

**AMENDED AND RESTATED BYLAWS OF
VILLAS AT DORSEY CONDOMINIUMS COUNCIL, INC.**

**ARTICLE I
GENERAL PROVISIONS**

I.1. Identification. These are the Bylaws of **VILLAS AT DORSEY CONDOMINIUMS COUNCIL, INC.** (the "Council").

I.2 Definitions. Except as otherwise defined herein, or unless the context clearly demands otherwise, the following terms shall have the respective meanings given such terms in the Horizontal Property Law, KRS 381.805 to KRS 381.910, and any applicable provisions of the Kentucky Condominium Act, KRS 381.9101 to KRS 381.9207 of the Commonwealth of Kentucky, as amended (hereinafter called the "the Act"). "Unit", "Condominium Project", "General Common Elements", and "Council of Co-Owners".

I.3 Purpose of Council. The Council has been organized and these Bylaws have been adopted by the Board of Directors of the Council pursuant to the Act for the purpose of administering a condominium project in Jefferson County, Kentucky, known as The Villas at Dorsey Condominiums (the "Project").

I.4 Office. The office of the Council shall be located at 10545 Watterson Trail, Louisville, Kentucky 40299, or such other office as the Board of Directors may determine from time to time.

I.5 Fiscal Year. The fiscal year of the Council shall be the calendar year.

I.6 Members' Qualifications. The members of the Council shall consist of all of the record owners of units in The Villas at Dorsey Condominiums. Any person, on becoming a record owner of a unit, shall automatically become a member of the Council and be subject to these Bylaws, and such membership shall terminate without any formal action by the Council when such person ceases to be a record owner of a unit, but such termination shall not relieve or release such former owner from any liability or obligation incurred or arising during the period of his membership or impair any rights and remedies which the Council or others may have against such former owner arising out of or connected with his membership.

**ARTICLE II
MEMBERS' MEETINGS**

II.1 Annual Meetings. The annual meeting of the membership shall be held at the Council office, or such other place designated by the Board of Directors, at 7:00 P.M., Eastern Daylight Time, on the fourth Thursday of June of each year for the purpose of electing directors, furnishing a financial report and transacting any and all other business authorized to be transacted by the members.

II.2 Special Meetings. Special meetings of the membership shall be held whenever called by the president of the Board of Directors. A special meeting must be called upon receipt of a written request of members entitled to cast one-third or more of the votes of the entire membership.

II.3 Notice of All Meetings. Notice of all meetings stating the time and place and purpose for which the meeting is called shall be given by the president, vice-president, or secretary. Such notice shall be given in writing to each member at such member's address as it appears on the books of the Council and shall be personally delivered or mailed or sent by email (with respect to email only to members who have consented to e-mail notice and provided an email address to the Council) not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Any member may waive notice of any and all meetings in writing before or after such meetings, and such waiver shall be deemed equivalent to the giving of notice.

The managing agent, if any, employed by the Board of Directors pursuant to Section IV.9 hereof shall also receive notice of all meetings in the same manner as members and shall be entitled to attend such meetings or to designate a representative to attend such meetings on his or its behalf.

All mortgagees requesting to be notified of the holding of such meetings shall be sent notices thereof. All mortgagees shall, in any case, be notified of all meetings at which the making of material amendments or additions to or deletions from any part of the Amended and Restated Master Deed and Declaration of The Villas at Dorsey Condominiums (hereinafter the "**Master Deed**") or Bylaws of the Council is to be considered.

II.4 Quorum. A quorum at members' meetings shall consist of persons entitled to cast 30% of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Master Deed or by these Bylaws.

II.5 Voting Rights. Voting shall be on the basis of one vote per unit. The vote of each unit shall be indivisible, and no member or group of members shall be permitted to cause a fraction of the vote to which his unit is entitled. Only those members not delinquent in payment of their maintenance fees and/or other fees will be allowed to vote.

II.6 Designation of Voting Representative. If a unit is owned by one person, his right to vote shall be established by the record title to his unit.

If a unit is owned by a husband and wife, either owner (but not both) shall be entitled to vote and to be counted for purposes of a quorum, but, if both are present at a meeting and cannot agree on how to cast a vote on that subject, they shall lose their right to vote on that subject at that meeting.

If a unit is owned by more than one person (other than husband and wife), the person entitled to cast the vote for the unit shall be designated by a proxy signed by all of the record owners of the unit and filed with the secretary of the Council.

If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the president or vice-president and attested by the secretary or assistant secretary of the corporation and filed with the secretary of the Council.

If a unit is owned by a trust or estate, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the trustee or personal representative and filed with the secretary of the Council.

If a unit is owned by a partnership, whether general or limited, or a joint venture, the certificate designating voting members shall be signed by all partners or joint venturers, as the case may be.

Such proxies or certificates shall be valid until revoked or superseded by a subsequent proxy or certificate or until a change in the record ownership of the unit concerned. A proxy or certificate designating the person entitled to cast the vote of a unit may be revoked by any owner of that unit. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum or for any other purpose.

II.7 Proxies. Votes may be cast in person or proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the secretary within 48 hours of the meeting.

II.8 Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

II.9 Order of Business. The order of business at annual members' meetings, and as far as practical at other members' meetings, shall be:

- (a) President of the Board shall be chairman of the meeting.
- (b) Calling of the roll and certifying of proxies;
- (c) Proof of notice of meeting or waiver of notice;
- (d) Reading and disposal of any unapproved minutes;
- (e) Reports of Officers;
- (f) Reports of committees;
- (g) Election of directors;
- (h) Unfinished business;
- (i) New business;
- (j) Adjournment

II.10 [Intentionally Deleted]

ARTICLE III BOARD OF DIRECTORS

III.1 (a) Management of Affairs. The affairs of the Council shall be managed by a board of five (5) directors. The number may be changed by vote of a majority of the membership at each annual meeting of the Council; provided, however, that any increase or decrease in the number of directors shall not become effective until the next annual meeting of the Council after such increase or decrease is voted. Each director shall be a unit owner or the spouse of a unit owner, or shall be a member of a partnership or officer or director of a corporation or trustee or beneficiary of a trust that is a unit owner.

III.2 Election of Directors. The election of Directors shall be conducted in the following manner:

(a) Election of Directors shall be held at the annual members' meeting;

(b) Three months prior to the annual meeting, the Board of Directors will appoint a Nominating Committee to invite the Council to submit nominations to the Nominating Committee and announce a date by which nominations must be received. The Nominating Committee will obtain verification from each potential nominee that said person desires to serve and request a brief biography of his/her experiences and confirm nominees are in good standing. The names and brief biography of those nominated will be sent to the Council along with a proxy statement, to be voted on at the annual meeting. Nominations shall also be taken from the floor at the meeting. The elections shall be by written ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for as many nominees as there are vacancies filled. There shall be no cumulative voting;

(c) The Nominating Committee will be responsible for selecting persons to compile, count the votes and report the results of the votes to the Board and the Council. The appointees to consist of one board member and two Council members;

(d) The names receiving the largest number of votes shall be elected. Should the election of Directors result in a tie, a majority vote by the Board of Directors shall determine the deciding vote.

(e) Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of Council shall be filled by vote of a majority of the remaining directors, whether or not such a majority constitutes a legal quorum of the Board. If such directors are unable to agree, such vacancy shall be filled by vote of the Council at a special meeting. A director elected under the terms of this paragraph will serve the remainder of the vacated director's term.

III.3 Removal of Directors. Any director may be removed by concurrence of two thirds of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by vote of a majority of the membership at the same meeting

III.4 Term of Directors. The term of the directors shall be established as follows: at the initial annual meeting, (a) the person receiving the highest number of votes shall be elected to a three (3) year term; (b) the two persons receiving the second and third highest number of votes shall be elected to two (2) year terms; and (c) the two persons receiving the fourth and fifth highest number of votes shall be elected to a one (1) year term. In the event of a tie, the persons tying may agree between themselves or, failing agreement, ballots will be recast for the tied positions only. Thereafter, at each annual meeting, successors to the directors whose term(s) expire at that annual meeting shall be elected to three (3) year terms. However, each director shall serve until her or his successor is duly elected and qualified, or until she or he is removed in the manner provided in Section III.3 hereof.

III.5 Organizational Meeting. The organization meeting of newly-elected Board of Directors shall be held immediately following their election, and no further notice of the organization meeting shall be necessary.

III.6 Regular Meetings of Directors. The regular meetings of the Board of Directors may

be held at such time and place as shall be determined, by vote of a majority of the Directors. Notice of regular meetings shall be given to each Director by the President of the Board, or in his absence by the Vice President, personally or by telephone or email at least three (3) days prior to the day named for such meeting. Any Director not physically able to attend the meeting will be given the option of attending the meeting via a teleconference call.

If a manager or managing agent is employed by the Board of Directors pursuant to Section IV.8 hereof, such manager or managing agent shall receive notice of all meetings in the same manner as Directors and shall be entitled to attend such meeting or to designate a representative to attend such meeting on his or its behalf.

III.7 Special Meeting of Directors. A special meeting of the Directors may be called by the President of the Board, or by the Vice President, and must be called by the secretary at the written request of one-third of the Directors. Notice of the special meeting shall be given to each Director by the President of the Board, or in his absence by the Vice President, or in the absence of the President and Vice President by the secretary, personally or by telephone or email at least three (3) days prior to the day named for such meeting, which notice shall state the time, place, and purpose of the meeting. Any Director not physically able to attend the meeting will be given the option of attending the meeting via a teleconference call.

III.8 Waiver of Notice of Directors' Meeting. Any Director may waive notice of a meeting in writing before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

III.9 Quorum of Directors. A quorum at a Directors' meeting shall consist of a majority of the Directors then in office. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the Master Deed or by these Bylaws.

III.10 Adjourned Meetings of Directors. If, at any meeting of the Board of Directors, there should be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

III.11 [Intentionally Deleted]

III.12 Presiding Officer at Directors' Meetings. The presiding officer of a Directors' meeting shall be the President of the Board or in his absence the Vice President shall preside. In the absence of the President and the Vice President, a majority of the Directors present shall designate one of their numbers to preside.

III.13 Order of Business at Directors' Meetings. The order of business at Director's meetings shall be:

- (a) Calling of roll;
- (b) Proof of due notice of meeting;
- (c) Reading and disposal of any unapproved minutes;
- (d) Reports of officers and committees;

- (e) Election of officers;
- (f) Unfinished business;
- (g) New business;
- (h) Adjournment

III.14 Directors' Fees. No Directors shall receive a fee, or any other form of compensation, for services rendered as a member of the Board. Directors may be reimbursed for reasonable expenses incurred on behalf of the Council, if such expenses are approved in advance by the Board.

III.15 Liability of Board of Directors. The members of the Board of Directors shall not be liable to the unit owners for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct of bad faith. The unit owners shall indemnify and hold harmless each member of the Board of Directors against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the condominium project

The liability of any unit owner arising out of the indemnity in favor of the members of the Board of Directors shall be limited to such proportion of the total disability thereunder as his interest in the common elements bears to the interest of all the unit owners in the common elements.

Every agreement made by the Board of Directors or by the managing agent or by the manager on behalf of the condominium project shall provide that the members of the Board of Directors, or the managing agent, or the manager, as the case may be, are acting only as agents for the unit owners and shall have no personal liability thereunder (except as unit owners), and that each unit owner's liability thereunder shall be limited to such proportion of the total liability thereunder as his interest in the common elements bears to the interests of all unit owners in the common elements.

All members of the Board of Directors shall follow and comply with any and all applicable state statutes dealing with general standards for Directors and the handling of conflicts of interest transactions including, but not limited to, KRS 273.215 and KRS 273.219.

III.16 [Intentionally Deleted]

ARTICLE IV POWERS AND DUTIES OF THE BOARD OF DIRECTORS

IV.1 Powers and Duties. All of the powers and duties of the Council existing under the Act, the Master Deed, and these Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when such is specifically required.

IV.2 Assessments. The Board of Directors shall make and collect assessments against members to defray the costs and expenses of the project in the manner provided by the Master Deed.

IV.3 Disbursements. The Board of Directors shall use the proceeds of assessments in the exercise of its powers and duties in the manner provided by the Master Deed.

IV.4 Maintenance. The Board of Directors shall maintain, repair, replace and operate the condominium project in the manner provided by the Master Deed.

IV.5 Insurance. The Board of Directors shall purchase insurance upon the condominium project and insurance for the protection of the Council and its members in the manner provided by the Master Deed.

IV.6 Reconstruction and Improvements. The Board of Directors shall reconstruct improvements after casualty and further improve the condominium project in the manner provided by the Master Deed.

IV.7 Rules and Regulations. The Board of Directors shall make reasonable rules and regulations respecting the use of the condominium project in the manner provided in the Master Deed. Rules and Regulations of the Council, until amended, shall be as set forth in the Master Deed and in the Rules and Regulations and made a part of these Bylaws.

IV.8 Management Contract. The Board of Directors may employ to operate the condominium project a professional managing agent at a compensation to be established by the Board of Directors and may delegate to such managing agent all powers and duties of the Board of Directors and Council except such as are specifically required by the Master Deed and these Bylaws to have approval of the Board of Directors or the membership of the Council or the owners within a particular building or unit.

Any management agreement must be terminable by the Council for cause upon sixty (60) days' written notice, and the term of any such agreement must not exceed one (1) year, renewable by agreement of the parties for successive one-year periods.

IV.9 Enforcement. The Board of Directors shall enforce by legal means the provisions of the Act, the Master Deed, the Bylaws and the rules and regulations for the use of the condominium project.

IV.10 Purchase of Units. The Board of Directors, on behalf of the Council, may purchase units in the condominium project, subject to the provisions of the Master Deed.

ARTICLE V OFFICERS

V.1 Executive Officers. The executive officers of the Council shall be a president, who shall be a director; one vice-president; a treasurer; and, a secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the Directors at any meeting. Any person may hold two or more offices except that the president shall not be also the secretary, assistant secretary, or treasurer.

The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the

Council. The Board of Directors shall have the power to elect an assistant secretary who shall perform the duties of the secretary when the secretary is absent.

V.2 President. The president shall be the chief executive officer of the Council. He shall have all of the powers and duties usually vested in the office of president of a non-stock, non-profit corporation, including, but not limited to, the power to appoint committees from among the members from time to time, as he, in his discretion may determine appropriate, to assist in the conduct of the affairs of the Council.

V.3 Vice-President. The vice-president, in the absence or disability of the president, shall exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors. If the Board of Directors shall elect more than one vice-president, the Board shall designate the order of seniority of such vice-presidents.

V.4 Secretary. The secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. He shall keep the records of the Council, except those of the treasurer, and shall perform all other duties incident to the office of secretary of a Council and as he may be required by the Directors or the president.

V.5 Treasurer. The treasurer shall have custody of all property of the Council, including funds, securities and evidences of indebtedness. He shall keep the books of the Council in accordance with good accounting practices, including a "Book of Accounts" as required by and defined in KRS 381.865; and he shall perform all other duties incident to the office of treasurer.

V.6 Joint Office of Secretary-Treasurer Permitted. The secretary and treasurer may be one person.

V.7 Compensation. The compensation, if any, of all employees of the Council shall be fixed by the Board of Directors.

ARTICLE VI FISCAL MANAGEMENT

VI.1 Fiscal Management. The provisions for fiscal management of the Council set forth in the Master Deed shall be supplemented by the following provisions:

VI.2 Accounts. The receipts and expenditures of the Council shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:

(a) "Current expenses", which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves or to additional improvements. The balance in this fund at the end of each year, if any, shall be credited to each unit owner's assessment due the succeeding year.

(b) "Reserve for deferred maintenance" which shall include funds for maintenance items that

occur less frequently than annually.

(c) "Reserve for capital expenditures", which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

VI.3 Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the common expense and to provide and. maintain funds for the foregoing accounts and reserves according to good accounting practices as follows:

(a) "Current Expenses".

(b) "Reserve for deferred maintenance".

(c) "Reserve for capital expenditures".

Copies of the budget and proposed assessments shall be transmitted by the Board of Directors to each member at least thirty (30) days preceding the fiscal year for which said budget has been made, and, if the budget is subsequently amended, a copy of the amended budget shall be furnished to each member.

VI.4 Assessments and Special Assessments. Assessments against the unit owners for their shares of the items of the budget shall be made for each fiscal year at least thirty (30) days preceding the beginning of such fiscal year. Such assessment shall be due in twelve (12) equal payments on the first day of each month of the said fiscal year.

If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment and monthly installments on such assessments shall be due upon each installment payment date until changed by an amended assessment.

Should the annual assessment prove to be insufficient to meet either current expenses or the cost of deferred or capital expenditures, the budget and assessments may be amended at any time by the Board of Directors. The unpaid assessment for the remaining portion of the calendar year during which the special assessment is made shall be due upon the date on which the regular assessment is due, and the special assessment shall be paid in equal payments on the payment dates of the annual assessment during the remainder of the calendar year.

The first payment of a monthly installment by a unit owner shall be due on the date of delivery of his deed, and shall be equal to that proportion of the installment payment for the month in which delivery of his deed and the last day of that month bears to the number of days in that month. The next payment of a monthly installment shall be due on the first monthly installment payment date falling after the date of delivery of his deed. The Council may levy late charges of \$25.00 for each payment not received by the 10th day of the month.

VI.5 [Intentionally Deleted]

VI.6 Acceleration of Assessment Installments Upon Default, Interest. If a unit owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the unit owner, and then the unpaid balance of the assessment shall become due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the unit owner, or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall occur first. Interest on the remaining installments of the assessment due shall be established by the Board.

VI.7 Depository. The depository of the Council shall be such bank or banks or federally-insured savings and loan associations as shall be designated from time to time by the Board of Directors and in which the moneys of the Council shall be deposited. Withdrawal of moneys from such accounts shall be only by checks or other withdrawal orders signed by such persons as are authorized by the Board of Directors.

VI.8 Audit. A financial report of the Council shall be prepared annually in accordance with the provisions of KRS 381.9197, and same shall be made available for examination by any unit owner, or, upon request, a copy of the report shall be provided to any unit owner, in accordance with the provisions of KRS 381.9197.

VI.9 Fidelity Bonds. Fidelity bonds shall be required by the Board of Directors from all persons handling or responsible for Council funds, including any outside firm (such as a management company) which handles or is responsible for Council funds. The amount of such bonds may be determined by the Directors. The premium of such bonds shall be paid by the Council.

VI.10 Rights of Mortgagees. The holder of first mortgages on any units shall have the right to examine the books and records and may request the Council to furnish them with annual reports and other financial data.

ARTICLE VII PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of the Council meeting when not in conflict with the Master Deed or these Bylaws

ARTICLE VIII AMENDMENTS

VIII.1 Amendments Permitted. These Amended and Restated Bylaws may be further altered, amended or repealed in the following manner:

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

(b) **Approval.** A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Council. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be not less than a majority of the votes of the entire membership of the Council.

(c) **Prohibitions.** No amendment shall discriminate against any unit owner or against the unit or class or group of units unless the unit owners so affected shall consent.

(d) **Repeal.** The repeal of these Bylaws in their entirety and their replacement by new bylaws shall be accomplished in the same manner as provided by this Section VIII for the amendment of these Bylaws.

ARTICLE IX DISSOLUTION

IX.1 Vote by Membership. The Council may dissolve and wind up the affairs at any time upon the appropriate action by the Board of Directors and the members in the manner provided in Chapter 273 and Chapter 381 of the Kentucky Revised Statutes, as amended.

ARTICLE X MISCELLANEOUS

X.1 Invalidity. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect of the remainder of these Bylaws.

X.2 Waiver. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same irrespective of the number of violation or breaches thereof which may occur.

X.3 Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these Bylaws or the intent of any provision hereof.


X.4 Gender. The use of the masculine gender in these Bylaws shall be deemed to include the feminine and neutral genders, and the use of the singular shall be deemed to include the plural, whenever the context so requires.

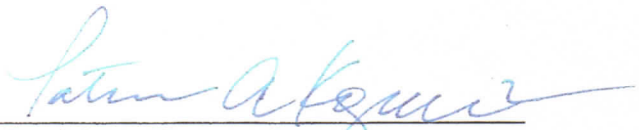
X.5 Notices. Except as otherwise required herein, all notices to the Council and the Board of Directors shall be delivered personally or sent by registered or certified mail in care of the manager or managing agent; all notices to any unit owner shall be delivered personally or sent by registered or certified mail to the unit or to such other address as may have been designated by him in writing from time to time to the Board of Directors; and all notices to

mortgagees of units shall be delivered personally or sent by registered or certified mail to their respective addresses as designated by them in writing from time to time to the Board of Directors. All notices sent by mail shall be deemed to have been given when mailed.

It is hereby attested that the foregoing Bylaws were adopted as the Amended and Restated Bylaws of **VILLAS AT DORSEY CONDOMINIUMS COUNCIL, INC.**

VILLAS AT DORSEY CONDOMINIUMS COUNCIL,
INC.

By 
Charles D. Barnes, President

By 
Patricia A. Kopacz, Secretary

Date: September 29, 2016