

**FIRST AMENDMENT TO THE  
AMENDED AND RESTATED BYLAWS OF  
THE WHITE OAK VILLAGE CONDOMINIUM ASSOCIATION, INC.**

Effective August 24, 2023

Pursuant to KRS Chapter 273, a majority of the members of the Board of Directors of The White Oak Village Condominium Association, Inc., a Kentucky non-profit, non-stock corporation (hereinafter referred to as "Association"), voted to amend the Amended and Restated Bylaws of The White Oak Village Condominium Association, Inc. ("Bylaws") on the date first listed above:

**WHEREAS**, Article IX of the Association's Articles of Incorporation dated October 13, 2004 and KRS 273.171(12) state that the Association shall be governed by its bylaws;

**WHEREAS**, the Association adopted its current Bylaws on October 13, 2021;

**WHEREAS**, Article VIII of the Bylaws provides that the Bylaws may be modified, amended, or repealed by the majority vote of the Board of Directors at a meeting of the Directors;

**WHEREAS**, the Board of Directors of the Association, after consideration of the relevant facts, found that it is in the best interest of the Association to amend its Bylaws to make certain changes set forth below; and

**WHEREAS**, the Board of Directors desires to memorialize the amendments to Bylaws in writing for the benefit of the Association and its members.

**NOW THEREFORE, BE RESOLVED, THAT**, the Section III(D) of the Bylaws ("Election and Term of Office") is deleted in its entirety and replaced with the following:

The Directors shall be elected at each annual meeting of the unit owners. Except as set forth hereinafter, Directors shall hold office for a term of two (2) years or until their respective successors shall have been duly elected, or until such Director is removed pursuant to section III(E) of these Bylaws; provided, however, that a Director shall be deemed to have resigned whenever such Director, such Director's spouse, or firm, corporation, or other entity with which he or she is associated, conveys the unit which qualified such individual to become a Director or terminates such Director's

relationship with that unit owner which qualified such individual to become a Member of the Board of Directors.

The terms of Directors shall be staggered. In the first annual meeting that occurs after adoption of this provision, nine (9) Directors shall be elected: the top five (5) vote recipients shall serve a two-year term, and the next four (4) vote recipients shall serve a one-year term. At the annual meeting that follows, the four (4) seats of Directors who served a one-year term shall be elected for a two-year term. Every election from that point forward shall be for two-year terms so that at each annual meeting either five (5) or four (4) Director seats shall be up for reelection in alternating years. This same two-year staggered term system shall also apply if the members vote to change the number of Directors for future elections. For example:

- If the Association is to have three (3) Directors, the top two (2) vote recipients serve a two-year term, the third recipient serves a one-year term, and thereafter every Director is elected to a two-year term;
- If the Association is to have five (5) Directors, the top three (3) vote recipients serve a two-year term, the next two (2) recipients serve a one-year term, and thereafter every Director is elected to a two-year term; and
- If the Association is to have seven (7) Directors, the top four (4) vote recipients serve a two-year term, the next three (3) recipients serve a one-year term, and thereafter every Director is elected to a two-year term.

Except as to vacancies created by removal of Directors by unit owners, vacancies in the Board of Directors occurring between annual meetings of unit owners shall be filled by vote of the majority of the remaining Directors, whether or not such a majority constitutes a legal quorum of the Board of Directors. If such Directors are unable to agree, such vacancy shall be filled by vote of the unit owners at a special meeting called by the President of such purpose promptly after the meeting at which it is finally determined by the remaining Directors that they are unable to agree.

**FURTHER RESOLVED** that Section VII(H)(a) of the Bylaws is amended by adding the following sentence at the end of the existing Section VII(H)(a):

Notwithstanding anything to the contrary in these Bylaws, if any violation (or substantively similar violation) recurs within six (6) months of any notice given under this section H, the Association shall not be obligated to provide an additional notice or opportunity to be heard and the Association's chosen enforcement remedy shall be imposed without delay; provided, however, that such the unit owner shall be reasonably notified of the imposition of such remedy.

**FURTHER RESOLVED** that Section V(E) of the Bylaws shall be amended so the default referenced of in the first sentence shall occur when payment of any monthly installment is "more than ten (10) days past due".

**FURTHER RESOLVED** that except as amended above, the Bylaws shall remain in full force and effect.

**FURTHER RESOLVED** that the proper directors and officers of the Association be and hereby are directed and authorized to take any and all action necessary to implement these amendments, including without limitation lodging a copy of this resolution in the corporate records of the Association.

THIS AMENDMENT was adopted at a duly noticed meeting of the Board of Directors on August 24, 2023 as reflected in the minutes attached hereto as **Exhibit A**.

By:   
SECRETARY

Date: 9/28/2023

**EXHIBIT A**

**Minutes of Board of Directors Meeting Held August 24, 2023**

White Oak Village Condominium Association  
Special Called Meeting  
August 24, 2023

1.
  - a. Village security concerns: The board heard from two residents who have tracked criminal and police activity and are concerned about the security of the Village. Officer Ryan Hill, GPD who attended the meeting, stressed that security ring doorbells, parking cars in closed garages, and locked cars and condo doors are helpful in deterring criminal activity. Non-emergency phone number for the police department is 502 863 7820. And he also stressed "See something –Say something! The Village has asked for a more visible police presence – ie more drive throughs.
  - b. Officer Hill also suggested a Neighborhood Watch program/or Public Safety Committee He left materials for the board to study.
2. Two waivers were approved
3. Terms of service on the Board: It came as a motion from Bill to change the terms of service from the current one year to a rotating format to be finalized before the annual meeting. Motion seconded and passed. Letters explaining new format will be sent to residents
4. Qualifications for Board Members: to be discussed further, but Computer and access to email will be necessary.
5. Annual Meeting draft agenda: Agenda was revised and approved. Suggest Annual Meeting information be in the mail by September 10, and returned by October 1. Mailing will include the letter, ballot form, Qualifications required for new board members, and Designated Voter form.
  - a. Item #7: Retired teachers will be the election counters and inspectors: (Three counters, three inspectors and 1 caller)
  - b. Item #10: Unfinished business: Discuss the forming of a Public Safety Committee.

Meeting adjourned at 4:00 pm and will resume on Wednesday August 30, 1 pm.

Carol Guerdan

Secretary.

White Oak Condominium Association  
Special Called Meeting – Annual Planning Meeting Agenda

August 30, 2023

1. Terms of service:  
it was moved by Dennis and seconded to implement rotating terms at the January 2024 regular board meeting with two year and one year terms respectively, as follows:  
    Nine members: five two-year terms, and four one year terms:  
    Seven members: four two-year terms, and three one-year terms:  
    Five members: three two-year terms, and two one-year terms:  
    Three members: two two-year terms, and one one-year term, depending on how many are elected. This will be determined by the number of board members elected. Motion passed
2. Qualifications: Minimum requirements for board members will be included in the Annual Meeting mailing. Also included in the mailing will be: Annual Meeting Cover Letter; Powers and Duties of the Board of Directors; Annual Meeting Proxy Form; and Ballot Procedures.
3. Responses to the Annual Meeting will be mailed on September 10, to be returned by October 1, 2023.
4. Annual Meeting Agenda will be finalized at the September board meeting.
5. It came as a motion by Bill to instruct our attorney to draw up a letter to Elite asking for a extension to their September 30 deadline to be sent by certified mail with a copy to the board. Motion seconded and passed.

Note: I am not sure that our conversation regarding Elite was supposed to be included in these minutes. However, there was a motion, which should be recorded somewhere...

Note #2: I'm not sure where this statement belongs:

The Board of Directors has made a decision that the long term security and health of the Association can best be assured by changing to rotating terms of service on the board. This is the best way to not only maintain experience, but also to consistently allow for new member input and involvement while also having sufficient time to familiarize themselves with the duties and responsibilities of the Board of Directors.