

**SECOND AMENDMENT AND RESTATED BYLAWS OF
HUNSINGER GARDENS COUNCIL OF CO-OWNERS, INC.
A NOT-FOR-PROFIT CORPORATION
AS AMENDED AND ADOPTED ON JULY 16, 2015**

WHEREAS, Article I paragraph (E) of The Master Deed of the Hunsinger Gardens Council of Co-owners, Inc., recorded in the Jefferson County Clerk's office in Deed Book 0672, Pages 0359-0387, states:

“(E) “ByLaws” mean the bylaws of the council approved and adopted by the board of directors, which shall govern and control, in part, the affairs and administration of the condominium project.”

WHEREAS, Section 6 of the Hunsinger Gardens Bylaws paragraph 6.1 states:

“6.1 Amendments. The bylaws of the Corporation may be amended from time to time by a majority of the Board of Directors.”

THEREFORE, The Hunsinger Gardens Council of Co-owners, Inc. Board of Directors hereby amends the Corporation's Bylaws to read:

I. IDENTITY

These are the Amended Bylaws of HUNSINGER GARDENS COUNCIL OF CO-OWNERS, INC., hereinafter sometimes referred to as the "Corporation" or "Condominium" in these Bylaws, a not for profit corporation organized under the laws of the State of Kentucky. The Condominium has been organized for the purpose of administering the Master Deed of the Hunsinger Gardens Council of Co-owners, Inc.

A. Office

The office of the Corporation shall be the residence of the President or the address of the Condominium Management Company as decided by the President

B. Fiscal Year

The fiscal year of the Corporation shall be the calendar year

C. Registered Agent

The Registered Agent shall be the President or the Management Company as designated by the Board.

II. MEMBERSHIP

As specified in the Declaration of Horizontal Property Regime and Master Deed, Article VI, Section B, the Hunsinger Gardens Council of Co-Owners, Inc. shall be comprised of only one class of membership, that being all of the Unit Owners.

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III. MEMBER'S MEETINGS

A. Annual Meeting

The annual meeting of the members shall be held within the first two weeks of August each year at a time and location determined by a majority of the Board of Directors. At each annual meeting, the members represented in person and through proxy, shall elect the Board of Directors and conduct other business identified on the Agenda.

B. Special Members' Meetings

Special members' meetings can be called by the President, a majority of the Board of Directors, or by a petition signed by members representing Twenty Percent (20%) of the Lots, delivered to the Secretary. The Secretary will determine the time and the location of the special meeting with such meeting to be held in Jefferson County, Kentucky. The Secretary shall be required to notice the meeting to order within thirty (30) days of receiving notice from the President, the board, or a signed member petition. In the event the Secretary fails to notice the meeting, any Director or member who had signed the petition can cause the meeting to be noticed. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

C. Annual and Special Members' Meeting Notices

Written notice of an Annual Meeting or Special Members' Meeting shall include a statement of the date, time, and location of the meeting. The Notice shall also contain either a Proposed Agenda or statement of the business to be conducted at the meeting. The Secretary shall cause a copy of the notice to be mailed by regular mail, postage prepaid, to each Member at the mailing address on file with the Condominium Management Company or Secretary. Members may also authorize e-mail notice as a substitute for mail, if the member(s) submits a signed written authorization to the Secretary that shall be kept on file. The mailing of the notice shall be affected not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Proof of posting and mailing of the notice shall be given by the affidavit of the person serving the notice.

1. 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.

D. Quorum

The owners of Twenty Percent (20%) of eligible Units either represented in person or by proxy, shall constitute a quorum at the Annual Meeting or any Special Members' Meeting. Decisions shall be made by a majority vote of the members represented either in-person or by proxy at a meeting at which a 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, except when approval by a greater number of Members is required by the Master Deed, The Articles of Incorporation or these Bylaws.

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E. Voting

At any Annual Meeting or Special Members' Meeting of Members, Members shall be entitled to one (1) vote for each unit in which they hold the interest required for membership. In the event that more than one person, group of persons, or entity is the record owner of a fee interest in any unit, then the vote for the membership appurtenant to such unit portion shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any unit. In the event agreement is not reached, the vote attributed to such unit shall not be recorded or counted. Cumulative voting is not allowed.

F. Proxies

Unit owners whose dues and fees are current may vote by written proxy upon an Official Proxy Form with such form approved from time to time by the Board. A proxy expires ninety (90) days from the date of the meeting and may be used only for the purpose for which it is given. Proxies containing votes are to be submitted to the Condominium Management Company or Secretary, according to the directions contained in the meeting notice. Proxies in which members assign their voting rights to another member representative must be presented at the meeting, by the person designated as the original owner's representative.

G. Adjourned Meetings

Any meeting of Members that cannot be organized because of a lack of a quorum may be adjourned from time to time until a quorum is present. At any reconvened meeting, the owners of ten percent (10%) of eligible Units either represented in person or by proxy, shall constitute a quorum. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice to the members.

H. Member 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 consent thereto in writing, setting forth the action so taken, is signed by a majority of members entitled to vote, except when approval by a greater number of Members is required by the Master Deed, The Articles of Incorporation or these Bylaws.

I. Voters List

The Secretary shall furnish and certify a list of the Members entitled to vote at each meeting and only those persons whose names appear on such certified list shall be entitled to vote at such meeting

J. Rules of Order.

All meetings of members or the Board of Directors shall be governed by Robert's Rules of Order.

K. Minutes

The minutes of all Annual and Special Member's meetings shall be written and signed by the Secretary. Once minutes are approved by the Board, they shall be kept in a book, file or

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electronic media available for inspection by members at any reasonable time. The Condominium Management Company shall retain a copy of all minutes.

IV. BOARD OF DIRECTORS

A. Membership

The affairs of the Corporation shall be managed by a Board of Directors composed of five (5) Members who meet the qualifications for a Director. A Board Member cannot vote on any issue if their dues and fees are not current. By opinion of the Attorney General of Kentucky, proxy voting is not allowed by directors of not-for-profit corporations.

B. Election of Board Members

Election of Board members shall be by vote of the members, represented in person or by proxy, at the Annual Meeting or any Special Members' Meeting call for electing Directors. Prior to the annual meeting, the President will appoint a nomination committee and a chairperson for that committee to collect ballots and count the votes. The candidates receiving the greatest total number of votes shall be deemed the winners in the Board of Directors election.

C. Director Nominations

Any member desiring to be a candidate for Board membership may submit their nomination by writing to the Secretary or the Condominium Manager according to the directions written on the Director Nomination Form with such form approved from time to time by the Board members. Candidates nominated from the floor, once the nomination is seconded, shall be entered into the election.

D. Director Qualifications

Members, who are property owners as shown on the County Clerk's Property Records, are eligible to serve as Directors as long as they are current in the payment of their Annual Fees and Special Assessments and have no outstanding deed restriction violations. Spouses of Members are also qualified to serve as a Director as long as all other qualifications are met. Only one owner or their Spouse, per Lot owned, may serve as a Director at the same time.

E. Vacancies

If a Board member resigns or is removed, the vacancy may be filled by appointment of a member in good standing by a majority vote of the remaining Board members. The new Board member filling the vacancy will serve out the term of the Director they are replacing.

F. Removal

Any member of the Board may be recalled and removed from office with or without cause by the affirmative vote or agreement in writing of a majority of the votes cast at a Special Members' Meeting. Any such Special Members' Meeting to recall a Board Member or Board Members shall be called according to the notice provisions contained in Article III of these Bylaws.

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G. Term

The term of a Board member shall be two (2) years. A Board Member shall serve until the second annual meeting after being elected and subsequently, until a successor is duly elected or until the Board member is removed. Board Member terms shall be staggered so that approximately one-half of the board are elected each year.

H. Organization Meeting

The organization meeting of a newly elected Board shall be held within ten (10) days of its election at such place and time as shall be fixed by the Board immediately following adjournment of the Annual Meeting. No further notice of the organization meeting is necessary. Officers are to be elected by the Board of Directors at the organizational meeting.

I. Regular Board Meetings

All Regular Board meetings shall be open to all members. Regular Board meetings may be held at such date, time and location as determined by a majority of the Board. The date, time and location of Regular Board meetings shall be posted on the Condominium website (if one exists) or periodic publication and either of those postings will serve as notice to the members.

J. Special Board Meetings

Special meetings of the Board can be called by the President at any time and are open to all members. At the written request of two members of the Board, the Secretary must call such Special Board meeting. Notice of Special Board meetings shall state the time, place and purpose of the meeting. The date, time and location of Special Board meetings shall be posted on the Condominium website (if one exists) or periodic publication and either of those postings will serve as notice to the members.

K. Executive Sessions within Regular or Special Board Meetings

Once a public Regular or Special Board meeting has been called to order, upon a majority vote of the Board, the meeting will enter an Executive Session to conduct any business a majority of the Board deems to be of a confidential nature. Business conducted while the Board is in Executive Session shall be closed to the members. Once the confidential topics have been discussed, by a majority vote of the Board, the Regular or Special Board meeting shall resume in public session. Any Board decisions or actions resulting from the Executive Session need to be voted on and recorded in the minutes of the public session of the meeting.

L. Notice of Board Meetings

Notice of Regular Board meetings shall be given to each member of the Board personally or by ordinary mail, postage prepaid telephone or e-mail and shall be transmitted at least 72 hours prior to the meeting. Notice of Special Board meetings shall be given to each member of the Board personally or by ordinary mail, postage prepaid telephone or e-mail and shall be transmitted at least 36 hours prior to the meeting.

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M. Waiver of Notice of Board Meetings

Any Board member 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. Board Members in attendance at either a Regular or Special Meeting of the Board shall be deemed to have waived Notice.

N. Action without Board Meeting

The Board may take action by written or verbal agreement without meeting. However, two-thirds (2/3) of the Board Members must approve action without meeting. Such actions shall be affirmed and recorded in the minutes of the next meeting of the Board.

O. Quorum at Board Meetings

A quorum at the Board meeting shall consist of a majority of the members of the Board. Acts of a majority of those present at a meeting at which a quorum is present shall constitute acts of the entire Board except when approval by a greater number of Board members is required by the Master Deed, The Articles of Incorporation, or these Bylaws.

P. Adjourned Board Meetings

Any meeting of the Board when there is less than a quorum present may be adjourned from time to time until a quorum is present. At any such adjourned meeting, any business that might have been transacted at the meeting originally called may be transacted without further notice.

Q. Board Compensation

No Board member shall receive any form of compensation for service in such capacity. Any change in this provision shall require a two-thirds (2/3) approval vote of the members at an Annual or Special Meeting of the members.

R. Powers and Duties of the Board

The Board shall have all of the powers and duties of the Condominium existing under the laws of the State of Kentucky, the Master Deed, Articles of Incorporation and these Bylaws. All such powers shall be exercised exclusively by the Board subject only to approval by Members when that is specifically required. The Board's powers include but are not limited to the following:

- (1) Supervision of the immediate management and operation of the Condominium;
- (2) Maintenance, repair, replacement, and restoration of the common properties and any additions and alterations thereto;
- (3) Purchase, maintenance and replacement of any equipment owned by the Condominium;
- (4) Employment, supervision and dismissal of such personnel as may be necessary for the maintenance and operation of the Condominium;
- (5) Preparation at least sixty (60) days before each fiscal year of a proposed budget and schedule of assessments for such year;

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- (6) Levy and Collection of all assessments, fines, and Late Charges levied;
- (7) Levy surcharges, if necessary, to effect emergency repairs costing in excess of the budgeted funds;
- (8) Payment of all expenses authorized by the Board;
- (9) Purchase and maintenance in effect of all policies of hazard and liability insurance for the Condominium and such other insurance and fidelity bonds as may be required or authorized by the Condominium or Board with such premiums to be costs of the Condominium;
- (10) Notification of all persons having any interest in any home site, according to the Condominium 's record of ownership, of delinquency exceeding thirty (30) days in the payment of any assessment against such home site;
- (11) Establish, adopt, amend or repeal rules and regulations governing details of the operation of the Condominium not inconsistent with any provision of law, the Declaration of Covenants, or these Bylaws;
- (12) Establish fines for violation of Deed Restrictions and Rules and regulations of the Condominium;
- (13) Supervision of the use of properties which includes adoption and enforcement of Property rules and enforcement of the provisions of the Declaration and these Bylaws;
- (14) Purchase contracted services with the additional provision that all contractors for services in excess of \$5,000 need to be approved by a seventy-five percent (75%) vote of the Total Board of Directors;
- (15) All powers included in the KRS Corporation powers and the Kentucky Condominium Act.

S. Officers

The Officers of the Corporation must be elected Board members and shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected annually by a majority of the Board present at an Organization meeting at which a quorum is present. Officers will serve at the pleasure of the Board until removed from office by a majority vote of the Board or until new Officers are duly elected at the next Organization meeting. The President may not hold more than one office. The Officers shall perform the duties customarily performed by officers of corporations. No Officer shall receive any form of compensation for services in such capacity.

1. President

The President shall be the chief executive Officer of the Condominium. The President 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

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time to time to assist in the conduct of the affairs of the Condominium as his or her discretion may 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

The Secretary shall keep the minutes of all proceedings of the Board and the Condominium. Upon the approval of the minutes of a previous meeting, the Secretary shall sign the minutes and file the minutes in the official book of minutes. The Secretary shall attend to the serving of all notices to the Members and the Board and other notices required by law, the Master Deed, the Articles of Incorporation or these Bylaws. The Secretary shall keep the records of the Corporation and perform all other duties incident to the office of Secretary of a Corporation as may be required by the Board.

4. Treasurer

The Treasurer shall have custody of all property of the Condominium, including funds, securities and evidences and indebtedness. The 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. The Treasurer can delegate the actual custody of all property and the keeping of the books of accounts to a Managing Agent or Administrator hired by the Board of Directors.

All checks, drafts, notes, acceptances, contracts and other instruments must be countersigned on behalf of the Association by such persons as shall be provided by general or special resolution of the Board of Directors or, in the absence of any such resolution of the Board applicable to such instrument, by the President and Treasurer.

T. Managing Agent

The Board of Directors may employ from time to time a responsible Managing Agent or Administrator to manage and control the Condominium subject at all times to direction by the Board, with all the administrative functions set forth specifically in preceding Section S, and such other powers and duties, and at such compensation as the Board may establish.

The Board shall purchase such Fidelity Insurance as may be required to act as Bonding for the Officers.

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V. INDEMNIFICATION

The Condominium shall indemnify every Board member and officer, and his executors and administrators, against all expenses reasonably incurred by or imposed on him in conjunction with any action, suit or proceeding to which he may be made a party by reason of being or having been a Board member or officer of the Condominium, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for fraud or bad faith in his conduct; and in absence of such final adjudication, indemnification shall be provided only in connection with such matters as to which the Condominium is advised by its legal counsel that the person to be indemnified shall not be exclusive of any other rights to which such person may be entitled.

VI. INTERPRETATION

In case any provision of these Bylaws shall be held invalid, such invalidity shall not render invalid any other provision hereof which can be given effect. Nothing in these Bylaws shall be deemed or construed to authorize the Condominium or Board of Directors to conduct or engage in any active business for profit on behalf of any or all of the Owners or on their own behalf.

VII. AMENDMENTS

A. Proposition

With the exception of Article IV, paragraph Q (Director Compensation) of these Bylaws, an amendment to these Bylaws may be proposed by any member of the Condominium at any meeting of the Board or at any meeting of the entire membership of the Condominium and shall be voted upon at the next Board of Directors meeting. Members shall be given thirty-day (30) notice of all proposed Bylaw changes.

B. Adoption

The Bylaws may be amended by affirmative vote or by written consent of not less than seventy-five (75%) vote of the Total Board of Directors. 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.

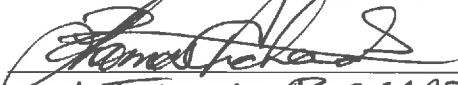
I, Sheila Kaelin, Secretary of the Hunsinger Gardens Council of Co-owners, Inc. hereby certify that the foregoing Amended Bylaws were adopted by at least a seventy-five percent vote of the Total Board of Directors of the Corporation, the 16 day of July, 2015.

By: Sheila F. Kaelin

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State of Kentucky
County of Jefferson

Subscribed to and sworn before me this 10 day of July, 2015.

Notary Signature: 
Notary Name: L T HOMAS RICHARDS
My Commission Expires: 7-19-17

