the association, or shall be required by law to be otherwise signed or executed, and in general 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.

SECTION 5. Vice President. The Vice President shall serve as the president when the President is unable to serve. At that time, he/she shall have all the powers and duties of the President.

SECTION 6. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors and the association; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the association's records; (d) have general charge of the books of the association; and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

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SECTION 7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the association; (b) receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer in accordance with good accounting practices and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board of Directors shall determine.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the association 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.

SECTION 3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as such from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI. FISCAL YEAR/BUDGET

SECTION 1. Annual Budget. The fiscal year of the association shall begin on the 1st day of January and end on the 31st day of December in each year. The Board of Directors shall propose a budget for each calendar year that shall include the estimated funds required to defray current operating expenses, deferred maintenance, replacement of existing assets and betterments.

SECTION 2. Increase/Assessment. If a budget adopted by the Board of Directors requires an increase against the lot owners in any calendar year by more than 15 percent (15%), the Board of Directors may assess an additional fee to be paid by each lot owner.

SECTION 3. Amendments to Budget. If the annual assessment becomes insufficient, in the judgement of the Board of Directors, to provide funds for the anticipated current expenses for the ensuing year, the Board of Directors may propose an amended budget which may be adopted by the majority of the association voting at a special meeting called for that purpose or by written consent of said majority. Notice of said meeting shall be given in accordance with these By-Laws and shall be accompanied by a copy of the proposed amended budget.

SECTION 4. Past Due Assessment/Maintenance Fees. For any maintenance fee or assessment not paid on or before April 1 of each year, a late fee shall be assessed in the amount of \$25.00 per month and each month thereafter until paid. If maintenance fees remain delinquent for 120 days from the date it is due, a lien may be placed upon the property. The lot owner shall be responsible to pay costs of collection and attorney's fees incurred by the homeowner's association to collect any past due annual maintenance fee, including late fees.

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ARTICLE VII. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the association under the provisions of these By-Laws or under the provisions of the articles of incorporation or under the provisions of the business association act, a 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 VIII. AMENDMENTS

SECTION 1. Adoption of Amendment These By-Laws may be altered or amended with no less than one hundred percent (100%) approval of the Board of Directors at any regular or special meeting of the Board of Directors.

SECTION 2. Notice of Amendment. 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 IX. OBLIGATION OF UNIT OWNERS

SECTION 1. Vehicles

- a) Temporary parking is allowed on grass, either common or privately owned, for loading and unloading purposes only.
- b) Temporary parking is defined by 4 hours or less per occurrence and is only permitted for loading and unloading.
- c) Vehicles parked 5 hours or longer are subject to a fine of \$10.00 per occurrence, subject to Section 11.
- d) When any privately-owned lawn or easement or common area shows signs of distress from vehicle use, such as ruts and bare dirt, such a condition will be considered an abuse of temporary parking. The owner will be notified per Section 11 and will be required to restore the area to its original condition at property owner's expense.
- e) Until the above condition is met, any temporary parking on grass will be terminated, subject to immediate fines if violated.
- f) If any such damage to grassy areas has already been caused, temporary parking on that area must be suspended until the area is restored.
- g) Disabled vehicles left on any street, parking lot or private property within the Villages at Newbridge are to be repaired or removed from the Villages at Newbridge within 30 days of written notice.
- h) Disabled vehicles left after 30 days of written notice will incur a fine of \$25.00 per day for each day of violation following such notice.
- i) Vehicles left after 60 days of written notice will be towed at owner's expense.
- j) Owners of vehicles suspected of being disabled will be asked to demonstrate that their vehicle is road worthy and may be lawfully and safely operated on public roads. Proof of insurance and current registration will be requested.
- k) Inability to verify will result in the vehicle being towed at owner's expense.

Guest parking is allowed on occasion along Newbridge Road only as long as such parking does not restrict or deny access to any part of the neighborhood by emergency or other vehicles. Such parking must also not create an unsafe condition for driving or pedestrians.

SECTION 2. Maintenance of Lawn It shall be the duty of each owner to keep the grass on the lot properly cut, to keep the lot free from weeds and trash and to keep it otherwise neat and attractive in appearance. Failure to maintain lawns and landscaping will result in a warning. More than three warnings per year will result in a fine of \$10 per occurrence, including the previous 3 for which warnings were issued. In addition, if a lot owner fails to maintain their lot or landscaping, the association, or any person or association to whom it may assign the right, may take such action as deems appropriate, including mowing, in order to make the lot neat and attractive and the owner shall, upon demand, reimburse the association or other performing party for the expense incurred.

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in so doing.

SECTION 3. Trash

- a) Trash bins are to be put to the curb for pickup/collection no sooner than 6 PM of the night before pickup and must be removed from the curb within 24 hours of pickup/collection.
- b) No trash bins are to stay curbside 24/7.
- c) All trash must fit entirely within whatever bins you have. If the trash does not fit within the confines of a trash bin, it should be placed in a second trash bin or compressed so that the lid will close all the way.
- d) Exception to (c): When disposing of very large objects, like furniture, those objects may be permitted to be left curbside for the same time period as the trash bins. If your trash disposal company fails to take your large object, it must be moved inside until the day your company collects it.
- e) Owners who do not secure trash inside a trash bin will be fined \$10.00 per occurrence after one (1) written warning.
- f) Lids of trash bins must remain fully closed at all times except as left by the collection service once the bin has been emptied.
- g) Trash that would show beneath the lid must be compressed or moved to another bin.
- h) When possible, trash bins should be hidden from view of street, neighbors or common areas, such as inside your garage. On non-pickup/collection days, if trash bins cannot be hidden from view, they shall be placed within one foot of your garage.
- i) All trash bins must be kept in an upright position at all times with their lids fully closed, whether or not at the curb.
- j) All trash bins must have permanently attached lids and not be damaged or defaced.
- k) All trash must be secured in such a way, at all times, that it is not subject to wind or animals strewing it about causing it to become littered throughout the neighborhood.
- l) If your trash somehow does get strewn, it is your responsibility to collect that trash. If it's unclear whose trash has made its way into your yard, it is your responsibility to collect and dispose of that trash as a matter of common decency.
- m) The fine for non-compliance for any item in this, Section 3, is \$10 per day, or per occurrence, and subject to Section 11 penalties.

SECTION 4. Fences, Sheds, Pools, Structures Any structure must be approved in writing by the association or Board of Directors before being erected or installed. If a structure is erected without approval, the owner will be notified by written warning, and will have 60 days to remove the structure or bring it into compliance. If any structure has been previously installed prior to the date of January 1, 2018 without association approval, the owner may appeal to the Association or Board of Directors with a written plan to bring it into compliance. The Board of Directors will then have 30 days to approve or reject the proposed plan. If the plan is approved, the owner will then have 90 days to bring the structure into compliance. Failure to complete the project within 90 days may result in a fine of \$10.00 per day until the project is complete and approved by the Board of Directors.

SECTION 5. Storage Nothing shall be stored outside of any garage or home. Violators may be fined \$10.00 per day, following the first written warning, until the materials are removed.

SECTION 6. Exteriors of Homes All houses and garages must be kept in good repair and appearance. This includes, but is not limited to, the timely remedy of:

- a) Missing or loose siding, facia or roofing material
- b) Inoperative exterior porch or garage lights
- c) Broken steps, landings or decks
- d) Unsecured gutters and downspouts
- e) Missing or broken house numbers
- f) Growth of algae, mold or mildew on the exterior.
- g) Unsightly objects visible from the street. Such issues can and will be determined by a majority vote of the Board of Directors.

Violations must be remedied within 30 days of written warning. Violators will be fined \$10.00 per day, after the 1st written warning, until the violation is remedied.

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SECTION 7. Mailboxes or Newspaper Boxes Mailboxes and Newspaper boxes are to be maintained and in good condition, with house numbers properly attached, and permanently placed at the curb. Violations must be remedied within 30 days of written warning. Violators will be fined \$10.00 per day, after the 1st written warning, until the violation is remedied.

SECTION 8. Satellite Dishes, Antennae No antenna, except for standard small television antenna, or small microwave or other small receivers and transmitters), larger than 3 feet in diameter, including those currently called "satellite dishes," shall be erected or laced on any lot or structure unless its design and placement are approved by the Board of Directors. Violations must be remedied within 30 days of written warning. Violators will be fined \$10.00 per day, after the 1st written warning, until the violation is remedied.

SECTION 9. Nuisances All owners and their guests shall take extreme care about making noise considering the proximity of the homes to each other. Any noxious, offensive or loud noises that disturb others between the hours of 10 PM and 6 AM, are violations and may result in fines. Exceptions are New Year's Eve and USA Independence Day (July 4th) celebrations as long as they are safe and have ended by 2 AM. Owners will be fined \$25.00 per occurrence, whether the violation is by them or by their guest(s). Photos or videos must accompany any allegation of this violation. It shall be at the discretion of the majority of the Board of Directors to determine if something is a nuisance.

SECTION 10. Pet Feces/Waste/Manure It is considered a public health code issue, in accordance with Louisville Animal Ordinances, § 91.010 Sanitary Disposal Of Animal Feces, and a nuisance to not pick up after your pet and dispose of such in airtight bags into the pet owner's own trash bin or in one of the Dog Waste Stations installed in one or more of the neighborhood's common areas. This shall apply only to pet waste outside of one's own property. Owners will be fined \$10.00 per occurrence, whether the violation is by them or by their guest(s). Photos or videos must accompany any allegation of this violation.

SECTION 11. Violations/Penalties

Violations of the governing documents may be subject to the following process:

- a) First Warning – this is a courtesy warning and may include, but is not limited to, notification of violation via email or informal letter
- b) Second Warning – a formal letter will be sent to the property owner at the address on file and will include notice of being subject to fine schedule(s) as defined in the section number(s) which were violated with next warning letter. If no fine schedule is defined in violated section, owner will be subject to a \$25 fine with next warning letter.
- c) Third Warning – a formal letter will be sent to the property owner at the address on file with notice of fine(s) being added to account. If no fine schedule is defined in violated section, owner will have \$25 added to account and be subject to \$75 fine with next warning letter. All fines added to account are subject to payment within 30 days.
- d) Final Warning – a formal letter will be sent to the property owner at the address on file with notice of fine(s) being added to account. If no fine schedule is defined in violated section, owner will have \$75 added to account. All fines added to account are subject to payment within 30 days.
- e) Court Action – If violations continue the Board of Directors may choose to take legal actions against the property owner.

It is the responsibility of the property owner to notify the property management company when a violation has been remedied to avoid further fines or actions against them.

If the association incurs attorney fees or court costs in enforcing any provision of the By-Laws, then the property owner in violation shall be further responsible for such attorney fees and costs which may be collected, including but not limited to becoming a lien on the property of the violator, suit to obtain judgment or foreclosure, or both.

ARTICLE X. INDEMNIFICATION

Each person who is or was a director or officer of the Association, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the Association to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgements, fines and excise taxes, or penalties and amounts to be paid or to be paid in settlement) incurred by such person in such person's status as a director or officer or arising out of such person's status as a director or officer; provided, however, no such person shall be indemnified against such liability, cost, or expense incurred in connection with any action, suit, or proceeding (1) in which such person shall be adjudged liable on the basis that personal benefit was improperly received by such person, (2) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation, (3) for acts or omissions not in good faith or which involve intentional misconduct or which are known by the director to be in violation of the law. Such rights of indemnification shall be a contract right and shall include the right to be paid by the Association 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 Association of an undertaking by or on behalf of such person to repay all amounts advanced if it shall be determined that such person is not entitled to such indemnifications. 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 Association within 90 days after a written claim has been received by the Association, the director or officer may at any time thereafter bring suit against the Association to recover the unpaid amount and if successful in whole or in part, such person shall be entitled to be paid also the expenses of prosecuting such claim. The Association may maintain insurance, at its own expense, to protect itself and any such person against any liability, cost, expense, whether or not an Association would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Act or under this article, but 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 Association shall nevertheless indemnify each such person to the full extent permitted by the applicable portion of this article that shall not have been invalidated or by any other applicable law.