

**BY-LAWS  
RIVIERA COMMUNITY ASSOCIATION, INC.  
NON-PROFIT CORPORATION**

**ARTICLE I – MEMBERS**

**Section 1. Place of meeting.** All meetings of the members of the Riviera Community Association shall be held at a place designated by the Board of Directors, not inconsistent with the Articles of Incorporation to be located in the County of Jefferson, State of Kentucky.

**Section 2. Annual meeting.** The annual meeting of the members shall be held on the fourth Sunday in September of each year at an hour to be designated by the Board of Directors, and if such day be a legal holiday, then on the next succeeding day not a legal holiday. At such meeting there shall be an election of directors in accordance with the Articles of Incorporation and the transactions of such other business as may properly come before such meeting. If any election of directors shall not take place at such annual meeting, a special meeting may be called as provided by law.

**Section 3. Notice of annual meeting.** The secretary of the corporation shall have the duty of giving ten (10) days notice to each member personally or by mail, said notice to state the time and place of such meeting, and to be addressed to each member at his address as the same appears on the records of the company; provided, however, that failure to give such notice shall not affect the validity of such meeting or proceedings there at.

**Section 4. Special meetings.** Special meetings of the members may be held upon call, by the secretary when directed by the president or upon written direction of a majority of the directors and shall be called by the secretary when requested by the majority of the members of the association. The secretary shall give ten (10) days notice of such meeting as required in the section of notice of annual meeting, and the notice shall in addition specify the purpose or purposes of the meeting.

**Section 5. Waiver of notice of meeting; irregular meetings.** A meeting of the members may regularly and validly be held whenever all members of the association shall be present, however notified, and shall sign a written consent to the holding thereof on the record; and at such meeting any business may be transacted which could lawfully be transacted at a meeting regularly called and noticed.

**Section 6. Record date.** For the purpose of determining members of the association entitled to notice of or to vote at any meeting of members or any adjournment thereof or members for any other proper purpose shall be defined in accordance with the Articles of Incorporation as an actual bonified owner of a lot or lots in said Riviera Subdivision as indicated by Deed of Record filed with the Jefferson County Clerk at a date on or before thirty (30) days prior to the date of notice for the annual meeting.

**Section 7. Proxies and voting.** All members may vote by proxy. Voting of the members shall be conducted in accordance with the Articles of Incorporation and not in violation of law.

**Section 8. Quorum.** Except as otherwise provided by law, a majority of the members of the association present in person or by proxy at any meeting shall constitute a quorum.

**Section 9. Conduct of meetings.** The president or in his absence, the vice president, shall preside at the meetings of the members, and the secretary shall act as secretary thereof; but should such officer not be present, their function may be performed by any of the members present, as chosen by those in attendance.

## **ARTICLE II – BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have the general supervision, management and control of the affairs and business of the association in accordance with the Articles of Incorporation and the Deed Restrictions contained therein.

**Section 2. Election, term and number.** The election, term of office, and number of Board of Directors shall be established in accordance with the Articles of Incorporation. No member having failed to act or whose property has failed to comply with the Articles of Incorporation and the Deed Restrictions contained therein shall be eligible to serve or maintain a position as a Director. A member must reside in the Riviera Community a minimum of eight (8) months each calendar year, and be current in all dues and fees owed.

**Section 3. Resignation, removal and vacancies.** A director may resign at any time by filing a written resignation with the secretary, unless a later date is fixed by its term, said resignation shall be effective from the filing thereof.

By an affirmative vote of a majority of the members of the association the members may, at any special meeting called for such purpose, remove any or all of the directors.

Whenever a vacancy shall occur in the Board of Directors from any cause, it shall be filled by election of the Board, and such director shall hold office until the next annual meeting of the members or until a successor shall be elected and qualified.

Whenever a director misses three (3) meetings during his or her term, the Board of Directors may by majority vote move to remove that director and upon their removal, elect an alternate pursuant to the vacancy provisions in this section. Written notice to a director of the Board's intention to vote on their removal shall be provided at least twenty-one (21) days prior to the actual vote.

**Section 4. Meeting of the Board.** An annual meeting of the Board of Directors shall be held immediately after the annual meeting of the members, at the place of such annual members meeting, and the notice thereof shall be the same as required for a regular meeting of the Board.

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**Section 8. Quorum.** Except as otherwise provided by law, a majority of the members of the association present in person or by proxy at any meeting shall constitute a quorum.

**Section 9. Conduct of meetings.** The president or in his absence, the vice president, shall preside at the meetings of the members, and the secretary shall act as secretary thereof; but should such officer not be present, their function may be performed by any of the members present, as chosen by those in attendance.

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**Section 2. Election, term and number.** The election, term of office, and number of Board of Directors shall be established in accordance with the Articles of Incorporation. No member having failed to act or whose property has failed to comply with the Articles of Incorporation and the Deed Restrictions contained therein shall be eligible to serve or maintain a position as a Director. A member must reside in the Riviera Community a minimum of eight (8) months each calendar year, and be current in all dues and fees owed.

**Section 3. Resignation, removal and vacancies.** A director may resign at any time by filing a written resignation with the secretary, unless a later date is fixed by its term, said resignation shall be effective from the filing thereof.

By an affirmative vote of a majority of the members of the association the members may, at any special meeting called for such purpose, remove any or all of the directors.

Whenever a vacancy shall occur in the Board of Directors from any cause, it shall be filled by election of the Board, and such director shall hold office until the next annual meeting of the members or until a successor shall be elected and qualified.

Whenever a director misses three (3) meetings during his or her term, the Board of Directors may by majority vote move to remove that director and upon their removal, elect an alternate pursuant to the vacancy provisions in this section. Written notice to a director of the Board's intention to vote on their removal shall be provided at least twenty-one (21) days prior to the actual vote.

**Section 4. Meeting of the Board.** An annual meeting of the Board of Directors shall be held immediately after the annual meeting of the members, at the place of such annual members meeting, and the notice thereof shall be the same as required for a regular meeting of the Board.

The Board of Directors shall hold regular monthly meetings at a place and time to be designated by the Board of Directors. The secretary shall give three (3) days notice of such meeting to each director either personally or by mail. The secretary shall call a special meeting of the Board when directed by the president, or upon written request of a majority of the Board of Directors. Five (5) days notice of each such special meeting shall be given by the secretary to each director either personally or by mail, and such notice shall state the time, place and purpose of such meeting. A meeting of the Board of Directors may regularly and validly be held whenever all the members of said Board shall sign a written consent to the holding thereof on the records. Majority of the existing directors shall constitute a quorum for the transaction of business at any meeting of the Board, but less than a majority may adjourn the meeting from time to time until a quorum shall be present.

**Section 5. Conduct of the meetings.** The president and in his or her absence the vice president shall preside at meetings of the Board, and the secretary shall act as secretary thereof; but in the absence of either or any of such officer, their functions may be performed by any member of the Board selected by those present.

### **ARTICLE III – BOARD OF DIRECTORS**

**Section 1. Election and term.** At the annual meeting of the Board of Directors, such directors shall elect one of their number president, and such other officers as are required by the Articles of Incorporation or the By-Laws. Each such officer shall hold office for the term of one year or until his successor is elected and qualified.

**Section 2. Office of the president.** The president shall preside at all meetings of the Board of Directors and of the members, and have the general supervision and management of the association, subject to the control of the Board of Directors. The president shall have special duties as may from time to time be prescribed by these By-Laws or delegated by resolution of the Board of Directors.

**Section 3. Office of the vice president.** The vice president shall discharge the duties of the president in his absence or disability, and in addition, such other and special duties as may from time to time be prescribed by these By-Laws or delegated by resolution of the Board of Directors.

**Section 4. Office of the secretary.** The secretary shall keep a complete and permanent record of all proceedings of the members and the Board of Directors; shall have general charge of the books and records of the corporation except such as are properly to be kept by other officers; shall countersign all deeds, leases, conveyance and other papers and documents executed by the corporation which require a countersignature; shall give notice of meetings as prescribed by these By-Laws; shall perform such other and special duties as may from time to time be prescribed by these By-Laws or delegated by resolution of the Board of Directors.

**Section 5. Office of the treasurer.** The treasurer shall be a fiscal and disbursing agent of the corporation, and shall keep and account for all monies, credits and property received and disbursed; shall endorse all checks, notes, bills of exchange and other evidences of indebtedness; shall deposit funds coming into the treasurer's possession in such depositories as may from time to time be designated by resolution of the Board of Directors; and shall, in addition, perform such other special duties as may from time to time be prescribed by these By-Laws, or delegated by resolution of the Board of Directors.

**Section 6. Vacancies.** Whenever any vacancies shall occur among the officers from resignation, removal, death, disability, or disqualification, the Board of Directors may elect a successor to hold office until the annual meeting of the Board of Directors or until a successor shall be elected and qualified; or the duties of any officer may be delegated to one of the other officers by resolution of the Board of Directors.

#### **ARTICLE IV – AMENDMENTS**

The Board of Directors may from time to time by a vote of the majority of the General Membership make, alter, amend or rescind any or all of the Bylaws of the Corporation.

#### **ARTICLE V – RIVERFRONT**

A new set of By-Laws for the use, enjoyment and maintenance of the riverfront boardwalk and docks shall be adopted as follows: See Attached.

The undersigned certify the foregoing By-Laws have been adopted as the second By-Laws of the corporation, in accordance with the requirement of the corporation law.

Revised September 24, 2001