

**BYLAWS  
OF  
THE HEARTLAND HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is The Heartland Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 4215 Benttree Drive, Owensboro, Kentucky 42301.

**ARTICLE II**

**MEMBERS**

Members shall mean and refer to all record owners of lots in the real estate development known as Heartland. If a lot is sold on installment contract, the owner for purposes hereof shall be the purchaser under the installment contract rather than the record owner. Jagoe Development Corporation shall include any such Members in the Association by document designated Dedication and Restrictions or the like for any Subdivision of Heartland. There shall be one vote for each lot owner and the Member shall be chosen from among the owners by a vote of the owners if there is more than one owner of a lot. Jagoe Development Corporation shall be the owner and a Member as to each lot which it has designated by Declaration of Covenants, Restrictions, or the like, and to which it retains title.

**ARTICLE III**

**MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** The first annual meeting of the Members shall be held on the first Saturday after Labor Day, 1998, and each subsequent regular annual meeting of the Members shall be held on the first Saturday after Labor Day of each year thereafter at the hour of 7:00 p.m., prevailing time.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4) of the Members.

**Section 3. Quorum.** "Quorum" shall mean a vote of twenty percent (20%) of the Members voting in person or by proxy.

**Section 4. Proxies.** Each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary in advance of the time the vote is taken. Each proxy shall be revocable and shall automatically cease after one (1) year.

**Section 5. Place of Meeting.** If no designation is made, the place of meeting shall be Heartland Park gazebo, Owensboro, Kentucky, or at such inclement weather location as is posted at Heartland Park gazebo at least one hour before meeting.

#### ARTICLE IV

##### NOTICE

All required notices shall be provided in writing by mailing a copy of such notice, first class postage prepaid, to the address appearing on the books of the Association. No notice is required for annual meetings of the members.

Unless a greater time is required by statute, all notices shall be provided to Members by mailing same by First Class United States Mail at least twenty (20) days before a meeting or other action is required to be held or taken.

#### ARTICLE V

##### BOARD OF DIRECTORS

**Section 1. Number.** The affairs of the Association shall be managed by a Board of from three (3) to nine (9) Directors, who must be Members of the Association. The first Board of Directors are named in the Articles of Incorporation and their successors shall be elected at the annual meeting held on the first Saturday after Labor Day, 1998, and each succeeding annual meeting. (7)

##### **Section 2. Composition and Term.**

**Elected Directors.** Directors shall be elected by the Members at the annual meetings and shall serve for a term of one (1) year.

Six (6) weeks prior to all annual meetings the Board of Directors shall fix the number of Directors to be elected for the coming year.

**Section 3. Method of Nomination.** The Board of Directors shall determine the method of nomination. The Board, or an Elections Committee appointed by the Board, shall provide all

Members with a ballot containing the names of all bona fide candidates, along with the notice of the annual meeting.

**Section 4. Method of Election.** Election shall be by a show of hands or a secret written ballot as determined by the Chairman of the Board of Directors or the Chairman of the Elections Committee, if one is so appointed by the Board of Directors. The Members may cast one vote as to each vacancy. Cumulative voting is not permitted.

**Section 5. Resignation and Removal.** The unexcused absence of an Elected Director from three (3) consecutive, regular meetings of the Board shall be deemed a resignation. Any Elected Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

**Section 6. Vacancies.** In the event of death, resignation or removal of an Elected Director, his successor shall be selected by the remaining Elected Directors and shall serve for the unexpired term of his predecessor.

**Section 7. Powers.** The Board of Directors shall have all powers for the conduct of the affairs of the Association which are enabled by law and the Articles of Incorporation which are not specifically reserved to Members.

## ARTICLE VI

### OFFICERS

**Section 1. Enumeration of Offices.** The Officers of this Association shall be a President and Vice-President, who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

**Section 2. Election of Officers.** The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

**Section 3. Term.** The Officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. Resignation and Removal.** Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time

specified therein, the acceptance of such a resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

**Section 6. Multiple Offices.** The offices of President and Secretary may not be held by the same person.

**Section 7. Duties.** The duties of the Officers are as follows:

(a) **President.** The President shall preside at all meetings of the Board of Directors and of the Association; see that orders and resolutions of the Board are carried out; sign all mortgages, leases, deeds and other written instruments and co-sign all promissory notes and contracts as the Board may approve from time to time.

(b) **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and exercise and discharge such duties as may be required of him by the Board.

(c) **Secretary.** The Secretary shall cause the minutes to be kept of all meetings and proceedings of the Board and of the Members; serve as custodian of the Association files and records; cause notice to be served to Members as required by law, the Articles, and these Bylaws; cause a roster to be maintained of the names of all Members of the Association, together with their addresses as registered by such Members; and perform such other duties as are required by the Board.

(d) **Treasurer.** The Treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed therefrom within the limits of the annual budget or as directed by resolution of the Board of Directors; co-sign any promissory notes and contracts; and keep proper books of account.

## ARTICLE VII

### COMMITTEES

The Board of Directors may appoint such committees it deems appropriate to carrying out its purpose and the purposes of the Association.

Grounds  
Signs  
Insurance  
Legal  
Budget + Accounting

Restrictions  
Bylaws

Activities } Party in Park } Sept  
Garage Sale

4 Web site

Communication - Newsletter  
- New people  
Welcome

## ARTICLE VIII

### MEETINGS OF THE BOARD OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the Board shall be held without notice at such place and hour as may be fixed from time to time by resolution of the Board, notice of which resolution shall be mailed to all Directors.

**Section 2. Special Meetings.** Special meetings of the Board shall be held when called by the President of the Association or by any two (2) Members of the Board, after not less than three (3) days notice to each Member of the Board, unless notice of meeting is waived by all of the Directors.

**Section 3. Quorum.** A majority of the Directors shall constitute a quorum.

**Section 4. Executive Sessions.** All meetings of the Board shall be open to observers, except the President may call the Board into executive session on matters of personnel or for hearings on infractions of published rules and regulations. Any action taken by the Board in executive session shall be recorded in the minutes of the Board.

**Section 5. Action Taken Without a Meeting.** The Members of the Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Members of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

## ARTICLE IX

### AMENDMENT

These Bylaws may be amended:

(1) By a vote of two-thirds (2/3) of the Directors of the Board of Directors at any meeting duly called for that purpose, provided notice of the meeting and the proposed amendments has been given to the Members by mailing same by First Class United States Mail at least twenty (20) days prior to the meeting, or,

(2) At the annual meeting of the Members, by a vote of the majority of the Members who are voting in person or by proxy, provided the proposed amendments have been included in the notice of the meeting.

Amendments shall become effective upon adoption.

ADOPTED BY THE DIRECTORS OF THE HEARTLAND HOMEOWNERS ASSOCIATION, INC. AT THE ORGANIZATIONAL MEETING HELD ON THE 11 DAY OF May, 1998, AT 1:00 P.M.

I, Richard Sears, Secretary of The Heartland Homeowners Association, Inc., hereby certify that the foregoing Bylaws are a true and correct copy of the Bylaws adopted by the Board of Directors of The Heartland Homeowners Association, Inc. on the \_\_\_\_\_ day of \_\_\_\_\_, 1998.

SIGNED this 11 day of May, 1998.

Richard Sears, SEC.  
Secretary

AMENDMENT TO

BY-LAWS

OF

2010

THE HEARTLAND HOMEOWNERS ASSOCIATION, INC.

Pursuant to Article IX of the By-laws of the Association, the By-laws may be amended by a vote of two-thirds (2/3rds) of the Board of Directors at any meeting. The Directors must give notice in writing by mailing a copy of such notice, first class postage prepaid, to the address of Members, at least 20 days prior to the meeting, and pursuant to said Article the Members are forthwith notified that two-thirds (2/3rds) of the members of the Board of Directors voted to amend the following Articles.

NOW THEREFORE, the following amendments to the By-laws were passed by a vote of two-thirds (2/3rds) of the Board at the regularly scheduled monthly meeting on the 13th day of May, 2010. and each lot owners shall be notified twenty (20) days prior to the 13th day of May, 2010, meeting and the Amendments will be finally voted on at the 13th day of May, 2010, Meeting by the Board of Directors.

WHEREFORE, the following Articles were amended by the Board of Directors as set out herein:

Article III, Section 3: Quorum. "Quorum" shall be 10% of all record lot owners of the subdivision. Voting maybe in person or by proxy.

Article III, Section I: Annual Meetings. The annual meeting of the Association shall be held on the second Thursday of September of each year beginning in the year 2010, and the second Thursday of September of each year thereafter at the hour of 7:00 p.m. prevailing time. The Association shall operate on a calendar year (January 1st through December 31st of each calendar year. Dues are assessed for the same calendar year and should be invoiced by April 1st of each year.

Article IV. Notice. All notices, including dues invoices, shall be provided in writing either by USPS postage, or by electronic notice to the e-mail address on the books of the Heartland Homeowners Association.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 13th day of May, 2010.



Barbara Ingram, President

Heartland Homeowners Association

SUBSCRIBED and sworn to before me by Barbara Ingram, President of Heartland Homeowners Association, this the 13 day of May, 2010



Notary Public, State of KY at Large  
My commission expires: 6-27-11

AMENDMENT TO  
BY-LAWS 2011  
OF  
THE HEARTLAND HOMEOWNERS ASSOCIATION, INC.

Pursuant to Article IX of the By-Laws of the Association, the By-Laws may be amended by a vote of two-thirds (2/3rds) of the Board of Directors at any meeting. The Directors must give notice in writing either by USPS postage paid, or by electronic notice to the e-mail addresses on the books of the Association, at least 20 days prior to the meeting, and pursuant to said Article the Members are forthwith notified that two-thirds (2/3rds) of the members of the Board of Directors voted to amend the following Articles.

NOW THEREFORE, the following amendments to the By-Laws were passed by a vote of two-thirds (2/3rds) of the Board at the regularly scheduled monthly meeting on the 11<sup>th</sup> day of August, 2011, and each lot owner shall be notified twenty (20) days prior to the 8<sup>th</sup> day of September, 2011, meeting and the Amendments will be finally voted on at the 8<sup>th</sup> day of September, 2011, Meeting by the Board of Directors.

WHEREFORE, the following Articles of Bylaws were amended by the Homeowners' Board of Directors on the 8<sup>th</sup> day of September, 2011.

ARTICLE IV

NOTICE

All notices, including dues invoices, shall be provided in writing either by USPS postage, or by electronic notice to the e-mail address on the books of the Heartland Homeowners Association. No notice is required for annual meetings of the members.

Unless a greater time is required by statute, all notices shall be provided to Members by mailing same by First Class United States Mail, at least twenty (20) days before a meeting or other action is required to be held or taken.

\*Changes to ByLaws are set out in bold print.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by a Board of not less than (3), nor more than twelve (12) Directors, who must be members of the Association. The first Board of Directors are named in the Articles of Incorporation and their successors shall be elected at the annual meeting held on the first Saturday after Labor Day, 1998, and each succeeding annual meeting.

Section 2. Composition and Term.

Elected Directors: Directors shall be elected by the members at the annual meeting and shall serve for a term of one (1) year.

Six (6) weeks prior to all annual meetings the Board of Directors shall fix the number of Directors to be elected for the coming year.

Section 3. Method of Nomination.

In Addition to being a member of the Association to be elected to the Board, the person who puts their name in nomination for election to serve on the Board shall be required to attend ~~three~~ <sup>SIX</sup> Board Meetings before being nominated to serve on the Board of Directors.

The Board of Directors shall determine the method of nomination. The Board, or an Elections Committee appointed by the Board, shall provide all Members with a ballot containing the names of all bona fide candidates, along with the notice of the annual meeting.

Section 4. Method of Election. Election shall be by a show of hands or a secret written ballot as determined by the Chairman of the Board of Directors or the Chairman of the Elections Committee, if one is so appointed by the Board of Directors. The Members may cast one vote as to each vacancy. Cumulative voting is not permitted.

Section 5. Resignation and Removal. The unexcused absence of an Elected Director from three (3) consecutive, regular meetings of the board shall be deemed a resignation. Any Elected Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 6. Vacancies. In the event of death, resignation or removal of an Elected Director, his successor shall be selected by the remaining Elected Directors and shall serve for the unexpired term of his predecessor.

\*Changes to ByLaws are set out in bold print.

Section 7. Powers. The Board of Directors shall have all powers for the conduct of the affairs of the Association which are enabled by law and the Articles of Incorporation which are not specifically reserved to Members.

## ARTICLE VI

### OFFICERS

Section 1. Enumeration of officers. The Officers of this Association shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors, by resolution shall create. The Officers shall be Members of the Board of Directors. *and shall have attended said (6) Board meetings, since the last annual meeting.*

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The Officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such a resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 6. Multiple Offices. The offices of President and Secretary may not be held by the same person.

Section 7. Duties. The duties of the Officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and of the Association; see that orders and resolutions of the Board are carried out; sign all mortgages, leases, deeds and other written instruments and co-sign all promissory notes and contracts as the Board may approve from time to time.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and exercise and discharge such duties as may be required of him by the Board.

\*Changes to ByLaws are set out in bold print.


(d) Secretary. The Secretary shall cause the minutes to be kept of all meetings and proceedings of the board and of the Members; serve as custodian of the Association files and records; cause notice to be served to Members as required by law, the Articles, and these Bylaws; cause a roster to be maintained of the names of all Member of the Association, together with their addresses as registered by such Members; and perform such other duties as are required by the Board.

(d) Treasurer. The Treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed from within the limits of the annual budget or as directed by resolution of the Board of Directors; co-sign any promissory notes and contracts; and keep proper books of account.

  
Barbara Ingram, President

Date: 9-8-11

SUBSCRIBED and sworn to before me by Barbara Ingram, President, this the 8th day of September, 2011.

  
Notary Public, State of KY at Large  
My commission expires: 10/2/11

AMENDMENT TO 2014

BYLAWS

OF

THE HEARTLAND HOMEOWNERS ASSOCIATION, INC.

Pursuant to Article IX of the ByLaws of the Association, the ByLaws may be amended by a vote of two-thirds (2/3rds) of the Board of Directors at any meeting. The Directors must give notice in writing either by USPS postage paid, or by electronic notice to the e-mail addresses on the books of the Association, at least 20 days prior to the meeting, and pursuant to said Article the Members are forthwith notified that two-thirds (2/3rds) of the members of the Board of Directors voted to amend the following Articles.

NOW THEREFORE, the following amendments to the ByLaws were passed by a vote of two-thirds (2/3rds) of the Board at the regularly scheduled monthly meeting on the 11<sup>th</sup> day of September, 2014, and each lot owner shall be notified twenty (20) days prior to the 11<sup>th</sup> day of September, 2014, meeting and the Amendments will be finally voted on at the 11<sup>th</sup> day of September, 2014, Meeting by the Board of Directors.

WHEREFORE, the following Articles of ByLaws were amended by the Homeowners' Board of Directors on the 11<sup>th</sup> day of September, 2014.

ARTICLE IV

NOTICE

All notices, including dues invoices, shall be provided in writing either by USPS postage, or by electronic notice to the e-mail address on the books of the Heartland Homeowners Association. No notice is required for annual meetings of the members.

Unless a greater time is required by statute, all notices shall be provided to Members by mailing same by First Class United States Mail, at least twenty (20) days before a meeting or other action is required to be held or taken.

\*Changes to ByLaws are set out in bold print.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by a Board of not less than (3), nor more than twelve (12) Directors, who must be members of the Association. The first Board of Directors are named in the Articles of Incorporation and their successors shall be elected at the annual meeting held on the first Saturday after Labor Day, 1998, and each succeeding annual meeting.

Section 2. Composition and Term.

Elected Directors: Directors shall be elected by the members at the annual meeting and shall serve for a term of one (1) year.

Six (6) weeks prior to all annual meetings the Board of Directors shall fix the number of Directors to be elected for the coming year.

Section 3. Method of Nomination.

In Addition to being a member of the Association to be elected to the Board, the person who puts their name in nomination for election to serve on the Board shall be required to attend **six (6) Board Meetings since the last annual meeting**, before being nominated to serve on the Board of Directors.

The Board of Directors shall determine the method of nomination. The Board, or an Elections Committee appointed by the Board, shall provide all Members with a ballot containing the names of all bona fide candidates, along with the notice of the annual meeting.

Section 4. Method of Election. Election shall be by a show of hands or a secret written ballot as determined by the Chairman of the Board of Directors or the Chairman of the Elections Committee, if one is so appointed by the Board of Directors. The Members may cast one vote as to each vacancy. Cumulative voting is not permitted.

Section 5. Resignation and Removal. The unexcused absence of an Elected Director from three (3) consecutive, regular meetings of the board shall be deemed a resignation. Any Elected Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 6. Vacancies. In the event of death, resignation or removal of an Elected Director, his successor shall be selected by the remaining Elected Directors and shall serve for the unexpired term of his predecessor.

\*Changes to ByLaws are set out in bold print.

Section 7. Powers. The Board of Directors shall have all powers for the conduct of the affairs of the Association which are enabled by law and the Articles of Incorporation which are not specifically reserved to Members.

## ARTICLE VI

### OFFICERS

Section 1. Enumeration of officers. The Officers of this Association shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors, by resolution shall create. The Officers shall be Members of the Board of Directors, **and shall have attended six (6) Board Meetings, since the last annual meeting.**

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The Officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such a resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 6. Multiple Offices. The offices of President and Secretary may not be held by the same person.

Section 7. Duties. The duties of the Officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and of the Association; see that orders and resolutions of the Board are carried out; sign all mortgages, leases, deeds and other written instruments and co-sign all promissory notes and contracts as the Board may approve from time to time.

(b) First Vice-President. The First Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and exercise and discharge such duties as may be required of him by the Board.

\*Changes to ByLaws are set out in bold print.

The First Vice-President shall be responsible for landscaping of common areas, the contact person with the Developer, Corp of Engineers, and the City of Owensboro, Parks and Public Works Department.


(c) Second Vice-President. The Second Vice-President shall be responsible for the publicity, public events and communications person with the Heartland Homeowners, which shall include the NewComers Packets, News Letter, Website and Facebook.

(d) Secretary. The Secretary shall cause the minutes to be kept of all meetings and proceedings of the board and of the Members; serve as custodian of the Association files and records; cause notice to be served to Members as required by law, the Articles, and these Bylaws; cause a roster to be maintained of the names of all Member of the Association, together with their addresses as registered by such Members; and perform such other duties as are required by the Board.

(d) Treasurer. The Treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed therefrom within the limits of the annual budget or as directed by resolution of the Board of Directors; co-sign any promissory notes and contracts; and keep proper books of account.

  
Barbara Ingram, President

29<sup>th</sup> day of April, 2014. SUBSCRIBED and sworn to before me by Barbara Ingram, President, this the

  
Notary Public, State of Ky at Large  
My commission expires: 6-11-2018  
ID 511568

November 4, 2016

AMENDMENT TO  
BYLAWS  
OF  
THE HEARTLAND HOMEOWNERS ASSOCIATION, INC

ARTICLE I

The name of the corporation is The Heartland Homeowners Association, Inc. hereinafter referred to as the "association".

Pursuant to Article IX of the Bylaws of the Association, the BYLAWS may be amended by a vote of two-thirds (2/3rds) of the Board of Directors at any meeting. The Directors must give notice in writing either by USPS postage paid or by electronic notice to the e-mail addresses on the books of the Association, at least 20 days prior to the meeting, and pursuant to said Article the Members are forthwith notified that two-thirds (2/3rds) of the members of the Board of Directors voted to amend the following Articles.

NOW THEREFORE, the following amendments to the BYLAWS were passed by a vote of two-thirds (2/3rds) of the Board at the regularly scheduled monthly meeting on the 8<sup>th</sup> day of September, 2016, and each lot owner shall be notified twenty (20) days prior to the 8<sup>th</sup> day of September, 2016, meeting and the Amendments will be finally voted on at the 8<sup>th</sup> day of September, 2016 meeting by the Board of Directors.

WHEREFORE, the following Articles of the BYLAWS were amended by the Homeowners' Board of Directors on the 8<sup>th</sup> day of September, 2016.

ARTICLE IV

NOTICE

All notices, including dues invoices, shall be provided in writing either by USPS postage, or by electronic notice to the e-mail address on the books of the Heartland Homeowners Association. No notice is required for annual meetings of the members.

Unless a greater time is required by stature, all notices shall be provided to members by mailing same by First Class United States Mail, at least twenty (20) days before a meeting or other action is required to be held or taken.

Changes to the BYLAWS are set out in bold print.

*Article  
2, 3 ?*

November 4, 2016

## Article V

### BOARD OF DIRECTORS

Section 1, Number. The affairs of the Association shall be managed by a Board of not less than (3), nor more than twelve (12) Directors, who must be members of the Association. The first Board of Directors are named in the Articles of Incorporation and their successors shall be elected at the annual meeting held on the first Saturday of Labor Day, 19998, and each succeeding meeting.

#### Section 2. Composition and Term.

Elected Directors: Directors shall be elected by members at the annual meeting and shall serve for a term of one (1) year.

Six (6) weeks prior to all annual meetings the Board of Directors shall fix the Directors to be elected for the coming year.

#### Section 3: Method of Nomination

In addition to being a member of the Association to be elected to the Board, the person who puts their name in nomination for election to serve on the Board shall be required to attend **three (3) Board Meeting since the last annual meeting**, before being nominated to serve on the Board of Directors.

The Board of Directors shall determine the method of nomination. The Board, or an Elections Committee appointed by the Board, shall provide all members with a ballot containing the names of all bona fide candidates, along with the notice of the annual meeting.

Section 4. Method of Election. Election shall be by a show of hands or secret written ballot as determined by the Chairman of the Board of Directors or the Chairman of the Elections Committee, if one is so appointed by the Board of Directors. The members may cast one vote as to each vacancy. Cumulative voting is not permitted.

Section 5. Resignation and Removal. The unexcused absence of an Elected Director from three (3) consecutive, regular meetings of the board shall be deemed a resignation. Any Elected Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 6. Vacancies. In the event of death, resignation or removal of an Elected Director, his successor shall be selected by the remaining Elected Directors and shall serve for the unexpired term of his predecessor.

Changes to the BYLAWS are set out in bold print.

November 4, 2016

Section 7. Powers. The Board of Directors shall have all powers for the conduct of the affairs of the Association which are enabled by law and the Articles of Incorporation which are not specifically reserved to members.

## ARTICLE VI

### OFFICERS

SECTION 1. Enumeration of officers. The Officers of this Association shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer, and such other officers as the Board of Directors, by resolution shall create. The Officers shall be Members of the Board of Directors, **and shall have attended three (3) Board Meetings since the last annual meeting.**

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The Officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any Officer may be removed with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of such notice or at any later time specified therein, the acceptance of such a resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such a vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 6. Multiple Offices. The offices of the President and Secretary may not be held by the same person.

Section 7: Duties. The duties of the Officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors and of the Association; see that orders and resolution of the Board are carried out; sign all mortgages, leases, deeds, and other written instruments and co-sign all promissory notes and contracts as the Board may approve from time to time.
- (b) First Vice-President. The First Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and exercise and discharge such duties as may be required of him by the Board.

Changes to the BYLAWS are set out in bold print.

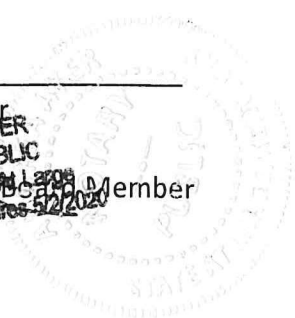
November 4, 2016

The First Vice-President shall be responsible for landscaping of common areas, the contact person with the Developer, Corp of Engineers, and the City of Owensboro Parks and Public Works Department.

- (c) Second Vice-President. The Second Vice-President shall be responsible for the publicity, public events and communications person with the Heartland Homeowners, which shall include the New Comers' Packets, News Letter, Website, and Facebook.
- (d) Secretary. The Secretary shall cause the minutes to be kept of all meetings and proceedings of the Board and of the members; serve as custodian of the Association files and records; cause a roster to be maintained of the names of all Members of the Association, together with their addresses as registered by such members; and perform such other duties as are required by the Board.
- (e) Treasurer. The Treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed therefrom within the limits of the annual budget or as directed by resolution of the Board of Directors; co-sign any promissory notes and contracts; and keep proper books of account.

SUBSCRIBED and sworn to me before me by Andrea  
this the 16 day of November, 2016.

Board Member  
ANDREA AYER  
NOTARY PUBLIC  
Kentucky State Notary Member  
My Commission Expires 5/2/2020



P.S. all Board members resigned  
Wanda Cooper  
Kaege Layler  
Pathey Miller attended meeting

Changes to the BYLAWS are set out in bold print.

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April 24, 2019

### VIA EMAIL ONLY

Heartlands Homeowners Association, Inc.  
c/o Andrea Ayer  
2678 Heartland Greens Pt.  
Owensboro, KY 42303

**Re: Association Review**

Dear Andrea:

On February 15, 2019 we met concerning some items you had questions about pertaining to the Association bylaws and with regard to the minutes, and the history associated with both. I understand that this was not an urgent request but I do apologize for taking so long to finally get back to you on this. I had to do this research and review as time allowed and it turned out to be an involved exercise. I examined the original Association bylaws and each amendment thereto and proceeded to read through the Association meeting minutes from 2013 to present.

Most of my focus, while taking in the whole, was to look at the Association by-law changes and I attempted to coordinate those with corresponding meeting minutes. In addition, you had requested that I look at the history of the officer positions and the creation of split Vice-Presidents. Please find my observations below:

### **BYLAWS**

The Association bylaws were adopted in 1998. There was no amendment to the bylaws at any point until 2010. The 2010 Amendment changed the definition of "Quorum" to be ten percent (10%) of all lot owners, whether that be in person or by proxy. The 2010 Amendment also set the annual meeting to occur on the second Thursday in September each year. Finally, the other change made was to codify that dues be paid on or before April 1 of each year.

In 2011, the bylaws were further amended. The 2011 Amendment set forth some significant changes. It allowed for no notice to be given for the annual meeting. It allowed that

notice for regular meetings could occur via email. In order to be a board member, that individual would be required to attend at least six (6) board meetings before being eligible for nomination. The 2011 Amendment also changed the number of board members allowed to three (3) to twelve (12) members, which was an increase. Further, and confusingly, **the 2011 Amendment identifies the split Vice-Presidents (a 1<sup>st</sup> and 2<sup>nd</sup> VP) but does not go on to detail the duties of the split Vice-Presidents.** In fact, the "Duties" section of the 2011 Amendment just provides the duties of the one standard Vice-President. Finally, the 2011 Amendment sets forth that officers must be directors and should, therefore, have attended at least six (6) board meetings previously.

The bylaws were amended again in 2014. The 2014 Amendment specified that board members had to attend at least six (6) board meetings since the last annual meeting, a more stringent requirement than just having attended the same number of meetings just at some point. Also, **the 2014 Amendment again identified the split Vice-Presidents but actually went on to give a description of duties for both the 1<sup>st</sup> Vice-President and the 2<sup>nd</sup> Vice-President.** There were no other changes in the 2014 Amendment.

The final and most recent amendment to the bylaws occurred in 2016. The 2016 Amendment lessened the director requirement by changing the number of previous board meetings that a nominee to the board had to attend from six (6) to three (3) in the year since the most recent annual meeting. The same change was made as it related to officers as well.

### MEETING MINUTES

Below are some highlights related to each year from 2013 to present:

**2013** – There was discussion about changing the bylaws to add a paid administrator. Officer elections were tabled. **The October meeting had a 1<sup>st</sup> and 2<sup>nd</sup> VP slate. There was no discussion in the minutes about why there is a 1<sup>st</sup> and 2<sup>nd</sup> VP slated.**

**2014** – August meeting has bylaw changes proposed. Bylaw changes are to change the number of meetings that a potential member attends in the prior year from 3 to 6 and it is adopted. There is a special called meeting to discuss the Admin position. The 1<sup>st</sup> VP volunteered to handle landscaping. Certain board members start seeking pay for doing their jobs.

**2015** – There is a blow-up at an early in the year meeting with Patty Millay walking out and maybe resigning. Longtime president resigns and Mike Lysell is named President.

**2016** – The Board met and hired Littlepage as counsel. There is a statement made in a board meeting that the positions of Treasurer and 2<sup>nd</sup> VP do not have to be filled. There are no bylaw changes referenced in the minutes for this year.

**2017** – Andrea nominates Charlotte as additional VP for 2018.

**2018** – There are no minutes other than April. I do note the President making motions, which is the first I see of this in the Minutes history.

### INCONSISTENCIES AND CONCLUSIONS

With regard to the 2014 Amendment, there was discussion in the meeting minutes related to the 6 meeting qualification which was subsequently adopted. However, there is no discussion to be found in the 2014 minutes that I reviewed related to the duties of the separate Vice-Presidents. There is no notice provided of any potential by-law change for 2013 and 2014 as it relates to duties of Vice-Presidents. I did note that during the course of 2014, one of the Vice-Presidents offered to handle the landscaping duties. I did not read that as anything more than that particular party volunteering to take on a task. Again, there is no corresponding discussion throughout the year with regard to that being a defined duty of a certain position.

The 2016 Amendment essentially only made one significant change: taking the number of meetings that someone had to attend in the prior year in order to be considered for a seat on the Board and as an officer from 6 meeting to 3 meetings. Although there is numerous discussions about this requirement and what it should be going back to at least 2010, there is absolutely no reference made to it in the meeting minutes for 2016.

My final conclusion is that with the 2014 Amendment there was not proper notice of proposed changes given related to the Vice-President split. The failure of that provision of that amendment does not void any proper changes, nor does it void any changes that would have occurred later on in the 2016 Amendment. If the Association desire to have split Vice-Presidents, it could be by a ratification of the change. If not, it is not valid and should be stricken.

I hope this answers any questions that you had for me to address. If not, please advise and I will be happy to clarify or add to this.

Very truly yours,



T. Tommy Littlepage