

BYLAWS  
OF  
WOLF CREEK COMMUNITY ASSOCIATION, INC.

SECTION 1. MEETINGS

1.1 Annual Meeting. The annual meeting of the members shall be held during the month of February at a time designated by the Board of Directors.

1.2 Special Meetings. Special meetings of the members may be called (a) at any time by the Board of Directors, or (b) by members holding in the aggregate one-fifth of the voting power of all members. The secretary shall call a special meeting to be held at a time fixed by the secretary, but not less than ten days nor more than thirty-five days after the secretary shall have received (a) a written request from the Board of Directors, or (b) a petition signed by members holding in the aggregate twenty percent of the voting power of all members. If the secretary neglects or refuses to issue such call, then the call may be issued by (a) any Director, or (b) the member who signed the petition.

1.3 Place of Meetings. Meetings of the members shall be held at the registered office of the Corporation unless the Board of Directors by resolution designates a different place for the meeting, in which case the meeting shall be held at a place thus designated.

1.4 Notice of Meetings. The secretary shall cause

written notice of the time and place of each annual meeting of the members to be delivered, either personally or by mail, to the members entitled to vote not less than ten nor more than thirty-five days before the date of the meeting.

1.5. Waiver of Notice. The attendance of any member at any meeting of members without protesting the lack of proper notice shall constitute a waiver of such notice.

1.6 Quorum. Members holding twenty percent of the votes entitled to be cast on the matter to be voted upon represented in person or by proxy shall constitute a quorum at a meeting of members.

1.7. Action Without Meeting. Any action required or permitted to be taken at any meeting of the members entitled to vote may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, is signed by all members entitled to vote and such written consent is filed with the minutes of proceedings of the members entitled to vote.

## SECTION 2. BOARD OF DIRECTORS

2.1 Number and Term of Office. The affairs of the Corporation shall be managed by a Board of seven Directors. The Board of Directors shall be elected for a term of two years at the annual meeting of odd numbered years by the members entitled to vote pursuant to Declaration of Restrictions for Wolf Creek, recorded in Book 5744, Page 366 in the Jefferson County Court Clerk's Office, or if not so elected, at a special meeting of members entitled to vote called for that purpose. A Director

shall hold office until the date fixed pursuant to these bylaws for the next annual meeting of members and until his successor is elected or has accepted the election by either (a) an acceptance in writing, or (b) being present and acting as a Director at either a regular or special meeting of the Board of Directors.

2.2 Vacancies. The office of a Director shall become vacant if he dies or resigns by a writing signed by him and delivered to the Corporation. Any vacancy in the Board of Directors may be filled for the unexpired term by a vote of the majority of the remaining Directors though less than a majority of the whole Board.

2.3 Meetings. A regular meeting of the Board of Directors shall be held immediately after the annual meeting of the members or any special meeting of members at which a Board of Directors is elected. Special meetings of the Board of Directors may be called by the President or by any two Directors.

2.4 Notice--Waiver. Notice of the time and place of each meeting of Directors shall be served upon or telephoned to each Director at least twenty-four hours, or mailed to each Director at his address as shown by the books of the Corporation at least forty-eight hours, prior to the time of the meeting. Notice of any meeting of Directors may be waived either before or after the meeting by any Director. The attendance of any Director at any meeting of Directors without protesting the lack of proper notice shall be deemed to be a waiver of notice of that meeting.

2.5 Action Without Meeting. Any action required or

permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, is signed by all members of the Board of Directors and such written consent is filed with the minutes of proceedings of the Board of Directors.

2.6 Duties. It shall be the duty of the Board of Directors to manage, operate and maintain certain real property owned or to be owned by the Corporation.

### Section 3. Officers

3.1 Officers. The Corporation may have one or more Vice Presidents and shall have a President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Corporation may also have such assistant directors as the Board of Directors may deem necessary, all of whom shall be elected by the Board of Directors or chosen by an officer or officers designated by it. Any two or more offices may be held by the same person except the office of President and Secretary.

3.2 President. The President shall

(a) Have general charge and authority over the business and affairs of the Corporation subject to the direction of the Board of Directors.

(b) Have authority to preside at all meetings of the members and of the Board of Directors.

(c) Have authority acting along, except as otherwise directed by the Board of Directors, to sign and deliver any document on behalf of the Corporation, and

(d) Have such other powers and duties as the Board of Directors may assign to him.

3.3 Vice President. The Vice President, or if there is more than one Vice President, the Vice Presidents in the order of their seniority by designation (or if not designated in the order of their seniority of election), shall perform the duties of the President in his absence. The Vice President shall have such other powers and duties as the Board of Directors or the President may assign to him.

3.4 Secretary. The Secretary shall

(a) Issue notices of all meetings for which notice is required to be given.

(b) Keep the minutes of all meetings and have charge of the corporate record books, and

(c) Have such other duties and powers as the Board of Directors or the President may assign to him.

3.5 Treasurer. The Treasurer shall

(a) Have the custody of all funds and securities of the Corporation.

(b) Keep adequate and current accounts of the Corporation's affairs and transactions, and

(c) Have such other duties and powers as the Board of Directors or the President may assign to him.

3.6 Other Officers. Other officers and agents of the Corporation shall have such authority and perform such duties in the management of the Corporation as the Board of Directors or the

President may assign to them.

Section 4. Assessments

4.1 the Board of Directors shall annually assess each owner of a tract in Wolf Creek Subdivision in accordance with the provisions of the Declaration of Restrictions recorded in Book 5744, Page 366, in the office of the Clerk of Jefferson County, Kentucky.

Section 5. Amendments

5.1 Amendments The Bylaws of the Corporation may be amended from time to time by a majority of the Board of Directors.

These By-laws approved and adopted by the Board of Directors of the Wolf Creek Community Association, Inc. meeting in regular session on \_\_\_\_\_, 1988; as amended as to Section 2.1 by said Directors meeting in regular session May 19, 1993; and further amended as to Section 2.1 by the Board of Directors meeting in regular session February 16, 1994.