

# **BY-LAWS OF EQUESTRIAN WOODS MAINTENANCE ASSOCIATION, INC.**

## **ARTICLE I**

### **OFFICES**

The registered office of the Association in the Commonwealth of Kentucky shall be at the address stated in its Articles of Incorporation, but such address may be changed from time to time by the Board of Directors.

The Association shall have a principal office and such other offices as the Board of Directors may designate or the business of the Association may require from time to time. The principal office of the Association may be, but need not be, the same as its registered office.

## **ARTICLE II**

### **ELIGIBLE VOTING MEMBERS**

SECTION 1. ANNUAL MEETING. The annual meeting of members will be held on the second Tuesday of November in each year, at the hour of 7:00 p.m., local time, for the election of directors and such other business as may properly come before the next meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be practicable.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called by the Board of Directors. The Board of Directors shall designate the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors.

SECTION 3. NOTICE OF MEETING. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than twenty (20) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary, or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 4. QUORUM. A majority of the voting members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a majority of the eligible voting members are represented at a meeting, a majority of the eligible voting members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The eligible voting members present at a duly organized

meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough eligible voting members to leave less than a quorum.

SECTION 5 PROXIES. At all meetings of eligible voting members, an eligible voting member may vote in person or by proxy executed in writing by the eligible voting member or by his duly authorized attorney-in-fact. Said written proxy must be on a form provided by the Association. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting.

SECTION 6. VOTING. Voting by all eligible voting members of the Association, in good standing, shall be made in accordance with the provisions of articles of Incorporation of the Association.

SECTION 7. IN THE EVENT OF A PANDEMIC OR NATIONAL EMERGENCY, at the discretion of the board, an in person annual meeting may not be required, on the second Tuesday in the month of November. However, on that date, at 7:00 p.m., the Board shall receive proxies, via the Secretary, sufficient to achieve a quorum, and address the issues of the association. The board shall review all written letters, correspondence and documentation submitted by the membership to affect and conduct the business of the association, using proxy votes assigned by the general membership. As available, electronic meetings and telephone communications should be facilitated to the membership. – *Added by Amendment 11/10/2020*

### **ARTICLE III**

#### **DIRECTORS**

SECTION 1. GENERAL POWERS. The business of the Association shall be managed by its Board of Directors. Without exception, this document shall serve to reinforce and authorize powers, duties and responsibilities defined in Articles of Incorporation as filed on July 1<sup>st</sup>, 1986, and Covenants and Restrictions dated June 26, 1986. The following documents are bound to these by-laws and are in full force and effect:

1. Standards of Appearance (Exhibit A) for properties as observed from the street or public way, as this shall have an effect on the value of properties, and quality of life for the common good of the membership.
2. Standards for the use of Properties (Exhibit B) within Equestrian Woods, such as parking, pets, trash collection, noise, construction and any operation that will affect adjacent neighboring properties, in the interest of the common good of the membership.

The Board of Directors has the authority to implement fines and penalties for infractions of the above referenced standards once notice has been made to the homeowner with a 30-day period for the infraction to be addressed. Fines and penalties will be assessed against the property as a lien, unless paid promptly by the homeowner.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors of the Association shall be **between five (5) and seven (7) at the discretion of the Board**, but no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office for two (2) years; to be

elected at the annual meeting of eligible voting members of the Association and until his successor shall have been elected and qualified. In order to promote continuity of the business of the Association, the terms of the directors shall be rotated, and **half of** directors to be elected in even-numbered years, and **the other half of** directors to be elected in odd-numbered years Directors shall be elected only from the eligible voting membership of the Association residing in Equestrian Woods Subdivision. – **Added by Amendment 11/08/2022**

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place the annual meeting of eligible voting members. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or mailed to each director at his resident address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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 the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the Board of Directors fixed by section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the director's present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors, or by a committee thereof, at a meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors, or by all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

SECTION 9. IN THE EVENT OF THE RESIGNATION of a Board Member, the board shall vote to select a willing member of the Association to assume an interim position, to serve out for the remainder of the calendar year. The election of that person or a new member to serve in that position shall be the first order of business for the annual meeting of the membership. – *Added by Amendment 11/10/2020*

## **ARTICLE IV**

### **DUTIES**

SECTION 1. PRESIDENT. The president shall be the principal executive officer of the Association, and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Association. He/she shall, when present, preside at all meetings of the eligible Voting members and of Board of Directors. He/she may sign, with the secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed, and in general 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.

SECTION 2. VICE PRESIDENT. In the absence of the president or in the event of his/her death or his/her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

SECTION 3. SECRETARY. The secretary shall: (a) keep the minutes of the proceedings of the eligible voting members of the Association and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Association records and of the seal of the Association; (d) keep a register of the post office address of each eligible voting members of the Association which shall be furnished to the secretary by such eligible voting member of the Association ; (e) sign with the President all contracts or other instruments which the Board of Directors has authorized to be executed; and, (t) 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 Board of Directors.

SECTION 4. TREASURER. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws: and (c) in general, perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

## ARTICLE V

### CONTRACTS, CHECKS, AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may enter into 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 specific instances.

SECTION 2. LOANS. The Board of Directors has only the authority to borrow on behalf of the association as permitted by the Articles of Incorporation, and Covenants and Restrictions for the Association

SECTION 3. 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 the treasurer and any other officer of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

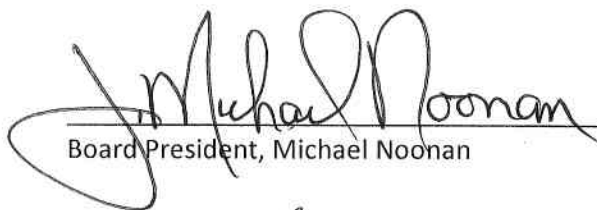
SECTION 4. DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

## ARTICLE VI

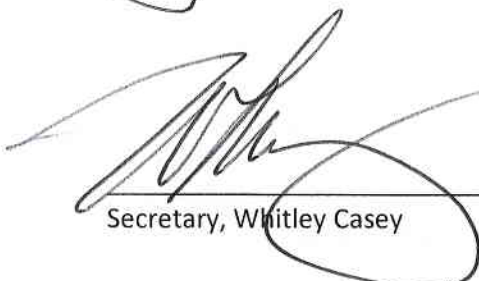
### WAIVER OF NOTICE

Whenever any notice is required to be given to any eligible voting member or director of the Association under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

These by-laws have been reviewed, entered into the record and approved by vote of the Membership at the Annual Meeting held on Tuesday, November 8, 2022 at Southland Christian Church. Until amended, this document shall go into immediate force and effect.

  
Board President, Michael Noonan

12/12/2022  
Date

  
Secretary, Whitley Casey

12-12-2022  
Date

**Exhibit A - Standards of Appearance** are established as viewed and observed from the public street fronting the subject property. Standards shall remain in effect until removed/modified by duly elected board members.

1. Improvements (buildings, driveways, sidewalks and other hardscape items) to the property shall appear in a state of well-maintained order.
2. Homes shall have landscaping that is maintained, trimmed and kept consistent with the appearance established by the landscaped areas of the neighborhood entrance. Bushes shall be trimmed at least twice per year and shall not have an appearance of being overgrown, relative to the size of the home and shall compliment the property.
3. Lawn grasses shall be maintained at a height of no higher than 8".
4. Windows shall have a consistent appearance with window mullion patterns that are consistent across the front visible face of the property. Broken mullions shall be removed throughout or repaired to meet this standard. Broken and failed glass panels shall be replaced.
5. Shutters, when used, shall be kept consistent with the architectural style of the home, and shall have a consistent finish that is maintained. Brick shall be maintained in good order. Spalled or otherwise deteriorated brick units shall be replaced, and joints tuck pointed.
6. Gutters shall be maintained, with a finish to match or compliment the color pallet of the home. Downspouts shall extend to the grade with a splash block, or underground storm piping to daylight.
7. Fences, where visible from the street shall be constructed of poplar or oak and shall be painted with black fence paint within 6 months of erection. Fence style shall be 4-plank, with post trim boards, with or without "dog wire" as determined by the property owner. Painted fence surfaces shall be maintained.
8. Street tree maintenance is the responsibility of the homeowner. All trees shall provide for a 14foot clearance above the street level, or at any other distance established by the county, for the passage of traffic, buses, garbage trucks and other vehicles on the public streets and roads. Dead trees shall be removed and replaced within 5 years of removal, to provide time for ground recover and to keep the replacement tree in similar rhythm to the spacing of other trees on the street.
9. Storm water inlets (along the street gutter) clearance shall be the responsibility of the property owner who fronts the street at the location of the inlet. Natural debris from the street trees requires this maintenance of the homeowner periodically, depending upon the weather.
10. Mailboxes shall be maintained with an operable door and brick design to match the home. Landscaping around the mailbox (when installed) shall be tidy and represent the standards of the neighborhood entrances. Mailboxes shall have property addresses displayed using a commercially recognized font, and as required by the county for use by emergency responders to identify the subject property.

## Exhibit B - Standards for the use of Properties within Equestrian Woods

1. Parking of any motor vehicle shall conform to the following standards:
  - a. No vehicle shall remain on the street for more than 24 hours.
  - b. Parking on the street in the area of the 10 cul-de-sac islands is prohibited, due to the inability to pass said vehicle with garbage trucks, school buses or other service vehicles.
  - c. Any vehicle, parked in front of the building line shall be operational, licensed and insured. Non-functioning vehicles are limited to storage within garages.
  - d. No vehicle shall be parked on a lawn, planter or other pervious surface for more than 24 hours.
2. No trailer, commercial truck (including semi-tractor), boat, camper trailer, RV of any Class, camping vehicle or motorhome shall be parked or kept on any lot at any time unless said vehicle is housed in a garage or basement. (Exception: Such vehicles **existing (in place)** as of October 1, 2022 are "grandfathered in" and must be removed when the home is sold. Residents as of 10/01/2022 cannot place such vehicles on lots if they did not exist there prior to 10/01/2022.)  
No vehicle may be used within the neighborhood for sleeping or any kind of residence.

No inoperable vehicles shall be parked on any lot or street, unless housed in a garage.

Any and all routine maintenance shall be conducted within close proximity to the garage entrance. No such routine maintenance shall be permitted on residential streets or portions of driveways within close proximity to the residential streets. – *Added by Amendment 11/08/2022*

3. Pets shall be limited to dogs, cats, birds, fresh and saltwater fish and small reptiles, and shall be controlled to prevent excessive noise, odor or other imposition to neighboring properties. Pet owners shall keep all pets on a leash when off the private property of the pet owner. This included the equestrian trails. All pet owners shall collect any pet waste deposited on common grounds, or on private property during walks.
4. All construction shall have permits as required by authorities having jurisdiction over the subject property. Additions and or renovations affecting aspects of the property as visible for the street shall be submitted to the EWMA board for review and approval, prior to the application for permits. Additions and renovations shall be designed as per the original deeds of restrictions in order to maintain the original intent of the development and shall compliment the original design of the structure.
5. Trash receptacles shall be placed on the curb for collection no earlier than noon the day before collection. Receptacles shall be removed from the curb by nightfall on collection day. Receptacles shall not be placed in the street but shall be placed behind the curb.
6. Detached Storage Buildings and Sheds are prohibited in Equestrian Woods, except for buildings placed prior to January 1, 2020, which are hereby "grandfathered in", and cannot be replaced. Grandfathered units shall meet all Standards of Appearance as established by these by-laws and must be removed when the home is sold. – *Added by Amendment 11/10/2020*

7. All maintenance or modifications to properties within EWMA which require a permit from the local government, shall be subject to review by the Board, in order to review for compliance with the established aesthetic standards of design, and to protect the value of all properties within the development. – *Added by Amendment 11/10/2020*
8. Roll-off Dumpsters or Pods, used for remodeling or construction debris, shall conform to the following:
  - a. Dumpsters or Pods parked on the street shall be limited to a period of not more than 30 days.
  - b. Dumpsters or Pods placed on the front lawn or driveway forward of the building line shall be limited to a period of 60 days
  - c. Dumpsters or Pods placed on back lawns, or in driveways behind the building line shall be limited to a period of 120 days. After 120 days special permission granted by the board and only with permission of adjacent neighbors.
9. Signage is not permitted on front lawns or private properties within the Equestrian Woods Development, except for the following:
  - a. Signs by realtors offering property as “for sale” or “open house”
  - b. “Yard Sale” signage, limited to 7 days of display.
  - c. Political signage limited to 60 days of display.