

BYLAWS
OF
THE HARRODS VIEW NEIGHBORHOOD
ASSOCIATION, INC.

I. ANNUAL MEETING

An annual meeting of the members of the Corporation shall be held on the second Monday of October of each year. Notice of the time and place of the annual meeting shall be delivered in writing to all members of the Corporation by the Secretary. At the annual meeting there shall be an election of directors of the Corporation. The names and addresses, and any biographical data, if available, of any nominees for directors positions shall be included in the notice of the annual meeting, including a statement that additional nominations can be made from the floor by any member during the meeting.

II. SPECIAL MEETINGS

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

III. NOTICES OF MEETINGS

Any notice of any meeting as required under these bylaws shall be personally delivered or mailed to every member of the Corporation 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 his address as it appears on the books of the Corporation. Upon the failure or refusal of the Secretary to give proper notice of any meeting called, such notice may be given by any member of the Corporation. Notice of any meeting may be waived by the unanimous consent of the members of the Corporation.

IV. MEMBERSHIP

Membership in the Corporation shall be extended to any individual person or family residing in the geographical area of Harrods View, as defined in the Articles of Incorporation, upon payment of annual dues. The payment of dues affords membership through the date of the annual meeting next following such payment. The Board of Directors shall establish the amount of dues.

V. QUORUMS

Ten (10) percent of the membership shall constitute a quorum for any meeting of the Corporation, and a majority of the directors shall constitute a quorum for a Board of Directors meeting, subject only to the provisions in the Articles of Incorporation and the laws of the Commonwealth of Kentucky.

VI. PROXIES

A member of the Corporation may cast his or her vote by proxy, and only such persons shall be entitled to vote at a meeting of the members as appear to have been members on the books of the Corporation.

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 bylaws, the Articles of Incorporation, or the laws of the Commonwealth of Kentucky are to the contrary. Any member in good standing may vote on any and all matters at an annual or special meeting of the Corporation, 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

At the annual meeting, the members of the Corporation shall elect nine directors to manage the affairs and business of the Corporation. The officers shall be elected at the annual meeting by a majority vote of the Board of Directors. The officers and directors shall serve until the next annual meeting or until their successors are elected.

IX. DIRECTORS MEETING

The directors shall meet whenever called together by the President on due notice to each director. The President shall call all meetings of the Board of Directors, and if for any reason he shall fail to call a meeting when requested to do so by three (3) or more directors, the meeting may be called by any three (3) directors in the same manner that 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 give the time and place of the meeting, and if mailed, shall be mailed postage prepaid, to each director at his address as it appears on the books of the Corporation, or personally delivered to him or her. 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 Corporation as are not inconsistent with the laws of the Commonwealth of Kentucky, the Articles of Incorporation, or its bylaws.

X. OFFICERS

There shall be elected by the Board of Directors a President, Vice President, Secretary and Treasurer, provided however, that the Board of Directors may combine any two of the foregoing offices. All such officers shall be voting members of the Board of Directors and the election of the officers shall take place after the election of the Directors at the annual meeting. The President shall be the Chief Executive officer of the Corporation 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 the President. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and of the membership and shall have charge of all correspondence of the Corporation. The Treasurer shall have supervision of all financial records of the Corporation.

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 Corporation 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 bylaws may be amended by a majority of the members of the Corporation present at a properly called meeting, or present by way of proxy at said properly called meeting; provided however, that no amendment thereto shall be acted upon at any 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 bylaws shall furnish a copy of the same to the Secretary of the Corporation in sufficient time to allow him or her to prepare copies of the same for submission to the membership with the notice of the meeting of

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