

Bylaws – November 2022

Elizabethtown, Hardin County, Kentucky

Briarwood Reserve Homeowners Association

BYLAWS

ARTICLE I. THE ASSOCIATION

SECTION I: MISSION

The mission of the Briarwood Reserve Homeowner Association is to promote, develop, support, and maintain a program for Briarwood Reserve, Sections 4 & 5 that will preserve the appearance, desirability, and general standards that make the subdivision a better place to live. Inherent to this mission is the responsibility of the Association to discourage all who would act contrary to the mission of the Association.

SECTION II: Subdivision

Within the well-established Briarwood Subdivision Sections 4 & 5 are the newest developments. The main entrance of Briarwood located off Patriot’s Parkway is maintained through the original Briarwood Homeowners Association consisting of Sections 1-3. The Briarwood Reserve Homeowners Association property consists solely of Sections 4 & 5 as recorded on two plats filed in the Hardin County Clerk’s office - (File #6521 recorded on December 12, 2019, and File 6683 recorded on October 26, 2020). However, if the original Briarwood Homeowners Association ever asked for support of a specific need, the Briarwood Reserve Homeowners Association would consider such support on a case-by-case basis.

SECTION III: MEMBERS

All residents within Briarwood Reserve Sections 4 & 5 (the subdivision, as defined in the above section) are considered members, but each lot within the subdivision has an equal vote when such voting takes place, if all in-place and past dues subjected to the lot, at the time of such voting, are paid. One lot equals one vote.

SECTION IV: GOVERNING PARTY

The governing party of the association is the Board of Directors. The Board is composed of the Association President (Chairman of the Board), Vice President, Treasurer, Secretary, and additional Directors chosen by the Association. Specific limitations upon the makeup of the Board are contained in subsequent articles in these bylaws. Inherent with the mission of the Association is the responsibility of the Board to encourage active membership and solicit issue and ideas from its members that are consistent with the Association’s mission, and to resolve or implement those issues and ideas for the betterment of the subdivision. Each member of the board shall be deemed qualified if (1) the lot at which he/she resides is within Briarwood Reserve Sections 4 & 5 and (2) is a member as described in Section III above.

SECTION V: FUNDING

Membership fees and/or annual dues may be assessed by the Board to each subdivision lot equally. The Board may also conduct, by itself or with the support of the Association membership, fund-raising events approved with a majority vote of the Board.

Each lot shall be subject to a yearly Homeowner’s Association fee of $200 which will be assessed January 1 of each year and made payable to “Briarwood Reserve HOA”. Once assessed, fees are due on 30-day terms and any “late notices” will include a $25 late fee. Each passing month where there is no payment made, an additional $25 will be added and after 6 months have passed, should payment not be received, a lien will be placed on the lot and any improvements thereon, and filed at the Hardin County Clerk’s office.

SECTION VI: FOUNDATION

The Association is founded in 2022 as the Briarwood Reserve Home Owners Association.

SECTION VI: AMENDMENTS TO BYLAWS

Amendments to these Bylaws may be enacted at any time with a two-thirds majority vote of the Board of Directors.

ARTICLE II. OFFICERS

SECTION I: NUMBER OF OFFICERS

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Other officers and assistant officers may be elected by the Association or appointed by the Board of Directors. Individuals holding such positions will be considered Board members with equal voting rights, providing their membership on the board does not exceed the maximum number of individuals permitted to serve on the Board, as stipulated in Article III. Any two or more offices may be held by the same person, except the office of President.

SECTION II: ELECTION AND TERM OF OFFICE

The officers of the Association shall be elected every two years by the Association. Each officer shall hold office until his/her successor is duly elected and qualified, or until his/her death, resignation, or removal.

SECTION III: REMOVAL

Any officer, or agent may be removed by a majority of an Association quorum (see Article VII) whenever, in its judgment, the best interest of the Association will be served thereby.

SECTION IV: VACANCIES

Should a vacancy in any office occur, the Board of Directors may appoint an individual to fill the vacancy for the remainder of the term or determine an election will be held to fill the vacancy. The election process is managed by the Secretary with oversight by the Board.

SECTION V: PRESIDENT

The President shall be the principal officer of the Association and subject to the control of the Association, shall, in general, supervise and control all the business and affairs of the Association. He/She shall, when present, preside over all meetings of the Association. He/She may sign, on behalf of the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Association has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Association to some other officer or agent of the Association, and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Association.

SECTION VI: VICE PRESIDENT

In the absence of the President, or if the office of the President is vacant, or if the President is unable or refuses to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President, and be subject to all the restrictions upon the President, as heretofore stated.

SECTION VII: SECRETARY

The Secretary shall record the minutes of the meetings of the Association, see that all notices are duly given of meetings to all members of the Association, manage the election process; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Association.

SECTION VIII: TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association; receive and provide receipts for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such banks, trust companies, or other Association, handle all tax filings, prepare annual budget; and, in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Association. The Treasurer shall have an Assistant to share in the duties. Both Treasurer and Assistant will have a background check and be bonded. Those fees are paid by the HOA. The Treasurer will draft the annual budget for the Board to approve, and as requested, provide details on the financial state of the HOA. Draft budget is developed in the fall with approval prior to the start of a new calendar year.

SECTION IX: SALARIES

All officers of the Association shall serve without salary, unless otherwise agreed to by the Association.

ARTICLE III.  DIRECTORS

SECTION I: NUMBER OF DIRECTORS

The Board of Directors shall consist of no less than six nor more than ten members, including the Association-elected Officers (Article II).

SECTION II: ELECTION AND TERM OF OFFICE

The Directors of the Association shall be elected every two years by the Association.  Each Director shall hold office until his successor shall have been duly elected and shall have been qualified, or until his/her death, resignation, or removal.

SECTION III: REMOVAL

Any Director may be removed by a majority of an Association quorum (see Article VII) whenever, in its judgment, the best interest of the Association will be served thereby.

SECTION IV: VACANCIES

Should a Director’s position become vacant, the Board of Directors may appoint an individual to fill the vacancy for the remainder of the term or determine an election will be held to fill the vacancy. The election process is managed by the Secretary with oversight by the Board.

SECTION V: SALARIES

All Directors of the Association will serve without salary, unless otherwise agreed to by the Association.

SECTION VI: MEETINGS

The Board of Directors shall meet at least annually, and at such other times as there is need for the transaction of business.  At least a 3-day notice shall be given by the Chairman to each member of said meeting.

SECTION VII: QUORUM

In the event that at least 3-day notice is given, those members of the Board of Directors present at a meeting whether in-person or virtual shall constitute a quorum, providing that the President or Vice President is also in attendance.

SECTION VII: VOTING

Provided that a quorum is present, a majority of those present may enact resolutions or otherwise take any action on behalf of the Board of Directors with one exception: at least two-thirds of the Board of Directors are required to make changes to these bylaws, as previously stipulated in Article I, Section VI.

ARTICLE IV. BOARD OF DIRECTOR’S REFERENCE BOOK

SECTION I: PURPOSE

The purpose of the Board of Director’s Reference Book is to maintain an accurate up-to-date history of the subdivision and the Association, organized by “chapters of interest,” that can be referred to rapidly by members of the Board for the purposes of making sound decisions and to be informed.  This book is a living document that will be updated continually, as matters concerning the subdivision and the Association become evident.

SECTION II: THE HISTORIAN

One member of the Board will be appointed by a majority vote of the Board to be the custodian of the Board of Director’s Reference Book.  Each member of the Board will ensure that information obtained by such members that is applicable to the book is made available to the custodian.  The custodian will subsequently ensure that such information is added to this book, and copies prepared for every other Board member’s book.  If a Board member vacates his/her office, he/she will return his/her book to the custodian for subsequent distribution for the incumbent of the vacated office.

SECTION III: CHAPTERS

One such chapter will be titled “Minutes” that will contain all minutes of meetings of the Board of Directors, and annual and special meetings of the Association.  Another chapter will be titled “Bylaws,” containing these and future bylaws.  A third chapter will be titled “Legal Documentation” that will include information that has been legally prepared and recorded, to include plats (if duplication is possible) and restrictions.  A fourth chapter will be titled “Association Newsletters.”  A fifth chapter will be titled “Correspondence” that will include all other correspondence originating from the Association, or received by the Association, that does not pertain to any other chapters. A sixth chapter will be titled “Finances” containing financial reports from the Treasurer. A seventh chapter will be titled “Architecture Committee.” An eighth chapter will be titled “Public Communication.” The information in each of the chapters will be organized chronologically and will be the substantive references for the material in other “chapters of interest” deemed appropriate by the Board.  Each chapter will contain a Table of Contents and subsequent information in chronological order.

ARTICLE V. CONTRACTS, LOANS, CHECK, AND DEPOSITS

SECTION I: CONTRACTS

The Association may authorize any officer or officers, agent, or agents, to enter any contract or execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to a specific instance.

SECTION II: LOANS

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

SECTION III: CHECKS, DRAFTS, ETC.

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

SECTION IV: DEPOSITS

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI. FISCAL YEAR

The fiscal year of the Home Owners Association shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VII.  ASSOCIATION MEETINGS

SECTION I: ANNUAL MEETING

The annual meeting of the Association shall be held at a time and at a place as designated by the President. The Vice President will organize the meeting for the transaction of business as may regularly come before it. The annual meeting may be held in-person or through a virtual platform that allows members to connect.

SECTION II: SPECIAL MEETINGS

Special meetings of the Association may be called by any officer, Director, or member of the Association, provided that notice is given to at least a majority of the Board of Directors and to at least a majority of the members of the Association.  Notice of such meetings will be given at least seven days prior to the meeting date.

SECTION III: VOTING

Provided that a quorum is present, a majority of those lots present may enact resolutions or otherwise act on behalf of the Association. In the event of a tie vote, the President’s vote, or that of the Vice President in the President’s absence, will be counted subsequently as two votes.

SECTION IV: QUORUM

In the event that at least a 7-day notice is given, those lots represented at such Association meetings whether in-person or virtual shall constitute a quorum, providing that the President or Vice President is also in attendance.

SECTION V: READ-AHEAD MATERIAL

If any written material is to be reviewed at a meeting by those attending, such material should be provided to those members notified of the meeting at the time the meeting was announced.  A written overview of the purpose of the meeting should also be provided that also explains the purpose of the read-ahead material.

ARTICLE VII.  RATIFICATION

SECTION I: APPROVAL NOVEMER, 2022

A two-thirds or more approval of these bylaws by the undersigned represents a commitment by the Board of Directors to abide by these Articles in support of the members of the Association and the mission of the Briarwood Reserve Homeowners Association.

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Richard Teolis, Jr., President Stephen Godfrey, Vice President

Approval: Yes o No o Approval: Yes o No o

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Lindsey Godfrey, Secretary William Kail, Treasurer

Approval: Yes o No o Approval: Yes o No o

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Cindy Caple, Director Monique Gavin, Director

Historian Public Affairs

Approval: Yes o No o Approval: Yes o No o

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Elizabeth Kail, Director Larry Livermore, Director

Architecture Committee Treasurer Assistant

Approval: Yes o No o Approval: Yes o No o

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Matthew Moreman, Director Ollie Emerine, Director

Architecture Committee Architecture Committee

Approval: Yes o No o Approval: Yes o No o

SECTION II: REASONS FOR NON-APPROVAL OR RESERVATIONS FOR APPROVAL

Below are any handwritten reasons for non-approval, or reservations for approval, should a member of the Board of Directors desire to have such reasons or reservations recorded with these bylaws: