

**BY-LAWS PROVISIONS
PLEASANT VIEW HOMEOWNERS ASSOCIATION, INC.
Adopted April 25, 2007**

ARTICLE I – OFFICES

Section 1 – Principal Office

The principal office of the corporation in the Commonwealth of Kentucky shall be located in Jefferson County. The corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the corporation may require from time to time.

Section 2 – Registered Office

The registered office of the corporation may be, but need not be, identical with its principal office in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the board of directors.

ARTICLE II – MEMBERSHIP

Section 1 – Qualifications and Voting Rights

The owner of record of each lot in the Pleasant View Subdivision Section 3 as described in the Declaration of Covenants, Conditions and Restrictions (“the Declaration”) for the Pleasant View Subdivision, Section 3, as amended from time to time, and only such owner of record, shall have one membership in the corporation. In the event the ownership of a single lot is a joint or common ownership, said joint or common owners shall together constitute the membership so that in all cases the voting power of members shall be limited to one vote per lot. Membership in the corporation shall terminate when any member shall cease to be the owner of record of a lot in the subdivision.

Section 2 - Proxy Voting

Members may cast votes in person or by proxy. A proxy may be made by any member entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the secretary in a form acceptable to the secretary before the appointed time of the meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 - Annual and Regular Meetings

The annual meeting of the members shall be held during the month of May at such time, place and on such date as the board of directors shall designate for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. If the election of directors shall not be held on the day designated for an annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members to be held as soon thereafter as may be practicable.

Regular meetings shall be held quarterly at such dates, times and locations as the board of directors may designate

Section 2 - Special Meetings

Special meetings of the members may be called by the President, the board of directors or not less than seven (7) of the members entitled to vote at such meeting.

Section 3 - Place of Meetings

The board of directors may designate any place as the place for any meeting of the members called by the board of directors. If no designation is properly made, or if a special meeting be otherwise called, the place of meeting shall be at the registered office of the corporation in the Commonwealth of Kentucky.

Section 4 - Notice of Meetings

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally or by mail not less than five days (5) before the date of such meeting, by or at the direction of the President or the Secretary, or the person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at his address as it appears on the records of the corporation, with postage prepaid.

Section 5 – Waiver of Notice

Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, unless the member attends the meeting for the sole express purpose of objecting to the transaction of any business because the meeting is not lawful under the provisions of these By-laws, the Articles of Incorporation or otherwise by law. A waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 6 - Quorum

The members holding ten per cent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7 - Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law, the Declaration, as amended from time to time, or these By-Laws.

Section 8 - Action by Members Without a Meeting

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Powers

The board of directors shall be empowered to:

- A. Exercise for the corporation all powers, duties and authority vested in or delegated to the corporation (i) by law, (ii) by the Declaration as amended from time to time, and by any similar set of deed restrictions applicable to the Pleasant View subdivision section 3, or (iii) by any Supplemental Declaration for any property made subject to the corporation, unless the power, duty or authority is reserved to the membership by other provisions of these By-laws, the Articles of Incorporation or the Declaration; and
- B. Conduct the business and affairs of the corporation, including but not limited to, the acquisition and disposal of property, the hiring and firing of staff, and all other rights provided by statute.

Section 2 – Number and Qualifications

The board of directors shall consist of three directors, all of whom must be lot owners and whose dues must be current.

Section 3 – Term of Office

Each director shall serve a one-year term and until his/her successor shall be elected and qualified, whichever period is longer.

Section 4 – Voting

Each director shall have one (1) vote. No director may assign another director his or her vote by proxy.

Section 5 – Meetings

- A. The board of directors shall meet at least four (4) times yearly and may meet at such other times as determined by the board.
- B. The date, place and time of each meeting shall be set by the President or other officer acting on behalf of the President.
- C. Special meetings may be called by any director.
- D. The Secretary shall notify all directors of board meetings verbally or by e-mail no less than seven days in advance of the meeting. Notice requirements may be waived by the filing of written statements from all directors that they agree to such a waiver. Said waiver may be filed either before or within ten (10) days after the meeting in question.
- E. Waiver of Notice - Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6 – Quorum

Two directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 7 – Compensation

A director shall not be entitled to compensation for his or her service as a director.

Section 8 – Resignation

A director may resign at any time by delivering a written resignation to the President or the Secretary in the event of resignation of the President. Said resignation shall become effective upon receipt by the President or Secretary.

Section 9 – Removal

The members may remove a director from office for good cause which may include unexcused absence from three (3) consecutive board meetings or failure to pay dues within 60 days of the due date. Members may remove directors by majority vote at any regular or special meeting of members. Notice of intent to remove must be sent to the director in question at least fourteen (14) days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal.

Section 10 – Vacancies

Any vacancy occurring in the board of directors may be filled for the remainder of the term of office by the vote of the members at a regular or special meeting.

Section 11 – Action by Directors Without a Meeting

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 12 – Elections

- A. Election and installation of directors shall take place at the Annual Meeting.
- B. Election shall be by a plurality vote with each member entitled to cast up to as many votes as there are vacancies to be filled with no more than one (1) vote going to any candidate.
- C. Election shall be by secret ballot unless the board votes by a simple majority, a quorum being present, to dispense with a secret ballot and vote by other means.

Section 13 - Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by law, by the Articles of Incorporation or by these By-Laws.

ARTICLE V – OFFICERS

Section 1 – Composition and Qualifications

The corporation shall have the following officers, all of whom must be members: President, Vice-President, Secretary and Treasurer.

Section 2 – President

The President shall:

- A. preside over all meetings of the board of directors;
- B. plan, in consultation with the other officers, the agenda for all board meetings;
- C. act as parliamentarian for the corporation;
- D. carry out all other duties incident to the office of President or prescribed by the board of directors.

Section 3 – Vice-President

The Vice-President shall:

- A. assist the President in carrying out the President's duties;
- B. carry on the duties of the President in the President's absence;
- C. carry out all other duties incident to the office of Vice-President or prescribed by the board.

Section 4 – Secretary

The Secretary shall:

- A. attend all board and membership meetings and act as a clerk of each meeting, recording all votes and keeping the minutes of all proceedings in a book kept for that purpose;
- B. be responsible for the sending of all notices for all meetings;
- C. keep the official records, including all minutes, policy decisions, the original copy of the Articles of Incorporation and By-Laws, and all amendments thereto, of the corporation;
- D. be responsible for authenticating the records of the corporation;
- E. keep a list of the name and address of each member which shall be furnished to the Secretary by such member
- F. assist the President with all correspondence and keep a file of correspondence;
- G. carry out all other duties incident to the office of Secretary or prescribed by the board.

Section 5 – Treasurer

The Treasurer shall:

- A. keep custody of all funds and securities and keep full and accurate accounts of all receipts and disbursements in books belonging to the corporation;
- B. deposit all money and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors;
- C. disburse the funds of the corporation as determined by the board, taking proper vouchers for such disbursements;
- D. prepare regular financial reports and yearly budget;
- E. carry out all other duties incident to the office of Treasurer or prescribed by the board.

Section 6 – Term of Office

All officers shall serve a one-year term of office, or until their successors shall have been appointed and installed.

Section 7 – Elections

The officers shall be appointed by the directors at its first meeting after the Annual Meeting.

Section 8 – Vacancies

A vacancy in any office occurring for any reason may be filled for the remainder of the term of office by majority vote of the board of directors.

Section 9 – Resignation

An officer may resign at any time by delivering a written resignation to the President or the Secretary in the event of the resignation of the President. Said resignation shall become effective upon receipt by the President or Secretary.

Section 10 – Removal

Any officer appointed by the directors may be removed from office by majority vote of the directors whenever in its judgment the best interests of the corporation would be served thereby. Notice of intent to remove must be sent to the officer in question at least fourteen (14) days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal.

Section 11 – No Compensation

Officers shall serve without compensation.

ARTICLE VI – COMMITTEES

Section 1 – Establishment of Committees

The board of directors may from time to time establish any committees that it deems necessary and set the term of office and other rules for the operation of said committee. The board shall appoint the members of committees, who must be lot owners. The members of each committee shall have the right to appoint the chairperson of such committee.

Section 2 – Organization

- A. The committee chairperson shall be responsible for presiding over committee meetings, for the conducting of a committee's business, and for reporting on committee business, activities, and recommendations at each regularly scheduled membership or board meeting following a committee meeting. A majority of the committee membership shall be necessary to constitute a quorum of the committee.
- B. Committees shall meet upon the call of the respective chairpersons or upon request of the President.

ARTICLE VII – FINANCE, CONTRACTS, LOANS, DEPOSITS

Section 1 – Fiscal Year

The fiscal year shall be January 1 through December 31.

Section 2 – Banking

The Board may, from time to time, authorize any of its directors or officers to sign checks. All checks shall require two (2) signatures from among those authorized.

Section 3 – Review of accounts

The board of directors will review the accounts at the end of each fiscal year. Members are entitled to see the accounts at any time during the year pursuant to Article IX of these By-Laws.

Section 4 - Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 5 - Loans

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 6 - Deposits

All funds of the corporation not otherwise employed shall be deposited, from time to time, to the credit of the corporation in such banks, trust companies and other depositories as the board of directors may select.

ARTICLE VIII – NONDISCRIMINATION

The members, officers, directors, committee members, employees and persons served by the corporation shall be selected entirely on a nondiscriminatory basis with respect to age, ethnicity, familial status, gender, national origin, race, religion, sexual orientation, veterans status, disability and all other categories providing nondiscriminatory treatment by law, statute, or ordinance.

ARTICLE IX – INSPECTION OF CORPORATE RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors; and shall keep at the registered office or principal office in this state a record giving the names and addresses of its members entitled to vote.

All books and records of the corporation shall be open to inspection by any member, or its agent or attorney for any proper purpose. Requests shall be in writing, signed, and, if authorizing a representative shall state the specific terms of the authorization. The right to inspect shall include the right to make extracts or photocopies, the cost to be borne by the requester. A request to inspect shall be delivered to the President, Secretary, or other officer or agent designated by the board of directors not less than five (5) days before the date specified in the request for the inspection.

ARTICLE X – INDEMNIFICATION

The corporation shall, to the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Non-profit Corporation Acts, indemnify each director and officer of the corporation against expenses (including attorneys' fees), judgments, taxes, fines and amounts paid in settlement incurred by such person in connection with, and shall advance expenses (including attorneys' fees) incurred by such person in defending, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is

or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, member, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of any undertaking, with such security, if any, as the board of directors may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized herein.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall apply to all situations not covered by the Articles of Incorporation, these By-Laws, or any special rules adopted by the board of directors. The President will be parliamentarian.

ARTICLE XII – AMENDMENTS

The board of directors shall have the power to alter, amend or repeal these By-Laws by the vote of a majority of the entire board of directors.

CERTIFICATE

I, the undersigned, do hereby certify that I am the Secretary of Pleasant View Homeowners Association, Inc., a Kentucky non-profit corporation, and that the foregoing are the By-Laws of said corporation, as fully adopted in a meeting of the board of directors held on the 25th day of April, 2007.


Amy Golladay
Secretary