

**BY – LAWS  
OF  
NORTH RIDGE FARMS HOMEOWNERS’ ASSOCIATION, INC.**

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## ARTICLE I

**NAME AND LOCATION:** The name of the corporation is NORTH RIDGE FARMS HOMEOWNERS' ASSOCIATION, INC. hereafter referred to as the "Association". Meetings of members and directors must be held on a frequent basis as designated herein at locations determined by the Board of Directors and shall be held with notification and awareness of the members of the Homeowner's Association at places within the State of Kentucky, County of Oldham.

## ARTICLE II

### DEFINITIONS

Section 1. "**Association**" shall mean and refer to NORTH RIDGE FARMS HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2. "**Properties**" shall mean and refer to certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "**Common Area**" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "**Lot**" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.

Section 5. "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities, of the title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "**Member**" shall mean and refer to those persons entitled to membership in the association as provided in the Restrictions.

## ARTICLE III

### MEETINGS

Section 1. **Annual Meetings.** The first annual meeting of the members shall be held within one year from the date of incorporation of the association, and each subsequent regular annual meeting of the members shall be held on the same month of each year thereafter, at a day and hour selected by the board of directors.

Section 2. **Special Meetings.** Special meetings of the members may be called at any time by the Chairman of the Board of Directors of the association or upon written request of the members who are entitled to vote. The request must include the signatures of one-fourth (1/4) of the voting members.

Section 3. **Notice of Meetings.** Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting. Delivery shall be not be less than fourteen (14) nor more than thirty (30) days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice along with the place, date, and hour of the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. **Quorum.** The presence at the meeting of 25 percent (25%) of all members entitled to cast, or of proxies entitled to cast, shall constitute a quorum for any action except as otherwise provided in the articles of incorporation, the declaration, or these bylaws. If, however such quorum shall not be present or represented at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5. **Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. No proxy shall be valid after 6 months of the date of its execution. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his/her lot.

## **ARTICLE IV**

### **BOARD OF DIRECTORS: NUMBER & TERM OF OFFICE:**

Section 1. **Number.** A board of seven (7) directors shall manage the affairs of this association. All directors shall be members of the association.

Section 2. **Term of Office.** Five (5) members of the seven (7) member board of directors shall each serve one (1) year terms. Terms shall run from October 1 of the election year to September 30 of the following year. Two (2) of the board members shall serve two years, remaining to serve from the currently active board. These members remaining to serve a second year shall volunteer for the second term and serve without election by the homeowner's association in their annual election of board members. If more than two members of the current board volunteer to serve a second year, then the current members of the board shall determine by vote which two shall remain to serve a second year. This would allow for continuity of service and knowledge of operating procedures and knowledge from one board to the next board. No board member shall serve more that two consecutive years without being elected by the homeowners.

Section 3. **Removal and Filling of Vacancies.** Any director may be removed, either for or without cause, at any special meeting of members at which a quorum is present. Removal shall be by the affirmative vote of a majority of the members then in attendance, if notice of the intention to act upon such a matter shall have been given in the notice calling such a meeting. Any vacancy occurring on the board of directors shall be filled as soon as possible after each vacancy occurs. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any director removed by a special meeting of the members shall be replaced by a special election of the members.

Section 4. **Compensation.** Each director shall receive compensation by way of reduction of their annual dues by an amount equal to a 50% exemption for service he/she renders to the Association. Each director to receive exemption must participate in the board duties and events that he/she is so selected and must meet the approval of the other directors. The exemption will take place the year after the member has served. Special assessments shall not be considered exempt under this provision. If a member has served the Association as defined herein, and moves from the neighborhood, and is due an exemption, then the board may compensate the member for the 50% exemption. Also any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties if approved by the Board. Each director shall be compensated Twenty Five Dollars (\$25.00) each time they hold the board meeting at his/her residence for the reimbursement of expenses incurred for the meeting.

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 all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors by unanimous vote.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. **Nomination.** Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made by the membership. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association appointed by the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among members of the Association. All nominations shall be submitted no less than 7 days prior to the distribution of the election ballots.

Section 2. **Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members of their proxies may cast, in respect to each vacancy, up to as many votes as they are entitled to exercise under the provisions of the Restrictions. The persons receiving the largest numbers of votes shall be elected. Cumulative voting is not permitted. Election ballots shall be distributed on or before September 1st each year.

## ARTICLE VI

### MEETING OF DIRECTORS

Section 1. **Chairman.** The Board of Directors shall elect a Chairman at their first meeting after their election from the sitting members of the board. The Chairman shall preside at all meetings of the members and of the Board of Directors. He/She shall sign, with the Secretary or any other proper officer of the corporation, leases, mortgages, deed, contracts, checks, promissory notes and all other official documents of the corporation which the Board of Directors has authorized to be executed.

Section 2. **Regular Meetings.** Regular meetings of the Board of Directors shall be held periodically, with notice, at such place and hour as may be fixed by the Board. There shall be no fewer than six (6) meetings in each board's term.

Section 3. **Special Meetings.** Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, or by any two (2) directors, after not less than three (3) days notice to each director.

Section 4. **Quorum.** At all meetings of the Board of Directors, the presence of a majority of the number of directors fixed by these bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of majority of the number of directors fixed by these bylaws shall be the act of the board of directors. If a quorum shall not be present at any meeting of the directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Without limiting the generality of the powers and duties set forth in these Bylaws, the Board of Directors shall be empowered and shall have the powers and duties as follows:

- 1.) To administer and enforce the restrictions.
- 2.) To fix, determine, levy, and collect the annual assessment to be paid by each of the members toward the expenses of the Association, and to adjust, decrease, or increase, the amount of the assessment.

- 3.) To levy and collect special assessments whenever, in the opinion of the Board, it is necessary to do so in order to meet increased operating or maintenance expenses or costs, or additional capital expenses, or because of emergencies. All special assessments shall be in statement form and shall set forth the detail of the various expenses for which the assessments are being made and shall contain a minimum thirty- (30) days notice.
- 4.) To collect delinquent assessments by suit or otherwise and to enjoin or seek damages from an owner as provided in the Restrictions and by these Bylaws.
- 5.) To protect and defend the Property from loss and damage by suit or otherwise.
- 6.) To establish a bank account for the treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors.
- 7.) To keep and maintain full and accurate books and records showing all receipts, expenses, or disbursements of the Board.
- 8.) To prepare and deliver annually to each member a statement showing all receipts, expenses or disbursements since the last such statement.
- 9.) To maintain the landscaping, trees, shrubs, and other vegetation located in the common areas of North Ridge Farms for the benefit of the lot owners.
- 10.) To employ independent contractors, or such other employees as they deem necessary, and to prescribe their duties.
- 11.) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- 12.) To procure and maintain adequate liability and hazard insurance on property owned by the Association.
- 13.) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

Section 1. **Enumeration of Officers.** The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such officers as the Board may from time to time by resolution create. All officers shall be members of this association.

Section 2. **Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following the installation of said board.

Section 3. **Term.** The officers of this Association shall be elected annually by the Board and such shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. **Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the chairman, the president or 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.

Section 6. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. **Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. **Duties.** The duties of the officers are as follows:

*President*

- (a) The president is the principal operating officer of the corporation and shall see that the orders and resolutions of the Board are carried out.

*Vice President*

- (b) The vice-president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

*Secretary*

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

*Treasurer*

- (d) The Treasurer shall give a bond, to be paid for with the funds of the corporation, for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## **ARTICLE IX**

### **COMMITTEES**

The Association shall appoint a Nominating Committee, as defined in Article V, Section 1 of these Bylaws. The association shall also appoint an Architectural Control Committee (ACC). The ACC shall consist of one (1) member of the Board and any additional members as deemed necessary by the Board. The duties of the ACC shall be to approve or disapprove of the construction and or placement of all related items covered in the restrictions. Written approval of the ACC must be secured before the start of any construction.

In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall be subject or inspection by any member. Inspection shall be conducted during reasonable business hours with a minimum of three- (3) working days notice. The Restrictions, the Articles of Incorporation and the By-laws of the Association shall also be available for inspection by any member of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XI**

### **ASSESSMENTS**

As more fully provided in the Restrictions and these By-Laws, each member is obligated to pay to the Association its annual and special assessments. All assessments, which are not paid by the due date, shall be deemed delinquent and may be secured by a lien upon the property against which the assessment is made. The Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his/her lot.

## **ARTICLE XII**

### **AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

## **ARTICLE XIII**

### **FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

## **ARTICLE XIV**

### **BUILDING PERMISSION**

The Architectural Control Committee shall issue written permission to each member upon approval of submitted site, building or improvement plans as called for in the restrictions. No construction or improvements shall begin before the issuance of this written permission. Any modification or addition to the building plans will require ACC approval and potential issuance of additional written permission.

## **ARTICLE XV**

### **RESTRICTION VIOLATOR PROCEDURES**

Upon recognition of a violation of the "Restrictions of the Homeowner's Association of North Ridge Farms" by a member, the Board shall have the responsibility to follow the process as outlined below, unless

the violation is of such a nature that it may require a more immediate approach. The process shall be continuing from year to year and board to board.

- Step One – The violator shall be approached by a board director to advise violator of the violation and the appropriate remedy.
- Step Two – If violator did not remedy the violation within 30 days of verbal advisement, then the board shall issue a written reminder of the violation, also outlining the article of the restrictions to which the violation pertains.
- Step Three – If violator still has not remedied the violation with-in (15) fifteen days from receipt of written reminder, then the board shall issue a letter outlining enforcement of the violation by way of a fine issued in the form of an invoice. The letter shall also constitute a “**Notice To Lien**” on violator’s property until the violation is remedied and all outstanding fines and fees are paid in full.

Each infringement shall be treated as a separate violation and all of the above shall be applicable, even if the violator has been through the same process in the past.

## ARTICLE XVI

### RESTRICTION CHANGE PROCEDURES

Any resident in good standing (all dues and fines are paid) who would like to propose a change to a restriction (hereafter referred to as the Petitioner) may do so as follows:

- 1.) Petitioner submits in writing to the North Ridge Farms Homeowner’s Association Board any proposal to add a restriction or alter or abolish an existing restriction. Petitioner must submit the proposal prior to the November, December or January board meetings. The petitioner needs to contact a board member at least one week in advance of the meeting in order to be put on the agenda.
- 2.) Petitioner or agent of the petitioner will present the change to explain the reasoning behind the suggested change to the board. The board shall hear the proposal and ensure that the person proposing the suggested change to the restriction has taken into account other restrictions, has proposed wording consistent with other restrictions and has written the restriction in such a way as to be enforceable. The board will then give the petitioner the standard petition form (created by the board) where the petitioner must obtain the signatures of **51%** of lot owners **in good standing** in order to get the restriction change on the ballot. The petitioner has until March 1 to obtain the necessary signatures to place the item on the ballot. The petition must clearly state to anyone who may sign the form that this is only to allow the proposed change to come to a vote of the entire neighborhood. The board will not withhold the petition(s) form for any reason regardless of whether the board members favor or oppose the proposed restriction change.
- 3.) If there are enough **valid** signatures on the petition(s), then the language and a brief reason for the suggested change by the petitioner will be communicated to the entire neighborhood in a newsletter. The notice will also let the entire neighborhood know that this will be discussed at the annual neighborhood meeting.
- 4.) The suggested restriction change will be put on the annual neighborhood meeting agenda. This will be the forum for people to debate/discuss and speak up if they support or oppose the suggested change.
- 5.) A vote in the form of a ballot will be distributed no later than May 15th to be submitted to an outside party for tabulation. The ballot must indicate the date (no later than June 15th) that it must be received by the outside party. There shall be no extension of this deadline by any party for any reason. Any of these restrictions imposed herein may be altered or abolished by fifty-one (51%) percent of the lot owners (**in good standing**) in the subdivision, acknowledged and recorded as a Deed of Restrictions and such change, alteration or abolition shall thereafter be binding on all owners on the lots in the subdivision.