

GOVERNING DOCUMENTS OF PARK LAKE/CAMDEN MANOR ASSOCIATION, INC.

Consolidated of Bylaws (May 2026 Revision)

ARTICLE I: OFFICES

The principal office of the corporation shall be located at PO Box 441, Buckner, KY 40010. The location may be changed from time to time by resolution of the Board of Directors.

ARTICLE II: MISSION STATEMENT

At Park Lake and Camden Manor Home Owners Association, we strive to create a welcoming and vibrant community. Our mission is to enhance the quality of life for all residents through effective management and community engagement.

ARTICLE III: MEMBERSHIP AND VOTING

The association shall have one class of members. The membership shall be comprised of the owners of the lots within Park Lake and Camden Manor Subdivisions. Each member shall have one vote for each lot owned provided that all association fees if any have been paid as of the time of the vote. A member who owns more than one lot within the development may have the same number of votes as the number of lots owned provided that all association fees are paid for all additional lots from the time of initial ownership of same. In the event a lot is owned by two or more individuals or entities, each shall be members but a single vote of the owners of such lot shall be exercised as they among themselves determine, and in no event shall more than one vote be cast with respect to any lot owned by several members.

The membership rights (including voting rights) of any members may be suspended by action of the Board of Directors if such members shall have failed to pay any assessment or charge lawfully imposed upon such member or any property owned by such member, or if any member shall be in current violation of any rule or regulation promulgated by the Board of Directors regarding the use of any property or conduct with respect hereto.

Written notice stating the place, day and hour of the annual meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five days before the date of the meeting.

- I. At minimum, an annual Town Hall meeting must be held and open to all members. Voting is subject to membership rights as outlined.

- II. HOA policies generally mandate that all homeowners (members) have the right to attend annual meetings, which are crucial for sharing HOA and related business information. While often required by state "Open Meeting Acts", these rights typically extend only to owners, not renters or the general public.
- III. Definition of Attendees: "Members" usually refers to property owners on the title, not necessarily all residents or tenants.
- IV. Access Rights: Members have the right to attend open sessions but can be excluded from "executive sessions" which deal with legal, personnel, or sensitive issues.
- V. Notice Requirements: Associations must notify members in advance of the date, time, and location, often allowing for electronic or posted notices.
- VI. Participation: While attendance is guaranteed, boards can set reasonable rules for speaking times and decorum.
- VII. Proxies: If owners cannot attend in person, they can use proxies to delegate their voting power to another property owner in good standing as long as the proxy can provide written permission from the absent member at the time and place the voting occurs.
- VIII. Notice of the Town Hall will be made by mail, paper notice delivered directly to the residential location, or by electronic means such as but not limited to social media, electronic messaging or the HOA official website.

ARTICLE IV: DIRECTORS

(A). General Powers:

The Business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have power to:

- a. Exercise for the Associations all powers, duties and authority vested in or delegated to this Association by law or the Declaration of Restrictions (including any authority under the restrictions reserved to the Developer) and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or by such Declarations;
- b. employ independent contractors as they deem necessary, and to prescribe their duties;

It shall be the duty of the Board of Directors to:

- a. keep a correct and complete record of all its corporate affairs, make such records available for inspection by a member or his/her agent, and present an annual statement thereof to the members;
- b. supervise all officers and agents of the Association and see that their duties are properly performed;
- c. designate depositories for Association funds and designate those officers and/or agents who shall have authority to withdraw funds from such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate;
- d. set the date(s) assessments are due, decide what, if any, interest rate and/or penalty is to be applied to assessments which remain unpaid thirty (30) days after they become due;
- e. send written notice of each assessment to an owner of each lot subject thereto at least thirty (30) days before the due date of the annual assessment if that assessment is ever deemed necessary;
- f. record and enforce any liens deemed necessary or prudent;
- g. cause the Common Areas, if any, to be maintained,

(B). Number, tenure and qualifications

The number of directors of the corporation shall be five (5), but may be increased or decreased by amendment of this bylaw. The Board of Directors shall be elected to each annual meeting as described in Article IV, Section (C). Each director shall serve as director until the earlier of (1) his/her term has ended and until his/her successor has been elected and qualified; or (2) he/she is removed by a majority of the members, with or without cause. Elections shall be conducted by nominations made from the members entitled with the election to be by secret ballot as described in Article IV, Section (C), unless no more than five (5) members are nominated, in which case the election may be completed by proper acclamation. Provided, however, that the nominations shall include at least two (2) residents from each subdivision within the Home Owners Association (Park Lake and Camden Manor). It is the intent of these Bylaws to involve board members from each of the two subdivisions that form the Home Owners Association. In the event that there are not two elected candidates from one of the subdivisions, the remainder of the newly elected board shall seek the proper number of qualified candidates from the subdivision not represented and shall appoint those individuals by a majority vote within thirty (30) days from the date of election. If two qualified individuals cannot be found, then the nominee(s) receiving the most votes shall be elected, regardless of where they reside within the city.

(C) Board Member Eligibility & Background Screening

Prior to appointment to the Board of Directors, each prospective or newly elected director must successfully complete a background check, the cost of which shall be paid by the Association.

Background check information and results are confidential, shall be reviewed only by the evaluating board or its authorized agents, and shall not be disclosed to any person outside of the evaluating board except as required by law.

The final decision regarding appointment or seating of any prospective director following review of the background check shall be at sole and full discretion of the evaluating board.

No owner with an outstanding balance of assessments, dues, fines, charges, or with unresolved violation notices may be officially appointed or seated as a director until such amounts are paid in full and such notices are resolved to the satisfaction of the evaluating board.

(D). Elections for directors

Elections for directors Directors shall be elected for terms of office as described in Article V, Section (B). The elections shall be held in September of each year. Each member shall receive a ballot (either electronically or in the U.S. Mail) by October 1st of that year. Any member is qualified to be nominated excepting the terms of office limitation described in Article V, Section (C). Members may be nominated by another member or may nominate themselves. All nominations must be sent to the secretary by September 30th. The secretary is responsible for compiling and distributing the ballots. Ballots must be returned to and received by the secretary three (3) days before the annual membership meeting (usually scheduled for the 2nd Saturday in October).

(E). Removal

Any director may be removed from office at any time, with or without cause, by a petition signed by 51% of the members of that subdivision (Park Lake or Camden Manor) represented by that individual.

(F) Director meeting attendance

Each director is required to attend at least 75% of all official board meetings each year. Failure to do so may be grounds for immediate dismissal from the board.

(G) Vacancies

Should a vacancy occur on the board before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors, though less than a quorum.

(H) Annual Meeting

The annual meeting of the Board of Directors shall be held without notice other than this bylaw immediately after the annual meeting of members to elect officers of the corporation for

the upcoming year and to address any other business as may properly come before the board. This meeting shall be within a reasonably close proximity of the subdivisions (within the Crestwood city limits). The board shall meet at least semi-annually.

(I) Special Meetings

Special meetings of the members may be called by the board or by a petition signed by 10% of the members. The date, time and place of a special meeting shall be fixed by those calling the meeting, but in all cases shall be within a reasonably close proximity of the subdivisions (within the Crestwood city limits). The business at special meetings shall be confined to the proposals which are listed in the notice of the meeting.

(J) Notice

Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, mailed, or electronic means such as email to each director at his/her business or other designated address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. 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 where a director attends a meeting for express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting. Notice of any special meetings shall also state the nature of the business to be conducted.

(K) Quorum

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Board of Directors. In the event that less than a majority of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time to another time and date without further notice.

(L) Manner of Acting

The act of the majority of the directors present at a meeting at which quorum is present shall be the act of the Board of Directors.

(M) Compensation

No director shall receive compensation for his/her services as director; however, any reasonable expenses incurred by a director related to his/her duties or responsibilities as such, shall be paid by the corporation; provided that nothing contained herein shall be construed to

preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

(N) Committees

The Board of Directors, shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

(O) Informal Action

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, 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, or all members of the committee, as the case may be, and included in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

ARTICLE V: OFFICERS

(A) Classes

The officers of the corporation shall be a President, and may also consist of a Vice President, Secretary and Treasurer and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article. If the Board chooses not to fill the office of Secretary or Treasurer, it shall specify that officer or board member shall fill those responsibilities.

(B) Election and Term of Office

Each officer shall hold office until his/her successor shall have been duly elected and shall have been removed in the manner hereinafter provided. After the initial appointment of officers by the Board of Directors at the corporation's organization meeting, the officers of the corporation shall be elected every year by the Board of Directors as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. No officer shall be elected or appointed to serve a term of office exceeding two years.

(C) Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. If the officer is also a member of the board of directors, he/she may be removed as an officer by the unanimous vote of the remaining board members.

(D) Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

(E) President

The president shall be the chief executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

(F) Vice-President

In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform all duties of the president and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the board of directors. One or more vice presidents may be elected with such titles and with such priority to act for the president as the board of directors may determine.

(G) Secretary

The secretary shall (1) keep the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general; perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board of Directors

(H) Treasurer

If required by the Board of Directors, the treasurer shall be given a bond 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 (1) have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever and deposit all such moneys

in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and (2) in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors.

ARTICLE VI: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

(A) Contracts

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

(B) 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.

(C) Checks, drafts, orders, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

(D) 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, or other depositories as the Board of Directors may select.

(E) Charitable Contributions

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the Board of Directors.

(F) Independent Contractors

If the board chooses to hire an independent contractor to perform services greater than \$500, the board shall select the lowest or best bid to award the contract. Each contract is valid for one year and must be resubmitted each year.

ARTICLE VII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the corporation shall be January 1st to December 31st.

ARTICLE IX: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the articles of incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X: AMENDMENT OF BYLAWS

These bylaws may be amended, altered, changed, added to, or repealed by a petition signed with 51% approval from the members from both subdivisions. All Bylaws become effective immediately upon presentation of the signed petition at a called board meeting. All members shall be sent written notice of any amended bylaw within ten (10) days of approval of the amendment by the board of directors.

ARTICLE XI: INDEMNIFICATION

Each person who is or was a director or officer of the Association, whether elected or appointed, including the heirs executors, administrators, or estate of any such person, shall be indemnified by the Association to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines and excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director or officer arising out of such person's status as a director or officer; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding (1) in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, (2) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation, (3) for acts or omissions not in good faith

or which involve intentional misconduct or which are known by the director to be in violation of law.

Such rights of indemnification shall be a contract right and shall include the right to be paid by the Association the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Association of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification.

Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the Association within 90 days after a written claim has been received by the Association, the director or officer may at any time thereafter bring suit against the Association to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim.

The Association may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not an Association would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so.

The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Association shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

The above Bylaws of this Corporation were adopted by this Board on this _____ day of May, 2026

ATTEST:

SECRETARY

PRESIDENT