

**BY-LAWS OF KOEHLER PLACE HOMEOWNERS
ASSOCIATION**

SECTION III – OFFICE

The Association shall maintain a Post Office Box to be monitored by the Secretary.

SECTION I - HOMEOWNERS ASSOCIATION

The Homeowners Association hereby incorporates by reference the Koehler Place subdivision Restrictions and Covenants for Sections 1, 2, 3, and 4 as fully set forth herein. (All references to Restrictions and Covenants utilize page and number references from Section 1 of the Koehler Place subdivision Restrictions and Covenants.)

SECTION II - RIGHTS AND PRIVILEGES

- 1) The Association members shall only vote on the following matters:
 - a) Elections.
 - b) Changes in the restrictions and protective covenants.
 - c) Changes in the By-Laws.
 - d) Setting of the annual assessment and special assessments.
- 2) Each member shall be eligible to hold an elective office (see Board of Directors – Section V) provided that no two members may hold an elective office if they derive their eligibility by virtue of a tenant in common interest; a joint interest with right of survivorship; or a tenant by the entirety interest, with any other member currently holding an elective office or who is a candidate for an elective office of the Association.
- 3) All members are entitled to a formal grievance procedure, giving each member an opportunity to either file a complaint regarding a restriction violation or offer a defense against a formal complaint filed against them. The Architectural Review Committee (ARC) (See ARC, Section VI) will oversee the formal process as outlined:
 - a) All complaints must be documented in writing to the ARC, signed by the homeowner making the complaint, and refer to the specific restriction the accused is violating. The committee will hear no anonymous or unsigned complaints.
 - b) After receipt of the complaint, the ARC will determine a hearing date and notify both parties as to a time and place.
 - c) Both parties will be given equal opportunity to present and defend complaint before committee.
 - d) A decision will be made and published by the committee.
 - e) The decision of the committee will be final but in no way revokes the right of any individual homeowner to pursue an individual course of legal action.
- 4) All members are entitled to a formal approval procedure. The ARC will oversee the approval process as outlined:
 - a) All requests for written approval as dictated by the Restrictions and Protective Covenants must be documented in writing to the ARC.
 - b) After receipt of the request for approval, the ARC will determine a hearing date and notify all parties as to a time and place.
 - c) All parties will be given equal opportunity to present and defend complaint before committee.
 - d) A decision will be made and published by the committee.
 - e) The decision of the committee will be final but in no way revokes the right of any individual homeowner to pursue an individual course of legal action.

**SECTION IV –
A. MEETINGS**

There shall be two (2) annual meetings held each year during the months of March and September, beginning in March of 2002. The owners of each lot shall be notified subject to advance requirements in Section I, (B, 7). Notice may be made by means of leaflet flyers, ***electronic mail***, or by U.S. Mail.

B. SPECIAL MEETINGS

Special Meetings may be called from time to time on an “as needed” basis by any two directors; the President; or by a petition of the majority of the lots in said subdivision. Notice of time and place shall be provided in the same manner as in an annual meeting except that the time may be reduced to not less than seventy-two (72) hours.

C. PROXIES

At all meetings a lot owner may vote by proxy executed in writing by the lot owner or his duly authorized attorney-in-fact. The proxy must be notarized and shall be filed with the Secretary of the Association before or at the time of the meeting and must be refiled before each meeting.

**SECTION V –
A. BOARD OF DIRECTORS**

The Board of Directors shall manage the general business of the Association. This board shall consist of five (5) members who shall each have one (1) vote and must be present to exercise his/her vote. In the event of a deadlock, the action is presumed tabled. If any action is tabled for 3 months, it shall be denied and cannot be reheard for 1 year from denial. Each director shall hold office for a term of one (1) year following an annual election to be held at the September annual meeting. Subject to Section II (2), any association member shall be eligible to hold office, provided he/she is over the age of twenty-one (21) years.

The individual officers shall be designated as follows:

- (1) President. Preside over and conduct all annual and special meetings of the Association and the Board. The President shall also be empowered to contract for services needed and disburse funds provided that all disbursement of funds shall be countersigned by the Treasurer. The President shall also act as a liaison between committees.
- (2) Vice President. To act as President at those times when the President is unable to be present or preside. The Vice President serves as the Chair of the Architectural Review Committee.
- (3) Secretary. Shall keep minutes of all meetings and be responsible for the posting and sending of

all notices to members. Acts as Chair of the Communication Committee.

- (4) Treasurer. Shall keep all books of accounts, expenses and dues and shall be empowered to countersign all disbursements by the President. Acts as Chair of the Finance Committee.
- (5) Social Coordinator. Organizes social activities and events for neighborhood. Acts as Chair of Social Committee.

B. NOMINATIONS

Nominations for any office shall be accepted from any Koehler Place Association member.

C. QUORUM

A majority of the directors shall constitute a quorum for purposes of conducting business.

D. COMMITTEES

- 1) The Architectural Review Committee's purpose is to oversee the Restrictions and Covenants of Koehler Place Subdivision. The Committee shall consist of 5 members. Subject to Section V (A2), the Vice President shall act as chair.
 - a) The Board, at the first post election meeting, shall appoint the remaining 4 positions. The appointees shall be randomly taken from a list of volunteers compiled at the annual September meeting.
 - b) If for any reason, there are not 4 volunteers available the Board reserves the right to fill the position.
 - c) Each member of the committee shall have one vote and must be present to exercise his or her vote.
- 2) All other committees shall draw its membership from a list of volunteers compiled at the annual September meeting.
- 3) Additional committees may be formed, as deemed necessary by the Board.

E. SPECIAL VOTES

Any decision affecting the amendment or change in these By-laws, or a modification, in whole or in part, shall only be passed by a quorum of Homeowners, subject to Section 26, (B 7).

F. SPECIAL ASSESSMENTS

The Board of Directors may deem it necessary to call for a special assessment. Authority to enact special assessment is granted but shall not exceed \$100 per lot annually. Any action requiring a special assessment above \$100 per lot will require a vote of the homeowners at the annual meeting or at a special meeting, Subject to Section 26 (B).

Assessment shall be payable by all current residents as of the date of enactment.

Remedies of the association for nonpayment shall be subject to those outlined in Section 26 (B).

G. VACANCIES

Any vacancy occurring on the Board of Directors and Architectural Review Committee may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director so appointed shall hold office for the unexpired term of his predecessor in office.

H.

All or any number of the Directors may be removed with or without cause at a meeting expressly called for that purpose by a vote of a majority of the lot owners entitled to vote at an election of Directors. Any Director who ceases to be a lot owner, or who does not meet the definition of an Association member (see Section I) shall cease to be a Director.

I.

The Directors may, from time to time, adopt such administrative rules and regulations as may be necessary or desirable to govern the details of the operation and/or use of the common elements.

J.

Directors may at any meeting solicit "input" votes from any lot owners present at said meeting with the understanding the said votes are for "input" only, and are not binding upon the Board of Directors in the carrying out of their duties.

SECTION VI INDEMNIFICATION OF DIRECTORS

Each Director of the Association now or hereafter in office, and his heirs, executors, and administrators, shall be indemnified by the Association against all costs, expenses, and amounts for liability therefore, including counsel fees reasonably incurred or imposed upon him or her in conjunction with or resulting from any action, suit or claim to which he or she may be made a party, or in which he may be or become involved by reason of his or her acts or alleged acts of omission or commission as such Director or, subject to the provisions hereof, any settlement thereof, whether or not he continues to be such Director at the time of incurring such costs, expenses, or amount. Such indemnification shall not apply, however, with respect to any matter as to which such director shall be finally adjudged in such action, suit, or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of his duty as such Director. Further, the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling such suit, action, proceeding, or claim when in the judgment of the Board of Directors the settlement and reimbursement appear to be for the best interests of the Association. The foregoing right of indemnification shall be an addition to, and not exclusive of, any and all other rights as to which any such director may be entitled under any agreement, vote of lot owners or otherwise.

The foregoing is hereby certified to be the bylaws of the Koehler Place Homeowners Association this 16th day of August, 2001.