

AMENDED AND RESTATED BYLAWS
OF
THE VILLAGE OF TUXFORD HOME OWNER ASSOCIATION, INC.

The following Amended and Restated By-Laws of The Village of Tuxford Home Owner Association, Inc., having been duly approved by a majority of the members of The Village of Tuxford Home Owner Association, Inc. present at an annual meeting held on October 10, 2023, at which there was a quorum.

ARTICLE 1

MEMBERS

Section 1. Membership. The owner of record of each lot in Tuxford shall have one (1) membership in the corporation. Membership in the corporation shall terminate when any member shall cease to be the owner of record of a lot in Tuxford. No member may be expelled from membership for any reason. However, the voting power of any member shall be suspended during any time that such member shall be in arrears in payment of any assessments or charges due to the corporation, or in the event that any member has failed to comply with any notice from the Board of Directors of the corporation to bring his/her dwelling or lot into conformity with the Articles of Incorporation; Declaration of Covenants, Conditions and Restrictions; Bylaws; and/or Rules and Regulations of the corporation. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the member.

Section 2. Voting Rights. Each Member shall be entitled to vote. With respect to any Lot where the Owner consists of more than one person or entity, the vote for such Lot shall be exercised as such persons or entities determine among themselves, but in no event shall more than one (1) vote be cast for each Lot.

ARTICLE 11

MEETINGS OF MEMBERS

Section 1. Annual Meetings. All annual meetings of the Members are to be held in September of each year. The Board of Directors may defer the annual meeting to October in the event a deferment is deemed necessary by reason of circumstances then existing. The date, time, and place of the annual meeting shall be fixed by the Board of Directors, but in all cases must be held in Jefferson County and within a reasonably close proximity to the Village of Tuxford subdivision. The purposes of the annual meeting shall be as set forth in the notice of the meeting. Additionally, the members at an annual meeting may transact such other business as may be properly brought before the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors, or by petition signed by no less than twenty-five percent (25%)

of the overall membership of the corporation. The date, time, and place of any special meeting shall be fixed by the members calling the special meeting, but in all cases must be held in Jefferson County and within a reasonably close proximity to the Village of Tuxford subdivision. The business at any special meeting shall be confined to the items which are set forth in the notice of the meeting.

Section 3. Notice of Meetings. Written notice stating the date, time, and place of any annual or special meeting shall be delivered by the Secretary by mailing a copy of such notice at least fourteen (14) days, and no more than twenty-eighty (28) days prior to the meeting, to each member entitled to vote as of the date of the notice. Notice shall be deemed delivered when deposited into the U.S. Mail, postage prepaid, and addressed to the member at their address in the corporate records, or to such address listed as the mailing address for the property owner pursuant to the records of the Jefferson County Property Valuation Administrator (PVA). In the event of a special meeting, it shall be the responsibility of those calling the meeting to furnish the Secretary with information concerning the date, time, place, and purpose of said special meeting at least seven (7) days before notice of the special meeting is required to be delivered. In the case of a special meeting, such notice shall also specify the purpose of the meeting. Attendance at a meeting, whether in person or by proxy, without objection to the notice or lack thereof, shall constitute waiver of notice of the meeting.

Section 4. Quorum. The presence at the meeting in person or by proxy of the members entitled to cast twenty-five percent (25%) of the total votes shall constitute a quorum for all meetings of members. The act of a majority of members present in person or by proxy at a

meeting at which a quorum is present shall be the act of the membership, unless a greater percentage is required by the Articles of Incorporation; Declaration of Covenants, Conditions and Restrictions or these Bylaws. All meetings shall be conducted in accordance with "Roberts Rules of Order."

Section 5. Proxies. At the meetings of Members, each Member entitled to vote may vote in person or by proxy. All proxies shall be in writing, and shall be filed with either the Secretary or the present management company for The Village of Tuxford Home Owner Association, Inc, by no later than 5:00 p.m. on the business day prior to the scheduled meeting for which the proxy is to be used. "Business day" shall be defined as "any day, Monday through Friday, which is not a legal holiday." By use of the proxy, a member may authorize a Director, or such other person as he/she selects, to vote as the member directs on matters to be brought at the meeting, or to authorize the proxyholder to vote as such proxyholder desires. Each proxy shall only be effective for the specific annual or special meeting for which it was solicited (in the event that a quorum is not reached at said annual or special meeting, it may be used at the rescheduled annual or special meeting). Every proxy shall be revocable until such time as the proxy is utilized to cast a vote on any pending issue. Thereafter, said proxy may not be revoked. Members may obtain proxy forms from the Board of Directors or from the present management company for The Village of Tuxford Home Owner Association, Inc. In addition, a proxy form shall be mailed to the member along with the notice of the meeting.

ARTICLE 111

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the corporation shall be managed by a Board of Directors of up to five (5) persons elected from the membership of the corporation, at annual meetings of the members as hereinafter provided in Section 2 of this Article III. In order to be eligible to be a member of the Board of Directors, the director or candidate must be an owner of a Lot within Tuxford.

Section 2. Term of Office. At each annual meeting of the members at which an election takes place, the members shall elect the number of directors necessary to fill any expired term and to bring the number of directors up to five (5) total members. A newly-elected Director shall serve a term of two (2) years.

Section 3. Removal. Any director may be removed from the Board at any time, with or without cause, by a majority vote of the members of the corporation. In the event of death, resignation or removal of a director, a successor shall be elected by the remaining members of the Board of Directors and shall serve until the next annual meeting of the Members, at which time an election shall be held to fill that seat on the Board.

Section 4. Compensation. No director shall receive compensation for any service he may render to the corporation; however, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the directors. However, if the proposed action relates to expenditure of funds by The Village of Tuxford Home Owner Association, Inc., said action may only be taken in the absence of a meeting if the amount to be approved for expenditure is \$1,000.00 or less. Said written approval may be delivered by hand, mail, commercial delivery or electronic transmission, including email. However, before said action is taken, all directors must have no less than three (3) business days to discuss and consider the proposed action (said discussion may be in person or via electronic transmission, including email) and have had the opportunity to comment on said proposed action (said comment may be made in person or via electronic transmission, including email). If a director does not provide said written approval within three (3) business days from the date and time that the proposed action was motioned, it shall be presumed that said director's vote on the proposed action is "No." Any actions so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE IV

NOMINATION AND ELECTION OF DIRECTORS

Section L Board of Directors. The Board of Directors shall consist of up to five

(5) persons as elected pursuant to Article III of these Bylaws.

Section 2. Nomination. Not less than sixty (60) days prior to the date of the next annual meeting, the Board of Directors, through its designated representative (its management company or its attorney), shall send out correspondence to the members, soliciting interest from members who would like to seek election to a position on the Board of Directors. In order to be considered, the Board of Directors or its designated representative (its management company or its attorney) must receive written confirmation of the interest of a member who would like to seek election to a position on the Board of Directors no more than thirty (30) days after the correspondence to the members, soliciting interest is sent out (said deadline shall be stated on the correspondence). Based upon the timely written confirmations received from members interested in seeking election to a position on the Board of Directors, the Board of Directors or its designated representative (its management company or its attorney) shall determine whether the interested member is eligible to serve as a director. Thereafter, if eligible, said member shall have their name placed on the ballots for the election of vacant Board positions at the annual meeting.

Section 3. Election. Election to the Board of Directors shall be by written ballot. While all efforts shall be made to keep the voting secret, all ballots will be reviewed by the Secretary to confirm that a written ballot has been cast by a member eligible to vote, and to confirm that only one (1) vote has been cast per Lot. At such election the members or their proxies may cast, in respect to each vacancy, one (1) vote per Lot. Any written ballot cast by a member who is not eligible to vote will be voided. Any ballot cast by a proxyholder assigned by a proxy of a member who is not eligible to vote will be voided. In the event that multiple written ballots are cast by a member for the same Lot, all written ballots cast by that member for that Lot will be voided. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors will be held monthly.

Section 2. Special Meetings. Special meetings of the Board may be called by any Director.

Section 3. Notice of Board Meetings. With respect to regular board meetings, the President shall cause notice to be given to each Director of the date, time and place of the meeting not less than two (2) full days prior to said meeting. With respect to special board meetings, the director calling the meeting shall notify each director of the date, time, place and purpose of the special meeting not less than two (2) full days prior to said special meeting. Notices of board meetings may be given orally.

Section 4. Ouorum and Voting. A simple majority of the number of actual directors shall constitute a quorum for the transaction of business at any regular or special board meeting. With respect to regular board meetings, the President shall cause notice to be given to each Director of the date, time and place of the meeting not less than two (2) full days prior to said meeting. With respect to special board meetings, the director calling the meeting shall notify each director of the date, time, place and purpose of the special meeting not less than two (2) full days prior to said special meeting. Notices of board meetings may be given orally. Every act or decision done or made by a majority of the total number of directors shall be regarded as the act of the Board of Directors,

Section 5. Conduct of Board Meetings and Corporate Minutes. The President shall preside at all meetings of the Board of Directors. In the President's absence, the VicePresident shall preside in the President's place. If both the President and the Vice-President are absent, the present directors may appoint a director to preside over the meeting. Minutes of meetings of the Board of Directors shall be made available to any member for inspection at a reasonable time upon reasonable notice. Decisions of the Board of Directors which are reflected in the minutes shall specify the manner in which each director voted. Original corporate minutes shall not be permitted to be taken from the Secretary's possession without the consent of the Board of Directors. Minutes of meetings of the Board of Directors shall be distributed to all members of the corporation.

Section 6. Proposals by Members. Members may submit proposals to the Board of Directors for consideration at regular or special board meetings.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD

Section 1. Powers. The Board of Directors shall have the power to:

a. Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the conduct of Members and their guests thereon, and other matters set forth in the Declaration, and to establish penalties for the infraction thereof;

b. Exercise for the corporation all powers, duties and authority vested in or delegated to the corporation and not expressly reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

c. Employ as an independent contractor, a Management Company, or a manager, or such other employee(s) as they deem necessary, and to prescribe their duties; and

d. Authorize the borrowing of money by the corporation in connection with the carrying out of its rights and obligations.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a. Cause to be kept a record of its meetings and the corporation's affairs, and to allow inspection of such records by any member upon reasonable request;
- b. Supervise all officers, agents and employees of the corporation, and see that their duties are properly performed;
- c. As more fully provided in the Declaration to:
 - 1. Fix the amount of the assessments against each Lot;
 - 2. Enforce collection of all assessments;
- d. Procure and maintain insurance, including officers and directors' liability and indemnification insurance; and
- e. Cause the Common Areas to be maintained.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Qualification. Each officer shall be a director of the corporation, except that the Secretary may be a member or the spouse of a member.

Section 3. Election of Officers and Term. At the September Board meeting, after the annual meeting, the Board of Directors of record at the annual meeting shall conduct any business necessary to conclude its responsibilities. The presiding officer will then conduct an election for President amongst the members of the new Board of Directors (that new Board of Directors being made up of newly elected Board members, as well as Board members whose terms have not expired). Upon election, the newly elected President will assume the position of presiding officer and conduct an election amongst the members of the new Board of Directors for the offices of Vice-President, Treasurer and Secretary. After the completion of that election, all authorities, properties, records, etc. of The Village of Tuxford Home Owner Association, Inc. will be transferred to the proper officers of the new Board of Directors. The new Board of Directors will proceed with whatever business it deems proper, including adjournment of the meeting. Each officer shall serve one (1) year, until the next September Board meeting, unless they resign or are removed.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary'. Such resignation shall take effect on the date of receipt of such notice or at any later time specified

therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer replaced.

Section 5. Duties. The duties of the officers are as follows:

a. President: The President shall be chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and all meetings of the members. The President shall exercise general supervision of the affairs and activities of the corporation, subject to the control and direction of the Board of Directors, and shall serve as a member ex-officio of all standing committees.

b. Vice-President: The Vice-President shall assume the duties of President during the President's absence or disability. The Vice-President shall exercise and discharge such other duties as may be determined by the Board of Directors.

c. Secretary: The Secretary shall maintain the minutes of meetings of members and of the Board of Directors, which shall be the official record of all business transacted. The shall also record the votes of any election or decision made by the members or the Board of Directors. The Secretary shall also service notice of meetings of the Board of Directors and of the members, keep appropriate current records showing the members of the corporation together with their addresses, and shall perform such other duties as required by the Board of Directors.

d. Treasurer: The Treasurer shall collect maintenance assessments and all other corporate funds and do such other acts as required under Article IX hereof, dealing with funds. The Treasurer shall submit a complete written financial report at each Board meeting. Annually, the Treasurer shall submit a complete, detailed, CPA-reviewed financial statement for the past year, and deliver a copy of same to the members.

ARTICLE VIII

COMMITTEES

Section 1. Appointment of Committees. The members of committees shall be appointed by the Board of Directors and shall be as broadly representative of members in the subdivision as practical.

Section 2. Tenure of Committee Members. Members of committees shall be appointed for such terms as the Board of Directors directs. The Board of Directors may make changes in the membership of committees as it deems necessary' from time to time.

Section 3. Standing Committees. The Board of Directors shall appoint standing committees for the following matters of concern in the subdivision:

- (a) Maintenance;
- (b) Community Development;
- (c) Architectural Control;
- (d) Social and Recreational Activities; and
- (e) Landscaping

The Board of Directors may appoint other standing committees which are deemed necessary or appropriate to further corporate purposes.

Section 4. Special Committees. Special committees may be appointed by the Board of Directors.

Section 5. Committee Reports and Recommendations. Reports and recommendations of committees shall be presented to the Board of Directors as the Board may reasonably request from time to time. Such reports may be oral or written as the committee considers appropriate, but the Board of Directors may request written reports when it considers the subject matter of sufficient importance for a written report. Oral reports of committees shall be reflected in the corporate minutes.

ARTICLE IX

FUNDS

Section 1. Maintenance Assessment.

- (a) Amount. The amount of maintenance assessment shall be determined by the Board of Directors in accordance with these Bylaws and the Declaration of Covenants, Conditions and Restrictions.
- (b) Payment of Maintenance Assessment. Maintenance assessment shall be due and payable monthly on the first of each month. The payment of the maintenance assessment shall be considered in default if not paid within thirty (30) days after the due date.

Section 2. Maintenance Assessment of New Members. It shall be the responsibility of the old member to deal with a new owner of record on the matter of pro-rata adjustment of maintenance assessment.

Section 3. Bank Account and Authorized Signatories. The Board of Directors shall establish a checking and savings account for the deposit of corporate funds. Corporate funds shall not be distributed unless approved by the Board of Directors. The signatures of the Treasurer, together with the President or Vice-President shall be required for the withdrawal of any funds from the corporation's checking or savings account.

Section 4. Use of Funds. Maintenance assessments shall be applied toward the payment of the obligations entered into in the ordinary course Of the corporation's affairs.

Section 5. Bonding of Officers. The persons authorized to sign checks or withdraw funds from the corporation's checking and savings accounts shall be bonded in such amount as the Board of Directors determines.

Section 6. Increase or Decrease of Maintenance Assessment. Any change in the amount of maintenance assessment shall be first approved by the Board of Directors and then shall be required to be presented to the membership at an annual or special meeting for approval. Such increase or decrease shall not occur unless approved by a majority of all members present, in person or by proxy, which has a quorum at such a meeting.

Section 7. Special Assessments. Any special assessments shall be first approved by the Board of Directors and then shall be required to be submitted to the members for their approval. No special assessment shall be made unless approved by the majority of members present at a special or annual membership meeting which has a quorum.

Section 8. Collection of Maintenance Assessments. The Treasurer, as directed by the Board of Directors and in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions, these Bylaws, and applicable Kentucky statutes, shall take any measures the Treasurer deems necessary to collect the maintenance assessments or special assessments required to be paid by the members.

ARTICLE X

AMENDMENT OF BYLAWS

Section 1. Amendments. Any three (3) members of the corporation, including directors, may initiate the procedure for amending these Bylaws. Such proposed amendments shall first be approved by the Board of Directors, and shall then be presented to the members at an annual or special meeting. No amendment of the Bylaws shall be adopted unless approved by a majority of the members present at a meeting at which a quorum is present.

Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 1. The Board of Directors shall be responsible for contacting and informing new members concerning their membership in the corporation and their responsibility for paying maintenance assessments.

Section 2. All governing documents of the corporation shall be distributed to each member by the Secretary or as the Secretary may direct.

ARTICLE xli

PAID POSITIONS.

Section 1. The Board of Directors may retain an attorney in order to be provided legal advice, direction, and assistance as required.

Section 2. The Board of Directors may hire a Board Clerk to perform all clerical functions required by the Officers of the Board of Directors.

ARTICLEXIII

MANAGEMENT COMPANY

The corporation may employ, by contract, a Management Company to carry out all or part of the functions of the corporation/association.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify each of its Directors and Officers who was or is a party to, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Director or Officer of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Except as provided hereinbelow, any such indemnification shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum of Directors who were not, or are not, parties to such action, suit or proceeding, or (b) by the Members.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it should ultimately be determined that he or she is entitled to be indemnified by the corporation.

To the extent that a Director or Officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, without any further determination that he has met the applicable standard of conduct set forth above.

IN TESTIMONY WHEREOF, witness the signature of Peggy Brown, Secretary of The Village of Tuxford Home Owner Association, Inc., Inc., this day of November, 2023.

By:

Peggy Brown
Peggy Brown, Secretary

COMMONWEALTH OF KENTUCKY)

COUNTY OF JEFFERSON

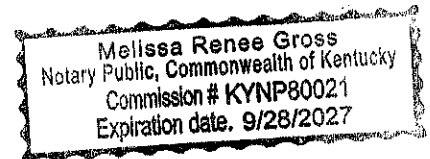
The foregoing instrument was acknowledged before me by Peggy Brown, as Secretary of The Village of Tuxford Home Owner Association, Inc., this 14th day of November, 2023.

My commission expires: September 28, 2027

Melissa Renee Gross

Notary Public Notary ID

KYNP80021



INSTRUMENT PREPARED BY:

James A. Butler

. BUTLER

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