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BYLAWS OF

BROWNHURST MANOR HOMEOWNERS' ASSOCIATION, INC

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BYLAWS OF

BROWNHURST MANOR HOMEOWNERS' ASSOCIATION, INC

ARTICLE I.

PRINCIPAL OFFICE

The name of the Association is Brownhurst Manor Homeowners' Association, Inc. The principal office of the Corporation shall be the home address of the elected Board President.

ARTICLE II.

PURPOSE

The Association has been organized to:

1. Promote the health, safety, and welfare of the owners of unit lot(s) located within Brownhurst Manor, a subdivision in Jefferson County, Louisville, KY.
2. Enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.
3. Provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

ARTICLE III.

MEMBERS

- A. Identity and Vote of Members. Every person or entity who owns a unit lot(s) in Brownhurst Manor Subdivision shall be a member of the Corporation. Each member shall have one (1) vote for each one (1) unit lot(s) owned by the member. All members shall be obligated to pay the annual maintenance charge plus assessments imposed by the Corporation pursuant to the Declaration of Restrictions of Brownhurst Manor. A member shall be deemed to be in good standing entitled to vote at any annual meeting or special meeting if the member shall have fully paid all assessments due against the unit lot(s) owned by the member as of the date of the meeting.

- B. Proxies. Voting members may vote by proxy through their designated alternative who must be a voting member provided the proxy is filed in writing with the Secretary 24 hours prior to the meeting at which the proxy is to be cast and, in a form, acceptable to the Secretary. At all meetings of the unit lot(s) owners, votes may be cast in person or by proxy. An appointment of a proxy is revocable by the member. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person or signing and delivering to the secretary either in writing stating the appointment of the proxy is revoked or a subsequent appointment form.
- C. If More Than One Holds an Interest in One Unit Lot(s). If more than one (1) person or entity holds an interest in any unit lot(s), then all such interest holders, collectively, shall be members of the Corporation and, collectively, shall be entitled to one (1) vote for each one (1) unit lot(s) owned in Brownhurst Manor Subdivision, then one (1) vote to be cast as such interest holders may determine among themselves. In the event that such interest holders fail to agree as to how their vote shall be cast, then the vote of that unit lot(s) shall not be recorded or counted.
- D. Annual Meeting of the Members. The members shall meet annually in October at a time and place designated by the Board. Annual election of Board members shall be held at this meeting. Any member in good standing can volunteer to be nominated for the Board of Directors prior to the annual meeting. Nominations with a second can also be taken from the floor of the membership at the annual meeting prior to the vote. The results of the election shall be announced before new business agenda is discussed. The elected Directors shall confer privately to elect who will serve as President, Vice President, Secretary, Treasurer and Voting Member at Large. The new President then presides over the rest of the meeting.
- E. Special Meetings of the Members. Special meetings of the members may be called by any officer of the Corporation or at the request of ten (10%) percent of the members. The person or persons authorized to call special meetings of the members may fix any place within Jefferson County Kentucky as the place for holding any special meeting called by them.
- F. Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice or mailed to each member at their home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope to addressee, with first class postage prepaid. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted, or the purpose of, any annual, regular, or special meeting of the members need be specified in the notice or waiver of notice of such meeting.
- G. Waiver of Notice. Any member may waive notice of any meeting. The

attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- H. Quorum. At all meetings of the unit lot(s) owners, the presence in person, by real-time video or audio conferencing or by proxy of designated voters who together are entitled to cast ten (10%) or more of the total votes which could be cast shall constitute a quorum. Any or all of the members (including Directors) may participate in an annual, a regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear or see each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.
- I. Manner of Acting. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the members.

ARTICLE IV.

DIRECTORS

- A. In General. The business and affairs of the Corporation shall be managed by a Board of Directors.
- B. Election of Directors. The Directors shall be elected by the members.
- C. Removal of a Director. A Director may be removed from office, with or without cause, by a two-third (2/3) vote of the remaining Directors or by a majority vote of the members.
- D. Action of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Bylaws.
- E. Number and Tenure. The Board of Directors shall consist of five (5) members elected annually. They shall serve until their successors are elected and qualify, they are deceased, resign or until they are removed as stated in Section V. E of these bylaws. Directors may succeed themselves. The number of Directors may be increased (but not decreased). Any member of the corporation in good standing may be nominated for the Board of Directors.
- F. Vacancies. Vacancies on the Board occurring between annual meeting dates of

the members shall be filled by the remaining Directors, each remaining director having one (1) vote.

- G. Annual Meeting. The annual meeting of the Board of Directors shall be held on a date, time and place agreed to by the Board members.
- H. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president, or at the request of any three (3) of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for the meeting within the Commonwealth of Kentucky.
- I. Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each director at his home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage prepaid. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors' need be specified in the notice or waiver of notice of such meeting.
- J. Waiver of Notice. Any director may waive notice of any meeting. The attendance of a director at any 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 any business because the meeting is not lawfully called or convened.
- K. Quorum. A majority of the membership or 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 quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Any or all of the members (including Directors) may participate in an annual, a regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear or see each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.
- L. 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.
- M. Compensation. No director shall receive compensation for services as director; however, any expenses incurred by a director by reason of 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 therefor.
- N. 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.

- O. 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 members of the committee, as the case may be, and included in minutes or filed with the Corporation records. Such consent shall have the same effect as a unanimous vote.

ARTICLE V.

OFFICERS

A. Duties and Powers of the Board of Directors.

The Board of Directors shall have the powers and duties necessary for administration of the affairs of the Corporation. All of the powers and duties of the Corporation existing under the Corporation documents shall be exercised exclusively by the Board of Directors acting on its own behalf or through its agents, contractors, or employees, the officers of the Corporation elected by it, or any managing agent. Such powers and duties of the Board of Directors shall include, but shall not be limited to, the following:

- (1) Determination of the common expenses required for the affairs of the Corporation including without limitation, operation, improvement, additions and maintenance of the common areas
- (2) Overseeing the operation, care, improvement, maintenance and use of the common areas, and the preparation and adoption of an annual budget
- (3) Employment and dismissal of the personnel necessary for the maintenance and operation of the common areas
- (4) Adoption and amendment of rules and regulation covering the details of the operation and use of the property
- (5) Enforcing the remedies available against unit lot(s) owner(s) for violation of the provisions of the Corporation documents, including without limitation, provisions of the master deed and the rules and regulations. This includes the amendment to the Deed of Restrictions dated September 17, 2019 which states:
No unit may be leased or rented and no unit may be occupied by a tenant, or other person who pays rent to the Unit Owner, unless

- (i) the unit is leased to a member of the owner's immediate family (parents, grandparents, siblings, children, grandchildren) and the rental agreement is written; and
- (ii) a fully executed copy of any proposed lease shall be delivered to the Board of Directors 30 days before the rental term is to begin; and
- (iii) any such lease or rental agreement shall be subject to the Deed of Restrictions, Bylaws, and Rules and Regulations of the Association; and
- (iv) the lease or rental agreement is written and for a term for nothing less than 1 year.

"The Board of directors reserves the right to impose reasonable fines and take any other legal action necessary to address violations of this paragraph."

Homeowner's Right to Notice of Violation

Lot unit(s) owner(s) in alleged violation of the Corporation's Articles of Incorporation, Deed of Restrictions or bylaws — at first instance and subsequent instances, will be notified in writing by the Corporations' Board of Directors of the violation. The letter will be brief and state specifically what the violation is and the date and time, if applicable, and cite what provision of which governing document is being violated.

Homeowner's Right to Appeal Violation

The lot (s) unit(s) owner has a right to be heard and may appeal the violation notice. The appeal must be addressed to the Board of Directors and be in writing and/or at regularly scheduled or specially-called Board of Directors meetings.

- (6) Taking all other necessary and proper actions for the prudent management of the Corporation fulfillment of the terms and provisions of the Association documents.
- (7) Obtaining and carrying insurance against casualties and liabilities and paying the premium cost thereof
- (8) Enforcing by legal means the provisions of the Deed of Restrictions, Articles of Incorporation, these bylaws and the rules and regulations adopted by it and bringing any proceeding which may be instituted on behalf of or against the owners concerning the Corporation.
- (9) Contacting new neighbors with a friendly visit to deliver copies of governing documents and other relevant neighborhood information, requesting contact information and answering questions. There will be no work visits to lot unit (s) owner(s) unless a request by letter is accepted or a visit is requested by the owner.

B. Offices. The Directors shall elect a President who shall preside over the meetings, a Vice-President who shall preside in the absence of the President, a Secretary to record minutes of meetings and keep all records of the

Corporation, a Treasurer in charge of collecting maintenance fees, keeping financial records and payment of bills, a voting Member at Large and such other non-voting members as deemed necessary by the Board. The duties of the officers may be fixed from time to time by the Board of Directors.

- C. Election and Term of Office. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until they die or resign or shall have been removed in the manner hereinafter provided. The Board of Directors of the Corporation shall be elected every year at the annual meeting by secret ballot. The offices of the Directors shall be decided by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient.
- D. Vacancies and New Offices. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.
- E. 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.
- F. 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.
- G. 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.
- H. Vice-President. In the absence of the president or in the event of 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.
- I. 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) Keep a list of current qualified voters;
 - (4) Be custodian of the corporate records; and

(5) In general, perform all 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.

J. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of 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 moneys 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.

The treasurer's duties include but are not limited to the following:

- (1) Collect the common charges from the unit lot(s) owners
- (2) Open bank accounts on behalf of the Corporation and designate the signatories required thereof
- (3) Pay the cost of all services rendered to the Corporation and not chargeable to owners
- (4) Keep books with detailed accounts of the receipts and expenditures affecting the Corporation and its administration. Using accrual accounting as defined by generally accepted accounting principles. specifying the maintenance and repair expenses and other expenses incurred. The said books and vouchers accrediting the entries thereupon shall be available for examination by the owners by emailing the current Corporation Treasurer with requests.
- (5) Prepare financial reports for the Corporation at least quarterly containing:
 - (a) An income statement reflecting all income and expense activity for the preceding period
 - (b) A statement reflecting all cash receipts and disbursements for the preceding period
 - (c) A variance report reflecting the status of all Corporation ledger accounts in an "actual" versus "approved" budget format.
 - (d) A balance sheet as of the last day of the preceding period.
 - (e) A delinquency report listing all Owners who are delinquent in paying yearly dues at the time of the report and describing the status of any action to collect such payments which remain delinquent. The dues shall be considered delinquent on April 30th.

- (6) Prepare an annual report as of the end of the fiscal year consisting of at least the following and shall be distributed to all members within one hundred twenty (120) days after the close of the fiscal year (1) a balance sheet (2) an operating (income) statement and (3) a statement of changes in financial position for the fiscal year. The annual report shall be prepared on an audited, reviewed, or unaudited basis, as determined by the Board, by an independent certified public accountant for any fiscal year in which the gross receipts of the Corporation exceed fifty thousand (\$50,000.00) dollars. If said report is not prepared by an independent certified public accountant, it shall be accompanied by the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.
- (7) Prepare an annual budget for the fiscal year.
- (8) All reports shall be kept on file by the secretary and treasurer.

ARTICLE VI.

CONTRACTS, 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. Checks, Drafts, Orders, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution 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 not accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose 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.

ARTICLE VII.

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its 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 VIII.

ACCOUNTING YEAR

The accounting year of the Corporation shall be the fiscal year, October 1-September 30.

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 non-profit Corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or person, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X.

AMENDMENT OF BYLAWS

These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the Board of Directors if notice of the proposed



Marie McManis

President


Date: September 17, 2024



Mary Shell

Secretary

Date: September 17, 2024

Prepared by:

Robert W. Schuler