

BYLAWS OF THE  
DRAKESBOROUGH HOMEOWNERS ASSOCIATION  
A NONPROFIT CORPORATION  
ADOPTED AUGUST 8, 2023

**ARTICLE 1**

**PURPOSES**

The corporation is formed to:

1. Promote the safety and security of the neighborhood;
2. Increase the beauty and aesthetic appeal of the neighborhood;
3. Provide a means of maintaining and improving the entrance and tennis courts/commons area;
4. Facilitate a spirit of community and friendship among all residents of the neighborhood;
5. Increase property values;
6. Enhance the reputation of Drakesborough in the real estate community;
7. Provide an official voice for the residents of Drakesborough when real estate developments, governmental actions, applications for zoning variances and other concerns arise which threaten the safety, property values and/or enjoyment of our Drakesborough community.
8. Enhance the enjoyment of living in the several subdivision developments generally known as Drakesborough;
9. Welcome new homeowners; and
10. Perform any and all lawful purposes allowed by the Kentucky Revised Statutes in accordance with its nonprofit status.

**ARTICLE 2**

**MEMBERSHIP**

2.1 **MEMBERS.** In these bylaws "Drakesborough shall refer to all properties in Drakesborough I, II, III, and IV Subdivisions, Morningstar Subdivision, Mill Valley Subdivision, and any properties for which the streets of Drakesborough are used as the primary ingress and egress. Owners of these properties who pay the annual dues of the Drakesborough Homeowners Association are members of the Association. Henceforth, the members of the Drakesborough Homeowners Association shall refer to all property owners as defined in this article.

2.2 **VOTING OF MEMBERS**. Every property owner who has paid the current annual dues will be entitled to one vote. When more than one person owns an interest in any one home or lot, only one vote shall be counted for each home or lot.

2.3 **METHOD OF VOTING**. Any matter requiring a vote by the members shall be voted on in person, by paper ballot, email, text message or any combination of those methods as determined and arranged by the Board of Directors, but only with a minimum of 15 days notice before the end of the voting period. Notice may be given by postal mail, email, text message, hand delivery or by any combination of these methods. Notice can also be posted on the DHA website but will not be considered adequate notice.

2.4 **ELIGIBLE VOTING MEMBERS**. Eligible voting members of the Association shall be those members who have paid dues for the current fiscal year.

2.5 **ANNUAL MEETINGS OF MEMBERS**. An annual meeting of the Association shall be held at such place and by such method as is designated by the Board of Directors. In lieu of a physical meeting of members at one location, the annual meeting can be conducted electronically with voting occurring by email, text message, or by paper ballot as determined and arranged by the Board of Directors, but only with a minimum of 15 days' notice before the end of the voting period. Notice may be given by postal mail, email, text message, hand delivery or any combination of those methods. Notice can also be posted on the DHA website and on the DHA Facebook page but will not be considered adequate notice.

2.6 **SPECIAL MEETINGS OF MEMBERS**. Special meetings of the members may be called either by the President, a majority of the Board of Directors, or by the Secretary upon receipt of a written request signed by twenty percent of the members.

2.7 **NOTICE OF MEMBERSHIP MEETINGS**. All members shall receive written notice stating the place, day and hour of a proposed meeting. Such notice shall be given not less than fifteen days before the date of such meeting. This notice shall also contain the purpose or agenda for which the meeting is being called.

2.8 **LIST OF MEMBERS**. The Secretary shall keep a register of the names and addresses and other contact information of all members provided by the Treasurer.

### **ARTICLE 3**

## **BOARD OF DIRECTORS**

3.1 **POWERS.** The business and affairs of the Association shall be vested in and managed by a Board of Directors.

3.2 **NUMBER, TENURE, AND ELECTION.** The Board of Directors shall be composed of nine (9) Directors. Directors shall be elected by vote of the members. Unless a Director dies, resigns, or is removed, each Director shall serve for a term of three years from January 1 to December 31, or until his or her successor has been duly qualified and elected. Directors are not eligible to succeed themselves until they have been off the board for at least one year. Directors who serve partial years shall not have that year counted in their 3-year limitation.

No more than one member of the same household can serve on the Board of Directors at any given time. All Directors must be current in all dues as a DHA member. Board members may not vote or participate in matters with a conflict of interest (self-interest) and must reveal any conflict of interest.

3.3 **REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.** The Board of Directors shall meet every other month beginning in January for competent management of the affairs of the Association. The dates, times, and locations of regular meetings will be announced to all members at the beginning of the year and posted on the DHA website.

The President or one third of the Directors may call special meetings at any time which may be held after notice has been given to each Director by telephone or by being delivered personally, texted, or e-mailed to each Director at such Director's address shown on the records of the Association at least seven days before the meeting. The date, time and location of special meetings shall be specified by the Board and posted on the DHA website with notice provided to the members at least seven days before the meeting.

Voting by Directors may be in person or by conference call.

All Drakesborough Homeowners Association members are encouraged and welcome to attend any meeting of the Board.

3.4 **QUORUM.** A majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting.

3.5 **REMOVAL.** Any Director may be removed from office by a majority vote of the members at any regular or special meeting of the members expressly called for that purpose. Any Director may be removed from office by the affirmative vote of at least five Directors.

3.6 **VACANCIES**. At such time that a Director can no longer qualify as an owner of a lot, he or she shall thereupon cease to be a Director. Any vacancy occurring on the Board shall be filled by appointment by the remaining members of the Board. Such appointee shall serve during the unexpired term of such appointee's predecessor.

## **ARTICLE 4**

### **POWERS AND DUTIES OF DIRECTORS**

**4.1 GENERAL POWERS**. Subject to any limitation in these Bylaws, the Articles of Incorporation, or the laws of the Commonwealth of Kentucky, all the business and affairs of the corporation shall be managed by the Board of Directors.

**4.2 SPECIFIC POWERS AND DUTIES**. Without prejudice to such general powers, and subject to the same limitations as stated in Section 4.1, it is hereby expressly declared that the Board of Directors shall have the following powers, duties, and responsibilities:

- a. To establish and approve an annual budget for the Association;
- b. To determine and approve the annual dues of the members of the Association;
- c. To select all agents and employees of the corporation, to prescribe such powers and duties for them as may be consistent with these Bylaws, the Articles of Incorporation, and the laws of the State of Kentucky, to fix their compensation, if any, and to require from them security for faithful performance if deemed desirable;
- d. To authorize the Treasurer to disburse funds in accordance with the approved and adopted budget, provided that when expenditures for capital improvements are contracted or authorized, the Board of Directors shall have received a firm estimate or bid stating precisely what work or service is to be done, the time for completion and the charges thereof;
- e. To maintain a complete record of all minutes and acts, and to present full financial statement to the regular annual meeting of the members, showing in detail the condition of the affairs of the corporation;
- f. To appoint such committees and task forces as may be deemed necessary to accomplish the purposes and goals of the corporation;

- g. To assure that members of the Board of Directors shall not receive compensation for their services to the corporation, but shall be reimbursed by the corporation only for such reasonable expenses as they may necessarily incur in pursuance of the business of the corporation; and
- h. To exercise any and all powers necessary to carry out the purposes of the Association including acting on behalf of DHA to protect the safety, property values and enjoyment of the neighborhood and to support existing subdivision regulations. This includes but is not limited to commercial use of property, short-term rentals, adjacent developments, and violations of building restrictions. The Board is authorized to retain legal counsel if needed.

## **ARTICLE 5**

### **OFFICERS**

5.1 **OFFICERS**. The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be qualified members of the Association, who shall be elected by the Directors from the current Directors at the January meeting of the Board each year.

5.2 **PRESIDENT**. The President shall supervise all activities of the Association, subject to the Board's control, execute all instruments in its behalf, preside at all meetings of the Board of Directors and of the members, call such meetings of the members as shall be deemed necessary, and perform such other duties inherent to such office. The term of office shall be one year, unless duly re-elected.

5.3 **VICE PRESIDENT**. The Vice President shall assist the President and assume the duties of the President in his/her absence. The Vice President shall have primary responsibility for building and maintaining membership. The President may assign other duties to the Vice President. The term of office shall be one year, unless duly re-elected.

5.4 **SECRETARY**. The Secretary shall:

- (a) keep the minutes of meetings of the members and 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 Bylaws or as required by law;
- (c) keep a register of the street address, email address, and telephone number of each member as furnished to the Secretary by each member or by the Treasurer; and
- (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The term of office shall be one year, unless duly re-elected.

5.5 **TREASURER**. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. 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 moneys due and payable to the Association from any source whatsoever;

(c) deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws;

(d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors; including notifying members of dues in a timely manner.

(e) provide a written summary of accounts, expenses, and encumbrances to each Director at Board meetings; and

(f) provide a complete accounting of receipts and expenditures through December 31 at the following January meeting of the Board so that the Board can prepare and adopt a budget for the new year at that meeting.

In the absence of the Treasurer, an Assistant Treasurer may perform his or her duties. The term of office shall be one year, unless duly re-elected.

## **ARTICLE 6**

### **DUES**

6.1 **GENERAL**. All members shall be expected to fulfill their fair share of financial obligation and pay to the Association annual dues or charges.

6.2 **DUE DATES FOR DUES**. The Board of Directors shall determine the amount and the due date of the annual dues. Notice of the annual dues shall be sent to every Drakesborough property owner (as described in Article 2.1) at least 30 days in advance. Notice may be sent by postal mail, e-mail, text message, hand delivered flyer, or by any combination of those methods.

## **ARTICLE 7**

### **AMENDMENTS**

7.1 **AMENDMENTS BY MEMBERS**. These Bylaws may be amended by the members at any annual meeting, or at any special meeting properly called for that purpose at which

a quorum is present, by the affirmative vote of a majority of the eligible voting members present.

7.2 **AMENDMENTS BY THE BOARD**. These Bylaws may be amended by the Board of Directors at any regular meeting or at any special meeting at which a quorum is present, by the affirmative vote of at least five of the Directors present. No amendment will be voted on before being announced to the DHA members by postal mail, email, text message, hand delivery or any combination of those methods at least 14 days in advance of the meeting in order to allow the members to comment on the proposal. All members are welcome to attend the meeting and may speak for up to five minutes each.

7.3 **PRESENTATION OF AMENDMENTS**. When amendments are proposed, the presenter must provide the wording of the existing bylaw, the wording of the proposed change, and the rationale for the change.

## **ARTICLE 8**

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

8.1 **CONTRACTS**. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation by the affirmative vote of at least five of the Directors present.

8.2 **LOANS**. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name.

8.3 **CHECKS AND DRAFTS**. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by two Directors of the Association for amounts exceeding \$1500 and in such manner as is from time to time determined by resolution of the Board of Directors.

8.4 **DEPOSITS**. All funds of the Association shall be deposited in the appropriate accounts as determined by the Board of Directors.

## **ARTICLE 9**

### **FISCAL YEAR**

The fiscal year of the Association shall be the twelve months ending December 31.

## **ARTICLE 10**

### **ACCOUNTING**

The Board of Directors shall prepare and distribute to all members an annual budget. Distribution may be by postal mail, email, text message, hand delivery or any combination of those methods. The budget may also be posted on the DHA website, but posting only on the DHA website will not be considered adequate distribution. The Board of Directors will provide an accounting of all funds at each annual meeting. In addition, any Association member can review the books and records of the Association upon reasonable notice to the Treasurer.

## **ARTICLE 11**

### **COMMUNICATIONS**

**11.1 DATABASE AND DIRECTORY.** The Board of Directors shall compile and maintain a Directory Database of all Drakesborough residents including their street addresses, email addresses, telephone numbers, and any other contact information that may become relevant. The database is the property of the Board and may be used for mass mailings/mass texting/etc. only by the Board and only for Board business. Board members shall obtain approval from the Communication Committee for messages to be sent using the database. The database shall be properly protected to prevent anyone from using it for personal, political, or commercial purposes.

From the database, the Board shall provide to all paid DHA members a Directory of Drakesborough Residents which shall include the names, street addresses, and telephone numbers of all residents for whom information is available. This Directory may be in printed or electronic form as determined by the DHA Board of Directors.

**11.2 WEBSITE.** The Board of Directors shall establish a website for the Drakesborough Homeowners Association and appoint a webmaster. Expenses of maintaining this website shall be paid by the DHA.

**11.3 SOCIAL MEDIA.** The Board of Directors is authorized to establish a preferred social media platform such as Facebook or such other social media site as it may determine to be most relevant and beneficial. Posting on this site is open to all DHA members.

**11.4 COMMUNICATION COMMITTEE.** The Board of Directors shall appoint a



Communication Committee to approve all messages, photos, etc. posted on the DHA website or distributed to residents by email or text message.

## **ARTICLE 12**

### **COMMON PROPERTIES**

**12.1 ENTRANCE.** The Board of Directors shall cause the entrance, including walls, lighting, shrubbery, flowers, trees, and grass to be maintained in an aesthetically pleasing manner, either by volunteers or paid professionals or any combination thereof.

**12.2 COMMONS.** The Board of Directors shall cause Lot 45, known as the Drakesborough Commons, to be maintained in an aesthetically pleasing manner and shall oversee the proper maintenance and use of the courts and other benches, tables, and equipment, including restricting use of such to paid members and their guests. The Board of Directors shall develop a policy for reserving the Commons and shall post it on the DHA website.

**12.3 SIGNAGE.** The Board of Directors shall develop a signage policy for the subdivision and shall post it on the DHA website.

## **ARTICLE 13**

### **MISCELLANEOUS**

No part of the net earnings of the Association shall inure or be payable to or for the benefit of any private shareholder or individual.

No substantial part of the activities of the Association shall be the carrying-on of propaganda or otherwise attempting to influence legislation other than legislation and city or county ordinances that directly affect the use or value of property in Drakesborough.

No part of the activities of the Association shall be the participation in any political campaign on behalf of any political party or candidate for public office.

No part of the activities of the Association shall be for the purpose or have the effect of promoting a private business.

Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code.

**ARTICLE 14**  
**INDEMNIFICATION**

To the full extent permitted by the Kentucky Nonprofit Corporation Act, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that he or she is or was a Director or Officer of the Association or is or was serving at the request of the Association as a Director or Officer of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Director or Officer in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Association has the power to indemnify under the Kentucky Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

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