

**BYLAWS
OF
HARRODS LANDING TOWN HOME RESIDENTS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

I. IDENTITY

These are the Bylaws of HARRODS LANDING TOWN HOME RESIDENTS ASSOCIATION, INC., hereinafter sometimes referred as the "Corporation" or the "Association" which term may be used interchangeably, a corporation not for profit under the laws of the Commonwealth of Kentucky. The Association has been organized for the purpose of administering the community commonly known as Harrods Landing Town Homes or Harrods Landing Subdivision (hereinafter "Harrods Landing", including but not limited to commonly-owned property and common maintenance, repair and upkeep of such property as provided in the applicable Declaration of Covenants, Conditions and Restrictions (hereinafter "Declaration" or "Covenants") filed in the office of the Jefferson County Clerk on August 30, 1995.

Pursuant to the Covenants, every owner of a lot in Harrods Landing shall be and is a member (hereinafter "Member") of the Association.

Except as otherwise expressly set forth herein, all terms as used herein shall have the same definitions as in the Covenants.

A. Office

The principal office of the Corporation shall be at P.O. Box 924, Prospect, Kentucky 40059.

B. Fiscal Year

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

C. Seal

The seal of the Corporation shall bear the name of the Corporation, the word "Kentucky", the words "Corporation Not-For-Profit" and the year of incorporation.

II. MEMBER'S MEETING

A. Annual Meeting

The annual meeting of the Members shall be held on the third Saturday in January of each year beginning in the year of the Corporation's formation, at

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<i>we</i>	<i>BS</i>	<i>DD</i>	<i>BJ</i>	<i>KRN</i>	<i>pat</i>	<i>DK</i>	<i>SP</i>	<i>jud</i>	<i>js</i>	<i>WNS</i>	<i>m</i>	<i>TA</i>	<i>WJW</i>	<i>mac</i>	<i>Coll</i>

10:00 a.m. local time, at the office of the Corporation or at such other place in Jefferson County, Kentucky, as the majority of the Members or the President shall determine. If such date is a legal holiday, the meeting shall be held at the same hour on the next day, which is not a legal holiday. At each annual meeting, the Members shall elect the Board of Directors (hereinafter "Board") and transact any other business authorized to be transacted. Directors shall serve until the date for the next following annual meeting.

B. Special Meetings of the Members

Special meetings of the Members, to be held at the place provided for annual meetings, may be called by the President or by a majority of the Board. A special meeting shall be called by the President or the Board upon receipt of a 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.

C. Notice

Written notice of a meeting of Members stating the time and place and purposes for which the meeting is called shall be given by that person or those persons calling the meeting. A copy of the notice shall be posted at a conspicuous place at Harrods Landing and a copy of same shall be mailed by regular mail, postage prepaid, to each Member entitled to attend the meeting except Members who waive the notice in writing. The mailing shall be to the addresses of the Members as they appears on the roster of Members. The posting and mailing of the notice shall be effected not less than fourteen (14) days prior to the date of the meeting. Proof of posting and mailing of notice shall be given by the affidavit of the person serving the notice. Notice of a meeting may be waived before or after the meeting. Members may take action by written agreement, signed by a majority of the Members without meeting.

D. Quorum

A majority of the Members constitute a quorum. Decisions shall be made by a majority of the Members represented at a meeting at which quorum is present. The acts approved by a majority of the votes cast at a meeting, at which a quorum is present, shall constitute the acts of the Members collectively, except when approval by a greater number of Members is required by the Declaration, the Articles of Incorporation, or these Bylaws.

E. Voting

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At any meeting of Members, the owners of lots in Harrods Landing shall be entitled to cast one vote for each Lot owned. Voting rights shall be as provided in the Declaration.

F. Proxies

Lot owners 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-Treasurer before the meeting is adjourned. All proxies are to be entered into the record of the minutes of the meeting of Members.

G. Adjourned Meetings

Any meeting of Members that cannot be organized because of lack of a quorum may be adjourned from time to time until a quorum is present. In the event of any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice once a quorum has been attained.

H. Voter's List

The Secretary-Treasurer shall furnish and certify a list of the 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.

I. Order of Business

The order of business at meetings of the Members shall be:

1. Call to order by President;
2. Calling of the roll and certifying of proxies;
3. Proof of notice of meeting or waiver of notice;
4. Reading and disposal of minutes;
5. Reports of Officers;
6. Reports of committees;
7. Election of inspectors of elections;
8. Determination of number of Board members;
9. Election of Board member;
10. Old business;
11. New business;

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The term of a Director extends until the next annual meeting and subsequently until his successor is duly elected and qualified or until he or she is removed.

F. Organization Meeting

The organization meeting of a newly-elected Board shall be held within ten (10) days of its election as such place and time as shall be fixed by the Board at the meeting at which it was elected. No further notice of the organization meeting is necessary.

G. Regular Board Meetings

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

H. Special Board Meetings

Special meetings of the Board may be called by the President at any time. At the written request of two Directors of the Board, the Secretary-Treasurer shall call such special meeting. Notice of special meetings shall state the time, place and purpose of the meeting.

I. Notice of Meetings

Notice of every meeting shall be given to each Director of the Board personally or by regular mail, postage prepaid, telephone or telegraph and shall be transmitted at least three (3) days prior to the meeting. A notice of each meeting shall be posted conspicuously at Harrods Landing at least forty-eight (48) hours in advance, except in cases of emergency, for the attention of Members of the Association.

J. Waiver of Notice

Any Director may waive notice of any Board meeting before or after the meeting. Such waiver shall be deemed equivalent to the giving of notice. Such waiver shall be made in writing.

K. Action Without Meeting

The Board may take action by written agreement without meeting.

L. Quorum

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<i>WR</i>	<i>CS</i>	<i>DD</i>	<i>B</i>	<i>RR</i>	<i>g/poh</i>	<i>DK</i>	<i>SP</i>	<i>YMS</i>	<i>JS</i>	<i>W</i>	<i>TR</i>	<i>MP</i>	<i>me</i>	<i>CS</i>	<i>CS</i>

Personal liability of all Directors of the Corporation shall be eliminated or limited pursuant to KRS 273.248 or other applicable law, and no Directors of the Corporation shall be personally liable for any monetary damages for breach of his duties as a Director, except that nothing herein contained shall eliminate or limit the liability of the Director for: (a) any transaction in which the Director's personal financial interest is in conflict with the financial interest of the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or, (c) any transaction from which the Director derived an improper personal benefit.

R. Officers

The officers (hereinafter "Officer(s)") of the Board shall be a President, a Vice President and a Secretary-Treasurer, each of whom shall be elected annually by a majority of the Board present at a meeting at which a quorum is present or by any other meeting of the Board when an interim vacancy occurs. The Board may appoint other Officers and grant them the duties it deems appropriate. Officers serve at the pleasure of the Board. A person may hold more than one office except that the President may not also be the Secretary-Treasurer. No person shall sign an instrument nor perform an act in the capacity of more than one office. The Officers shall perform the duties of such Officers customarily performed by officers of corporations. No Officer shall receive any compensation for services rendered in such capacity.

1. President

The President shall be the chief executive Officer of the Association. He shall have all the power and duties that are usually vested in the office of the president by law, including, but not limited to, the power to appoint committees from among the Members from time to time to assist in the conduct of the affairs of the Association as the President may in his or her discretion determine appropriate.

2. Vice President

The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President. The Vice President shall also assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board or permitted by law.

3. Secretary-Treasurer

The Secretary-Treasurer shall keep the minutes of all proceedings of the Board and the Association. The Secretary-Treasurer shall attend to the serving of all notices to the Members and Board and other notices required by law, the Declaration, the Articles of Incorporation and these Bylaws and shall have custody of the seal of the Corporation and shall affix it to instruments requiring a seal when duly signed. The Secretary-Treasurer shall keep the records of the Corporation and perform all other duties incident to the office of secretary-treasurer of a corporation as may be required by the Board and shall also have custody of all property of the Association, including funds, securities and evidences of indebtedness. The Secretary-Treasurer shall keep books of account of the Corporation in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board or Members for examination at reasonable times.

IV. 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. Every Member shall have the right to inspect and copy said accounts during normal business hours at the office of the Corporation upon reasonable notice.

2. Lot Owner Accounts

The Association shall maintain an account for each lot within Harrods Landing designating the name and current mailing address of the owner(s) of each said lot, the amount of applicable assessments, the dates and amounts in which the assessments come due, the amount paid upon each account and the balance due in regard to each account.

B. Budget

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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 Declarations or the Articles of Incorporation.

C. Adoption

The Board will adopt a budget on an annual basis at a meeting called for that purpose. In the alternative, the Board may propose a budget to the Members at a meeting of same or in writing, and if the budget or proposed budget is approved by a majority of the Members at a meeting at which a quorum of same are present, the budget shall be adopted. The Board shall not, following approval of the budget by the Members, approve any non-budgeted expenditure of funds in excess of \$3,500.00 for any single purpose in any fiscal year, unless such expenditure is necessitated by a loss to any real property or real property improvements to which the Covenants apply and for which casualty or other insurance is or will be payable to the Association or jointly to the Association and any Member or Members. Moreover, notwithstanding any provision of these Bylaws to the contrary, the Board may not approve any expenditure of money during any fiscal year, to finance any material change in the nature of any real property to which the Covenants apply without first obtaining the approval of a majority of the Members.

D. Assessments

Assessments shall be paid on a monthly basis by the owner(s) of each lot in Harrods Landing. Said payments shall be due and payable automatically with further notice.

E. Past Due Assessments

If the assessments are not paid when due then such past due assessments shall bear interest at the rate of twelve percent (12%) per annum. All assessments more than thirty (30) days past due shall incur a one-time 10% late fee. Past due assessments 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 owner(s) of the applicable lot and shall be enforceable against said owner(s) and/or lot(s) as provided in the Declaration. The Association shall further recover from the defaulting lot owner(s) and/or the applicable lot(s) all of costs and expenses of any action necessary to recover past due fees and

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assessments, including but not limited to all applicable attorney's fees and court costs incurred by the Association all of which shall also be a part of the foregoing lien.

F. Reports

A report of the accounts of the Association shall be made annually and a copy of the report shall be furnished to each Member not later than April 1, of the year following the year for which the report is made.

V. AMENDMENTS

A. Proposition

An amendment may be proposed by any Member at any meeting of the Board or of the entire membership of the Association. Directors not present at the meeting considering the amendment may express their approval or disapproval in writing, provided that such approval or disapproval is delivered to the Secretary-Treasurer at or prior to the 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 Members. No Bylaws shall be revised or amended by reference to its title or number only.

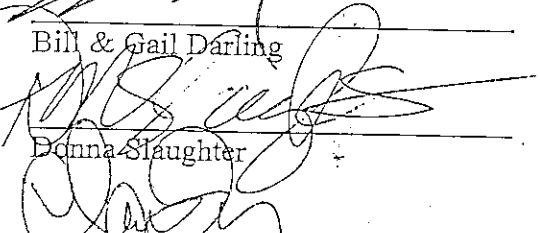
C. Notice

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.

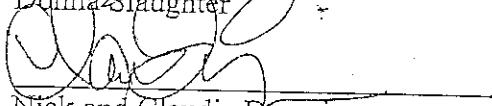
We, being all of the Members of HARRODS LANDING TOWN HOME RESIDENTS ASSOCIATION, INC., hereby certify that the foregoing Bylaws were adopted by the Corporation, this 9th day of September, 2011.





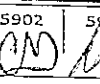

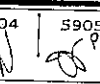

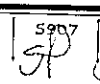









Bill & Gail Darling



Donna Slaughter



Nick and Claudia Dampier

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Donna Zapata
Donna Zapata

Kathy Ross Gary Nethery
Kathy Ross Gary Nethery
(POA)

Irma Tandy
OKD

David Kohn
Shirley Passino
Shirley Passino

Linda M. Bankson
Linda Bankson

Jack & Becky DeDeger
Jack & Becky DeDeger

Drew Smith
Drew Smith

Mike Rizzo
Mike Rizzo

Tomas Aguilera
Tomas Aguilera

Miranda Morris
Miranda Morris

Maureen Cahill
Maureen Cahill

Bill & Mary Glancy
Bill & Mary Glancy

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