

**BY-LAWS OF THE
WALNUT CREEK HOMEOWNERS ASSOCIATION, INC.**

ADOPTED _____, 2011

I. **REGULAR MEETINGS** - Regular meetings of the members of the Association shall be held during the month of May. Notice of the time and place of said regular meeting shall be mailed to all members of the Association by the Secretary or a designated representative selected by the Board of Directors. All meetings of the Members shall be held at such place within the Commonwealth of Kentucky as may be designated by the Board of Directors pursuant to the provisions of the By-Laws

II. **SPECIAL MEETINGS** - Irregular or special meetings of the members of the Association shall be called by a majority vote of the Board of Directors of the Association, or by the president upon the written request of ten (10) percent of the membership. A call of a special meeting shall be set forth in writing the purpose or purposes of said meeting, and no other business shall be transacted at any special meeting without the unanimous consent of the members present. A notice of any special meeting shall be mailed to all members of the Association by the Secretary of the Association or a designated representative selected by the Board of Directors, said notice to contain the purpose or purposes of said meeting. The place of said meeting shall be designated by the Board of Directors, if the Board calls the meeting, or by the President of the Association, if the President calls the meeting, provided, however, that said meeting shall be held in Fayette County, Kentucky.

III. **NOTICES OF MEETINGS** - Any notice of any meeting as required under these By-Laws, shall be personally delivered or mailed to every member of the Association in good standing at the time of the notice, at least one week in advance of the date of the meeting. If mailed, the notice shall bear proper postage and shall be addressed to the member at their address as it appears on the books of the Association. Upon failure or refusal of the Secretary to give proper notice of any meeting called, such notice may be given by any member of the Board of Directors. Notice of any meeting may be waived by the unanimous consent of the members of the Association.

IV. **MEMBERSHIP** - Membership in the Association shall be extended to any home owner or property owner in the geographical area of the Walnut Creek subdivision, as defined in the By-Laws, upon payment of annual dues; and may be extended to any interested person or family, if so allowed by a majority vote of the Association membership, upon payment of annual dues, and may be extended to any group, corporation or association, if so allowed by a majority vote of the Association membership, upon payment of annual dues. The payment of dues affords membership for the calendar year in which said dues are paid.

V. **QUORUMS** - Ten (10) percent of the membership shall constitute a quorum for any meeting of the Association, and a majority of the directors shall constitute a quorum for the Board of Directors meeting.

VI. **PROXIES** - A member of the Association may cast their vote by proxy, and only such persons entitled to vote at a meeting of the members as appear to have been members on the books of the Association due two weeks immediately preceding the meeting.

VII. VOTING - A majority vote of members present, in person or by proxy, shall determine all questions at any meeting, except in those instances where the manner of procedure set out by the By-Laws is to the contrary. Any member in good standing may cast one vote regardless of the number of homes or lots owned on any and all matters at a regular or special meeting of the Association, provided however, that a family membership shall possess only one (1) vote for that family, which vote may be cast singularly or fractionally for that family.

VIII. BOARD OF DIRECTORS - Each November, it will be requested that the membership submit nominations for any vacancies on the Board of Directors. If the number of nominees surpasses the number of vacancies on the Board of Directors, then ballots shall be mailed to all members of the Association by the Secretary or a designated representative selected by the Board of Directors. All ballots shall be returned by December 15 of that year. Once the ballots have been tallied, the new Directors will be informed of their selection for the Board of Directors. Each new Director will serve a two-year term beginning January 1st.

The Board of Directors shall be composed of a total of five (5) directors, elected as mentioned hereinbefore, including the officers of the Association, as hereinafter mentioned, all of whom shall have full standing, rights and privileges on the Board of Directors.

IX. DIRECTORS MEETING - The Board of Directors shall meet monthly in Fayette County, Kentucky, at a place and hour designated by the President. The Directors shall also meet whenever called together by the president on due notice to each director. The President shall call all meeting of the Board of Directors, and if for any reason he should fail to call a meeting when requested to do so by three (3) or more directors, or shall fail to call a regular meeting of the Board of Directors, the meeting may be called by any three (3) Directors in the same manner the President may call a meeting. Notice of any special meeting of the Board of Directors shall be given in writing or by telephone at least two days in advance of such meeting. Such notice shall be given at the time and place of the meeting, and if mailed, shall be mailed postage prepaid, to each Director at their address as it appears on the books of the association, or personally delivered to them. Notice of a meeting of the Directors may be waived by all of the Directors. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and for the conduct of the business of the Association which are not inconsistent with the laws of the Commonwealth of Kentucky or the Association By-Laws.

X. OFFICERS - There shall be elected by the membership a President, Vice-President, Secretary and Treasurer, provided, however, that the Board of Directors may combine any two of the foregoing offices. The offices of President and Secretary shall not be occupied by the same Person. All such officers shall be voting members of the Board of Directors, and the election of said officers shall take place prior to the election of the Directors, at the regular November meeting. The President shall be the Chief Executive Officer of the Association, and shall preside at all meetings of the Board of Directors and at all membership meetings. In the event of the absence or incapacity of the President, the Vice-President shall act as temporary President. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and of the membership meeting and shall have charge of all correspondence of the Association. The Treasurer shall have supervision of all financial records of the Association. Each of the officers named above shall be elected for a term of two (2) years, and shall serve until the expiration of their term or until a successor is elected.

XI. **VACANCIES** - If a vacancy occurs on the board of Directors or on any office before the expiration of the term, the Board of Directors of the Association may fill the vacancy for the unexpired term. Any board member who fails to attend three consecutive board meetings without excuse shall have the member's seat declared vacant. The vacancy shall be filled as described above.

XII. **AMENDMENTS** - These By-Laws may be amended by a majority of the Board of Directors of the Association present at a properly called meeting, provided, however, that no amendment there to shall be acted upon at any such meeting unless the proposed amendment is set forth at length in the notice of such meeting. Any person desiring to submit an amendment to the By-Laws shall furnish a copy of the same to the Secretary of the Association in sufficient time to allow the Secretary to prepare copies of the same for submission to the Board of Directors with the notice of the meeting of the Board of Directors, at which such amendment shall be proposed amendment shall submit the same to the Board of Directors with the notice of said meeting.

XIII. **DUES** - Annual dues are two-hundred dollars (\$200.00) per property owner or family. Paid up members are entitled to one vote or proxy at each meeting. Members admitted after January 1 shall pay dues on a pro-rata basis.

The board of directors may suspend the voting privileges and the speaking privileges at meetings of the association of any member who is in default in the payment of dues until such time that the member has paid all delinquent dues and assessments including any administrative fees associated with the filing and reporting of delinquent accounts. The Association will pursue unpaid dues as outlined in the Association's Delinquent Assessment Collection Policy.

At the time of closing, all new residents of Walnut Creek will be assessed a one-time two-hundred dollar (\$200) fee. This fee will be referred to on the closing documents as a "Set-up Fee." One half or one-hundred dollars (\$100) of the "Set-up Fee" will go into the Reserve Fund. The other half or one-hundred dollars (\$100) will go into the general fund.

XIV. **ASSOCIATION BOUNDARIES** - The Walnut Creek Homeowners Association will represent property owners living at the following addresses within Lexington, Kentucky: Walnut Creek Drive, house numbers 4300 – 4557; Acorn Falls Drive, house number 160 – 217; Hayes Boulevard, house numbers 156 - 269; and Tradition Way, house numbers 4308, 4316, 4317, 4325.