

**BYLAWS**  
**Of**  
**Perry Park Resort Owners Association, Inc.**  
**Adopted 11/13/2021**

These Bylaws are updated as of the date of this document to incorporate Bylaw Addendums previously passed by the Board of Directors and other general changes to reflect the current function of the PPROA and member rights and responsibilities. Upon approval and adoption by the Board of Director this document supercedes any previous Bylaws and addendums. Perry Park Resort Owners Association, Inc. as referred to in the original Bylaws as “Corporation”, will be referred to in this document as PPROA.

**ARTICLE I**  
**Offices**

The principal office of the PPROA shall be located at Perry Park, Owen County, Kentucky, 40363. The address will be Perry Park Resort Owners Association, P.O. Box 112, Perry Park, KY 40363. The PPROA may have such other offices, either within or without the commonwealth of Kentucky, as the business of the PPROA may require from time to time.

**ARTICLE II**  
**Members**

The members of the PPROA shall be every person, firm or corporation who is the record owner, or has contracted for the purchase of any platted lot which is subject by covenants of record to assessments by this Association and who has paid such assessments as prescribed in the Articles of Incorporation.

**(A) Voting**

Each *member-in-good-standing* may vote either in person or by mail. All mail-in proxies shall be in writing and must be received by the PPROA’s designated person stated on the Proxy prior to the established time published by the Board of Directors for each election. *Member-In-Good-Standing* shall be entitled to; 1) one vote per property owner, regardless of the number of lots owned for each vacant position being voted upon for any election but, no more then one vote for each vacancy shall be permitted, (addendum adopted 10/06/2011) or 2) one vote per property owner for special issues requiring the approval of members. Cumulative voting is not permitted. When more then one person or corporation holds

interest in any property all such persons shall be members, and the one vote permitted shall be as they among themselves determine.

Annual meeting of the members and election of Directors shall be held on the second Saturday in September of each year commencing in 1994 at such time and place as designated in the notice thereof. The primary purpose of such meeting shall be to elect the directors for the upcoming year and update members of current issues and answer questions presented to the Board of Directors by members-in-good-standing.

The quorum required for any action by the *members-in-good-standing* shall be a majority, except to change the Articles of Incorporation a 2/3 majority is required.

## **(B) Assessment Fees**

Assessment Fees will be invoiced on a “member” basis, which means a property owner (member) owning multiple lots will be charged only one (1) Assessment Fee unless the property owner owns multiple houses, trailers, condominiums, townhouses or any combinations of these, and more than one house, mobile home, condominium, townhouse or any combination of these are being occupied, an Assessment Fee will be charged for each (addendum adopted 08/04/2011). No renting or leasing is permitted per the “Declaration of Restrictions” and the “Community Rules and Regulations”.

The Annual Assessment Fee assessed by the PPROA is used for the ongoing expenses of the PPROA and will be used to pay all expenses described in the budget. No compensation will be paid to any Director or Officers of the Board of Directors. The Board of Directors will assess annual Assessment fees by June 1<sup>st</sup> and are payable to the PPROA by July 1<sup>st</sup> of each year. The Assessment Fee is non-refundable. Members failing to pay the Assessment Fee shall be deemed “*Not-in-Good-Standing*” with the PPROA. They subsequently forgo all rights of membership as prescribed in Article IX of the Articles of Incorporation including the right to vote on issues concerning members, the right to vote in Board of Directors elections, and the right to serve as a Director or Officer on the Board. Failure to pay may also result in a lien placed against the property or foreclosure.

## **(C) Late Fees & Special Charges (Addendum dated 03/08/06)**

The Annual Assessment Fee is established by the Board through the Annual Budget. Once the Assessment Fee is established and approved by the Board of Directors the President/Vice President will invoice the property owners for the amount established and apply charges within the limits established herein (addendums adopted 03/08/06, 09/20/05 and 08/23/05). The Assessment Fee is non-refundable.

### **1) INVOICING**

Monthly statements will be sent to each property owner that has not paid their account in full.

## **2) MONTHLY LATE CHARGES**

- a) A maximum amount of \$ 25.00 Per Month may be applied to property owner accounts with unpaid current year Assessment Fees.
- b) A maximum amount of \$ 25.00 Per Month may be applied to property owner accounts with unpaid Back-Fees.
- c) One or both late charges may be charged to the same property owner accounts.

## **3) MONTHLY PAYMENT OPTION**

Property owners may pay by the month if they cannot afford to pay the full amount. Failure to make the monthly payment will result in the late charge as stated in “B” above being applied. The fees for this option are:

- a) A maximum amount of \$ 25.00 per month may be applied to property owner accounts with unpaid current years Assessment Fees.
- b) A maximum amount of \$ 25.00 per month may be applied to property owner accounts with unpaid Back-Fees.

## **4) CREDIT REMOVAL**

In the event a property owner does not pay the PPROA Annual Assessment Fee within 60 days of the original invoice, and the property owner was issued credits towards the Assessment Fee, the credits may be removed from the property owner’s account.

## **5) LIENS**

From time to time it may be necessary to apply a lien against a property owner. If this occurs the full cost will be applied to their account to cover the cost of the filing fee, removal fee, and any other charges that may be incurred for legal or collection..

## **6) ACQUIRING LOTS**

Property owners wishing to sign over their property to the PPROA may do so upon acceptance by the PPROA and the following conditions meet:

- a) No liens may exist against the property.
- b) All back and current property taxes must be paid to date.
- c) The PPROA may pay, at it’s discretion, for deed preparation and all filing fees.

- d) The property owner financial obligation to the PPROA will be dissolved once the new deed is filed with the Owen County Clerk's Office.

#### **7) LEGAL FEES**

The PPROA Board may vote to pursue legal action against property owners who have made no attempt to settle their financial obligation to the PPROA.

In the event legal action is taken by the Board against a property owner, the amount of expense incurred as a result of that action will be applied to that property owner account.

#### **8) DISPOSAL OF PROPERTY**

From time to time it will be necessary to sell property that has been deeded to the PPROA. The property will be sold in accordance to the "Agreed Order" with Par-Tee. The base sell price will be established as the "Assessment Amount" established by the Owen County Property Valuation Office or a fair and reasonable amount based on conditions at the time of sale. If Par-Tee decides not to purchase the property, or the Agreed Order is no longer in effect the property may be sold to current property owners or persons not currently owning property in Perry Park Resort as described herein.

### **ARTICLE III Directors**

#### **(A) General Powers**

The business and affairs of the PPROA shall be managed by its Board of Directors.

#### **(B) Number, tenure and qualifications**

The number of directors of the PPROA shall be nine (passed April 8, 1995), but may be decreased by amendment of this Bylaw and must be a *member-in-good-standing*. The Board of Directors shall be elected at the annual meeting of members. Directors elected to the Board at the annual meeting held in September, 2008 will serve the following terms based on the amount of votes received; the three (3) directors receiving the first, second and third highest amount of votes shall serve a three (3) year term, and the directors receiving the fourth, fifth and sixth highest amount of votes will serve a two (2) year term, and the remaining three (3) directors will serve a one (1) year term. All directors elected to the Board starting with the September, 2009 election will serve as a Director for (3) three year term or until the earlier of (1) his successor has been elected and qualified; or (2) he is removed by a majority of *members-in-good-standing*, or Director's vote, with cause.

#### **(C) Vacancies**

Should any vacancy occur on the Board before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors, though less than a quorum to serve the remaining term.

## **(D) Annual Meeting**

The annual meeting of the Board of Directors shall be held without notice other than this Bylaw immediately after annual meeting to elect officers of the PPROA for the upcoming year and to address any other business as may properly come before the Board. The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Kentucky, for the holding of additional regular meetings without other notice than such resolution.

## **(E) Special meetings**

Special meetings of the Board of Directors may be called by or at the request of the President, or by a majority of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

## **(F) Notice**

Notice of any special meeting shall be given at least five days prior thereof by written notice delivered personally or if mailed or telegraphed, or emailed to each Director at his business address or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelop so addressed, with first class postage thereof prepaid. If notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. If notice is given by email, such notice shall be deemed delivered when the email is sent to the correct email address. 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 when 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. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

## **(G) Quorum**

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

## **(H) 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. A Director must be present to cast a vote for any matter of the PPROA.

## **(I) Compensation**

No Director shall receive compensation for his/her services as Director, however, any expenses incurred by any Director by reason of their duties or responsibilities as such may be paid by the PPROA; provided, that nothing contained herein shall be construed to preclude any Director from serving the PPROA in any other capacity and receiving compensation.

## **(J) Committees**

The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky. An addendum to the Bylaws is necessary to establish said committees and the addendum will define, in writing, the function, responsibilities and authorities of each committee prior to the committee acting in any capacity.

## **(K) Informal action**

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors, or all members of the committee, as the case may be, and included in minutes or filed with the PPROA records. Such consent shall have the same effect as a unanimous vote.

## **(L) Attendance of Board of Directors**

The members of the Board of Directors (Directors and Officers) are required to attend monthly and special Board Meetings. Their attendance is vital to the function of the Board to be able to act upon any new and/or old business requiring a vote and their view point on issues being dealt with by the Board. Therefore, any Director or Officer not attending four (4) scheduled monthly Board Meetings from September to August will be automatically removed from the Board. If a Director is removed from the board the President of the Board of Directors will send a letter to the Director being removed as a formality. The Board will have the right to replace the person removed by majority vote of the remaining Directors.

The President will advise the Board of his intent to issue the letter of removal prior to it being sent to the Director being removed. The Board can waive this requirement based on special circumstances such as illness or other special reasons if it so chooses to do so by majority vote.

## **ARTICLE IV OFFICERS**

### **(A) Classes**

The officers of the PPROA shall be a President, one or more Vice President(s), a Secretary, a Treasurer, and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article.

### **(B) Election and term of office**

Each Officer will serve a term of one (1) year. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he shall resign or shall have been removed in the manner hereafter provided. After each PPROA annual election of Directors Meeting, the officers of the PPROA shall be elected by the Board of Directors at the following Board meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. (See Addendum for Election Procedures)

### **(C) Removal**

Any officer elected or appointed by the Board of Directors or any Director elected by the members may be removed by a majority vote of the Board of Directors present at said meeting, provided a quorum of the Directors are present, with cause, whenever in its judgment the best interest of the PPROA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

### **(D) Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

### **(E) President**

The President shall be the Chief Executive Officer of the PPROA and shall in general supervise and control all of the day-to-day business and affairs of the PPROA. The President 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. The President shall be the custodian of the Official Records of the Association.

The President, Vice President , or Treasurer have full authority to collect and determine conditions such as monthly payments, length of allowable payment period and all other decisions necessary to collect the outstanding fees owed to the PPROA, including acquiring and selling property, within limitations established by the Board as described in Article II, Section ( C ).

### **(F) Vice President**

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers 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 by the President or by the Board of Directors.

The President and Vice President has full authority to collect and determine conditions such as monthly payments, length of allowable payment period and all other decisions necessary to collect the outstanding fees owed to the PPROA, including acquiring and selling property, within limitations established by the Board as described in Article II, Section ( C ).

### **(G) Secretary**

The Secretary shall (1) keep the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the PPROA records; and (4) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

### **(H) Treasurer**

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer will be the custodian of the PPROA Financial Records. The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the PPROA; receive and give receipts for moneys due and payable to the PPROA from any source whatsoever and deposit all such moneys in the name of the PPROA, in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (2) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. This position may be held by either the President or one other Board Member.

All checks will require two (2) signatures to be valid. The signatures authorized for signatures of any check will be the President, Vice President, Treasurer or designated member of the association appointed by the Board of Directors.



## **ARTICLE V**

### **Contracts, Loans, Checks, and Deposits**

#### **(A) Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the PPROA, and such authority may be general or confined to specific instances.

#### **(B) Loans**

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

#### **(C) Checks, Drafts, Orders, etc.**

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

#### **(D) Deposits**

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

#### **(E) Gifts**

Any Director or officer may accept on behalf of the PPROA any contribution, gift, bequest, or devise for the general purpose of or for any special purpose of the PPROA.

#### **(F) Charitable contributions**

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the PPROA without prior authorization by the Board of Directors.

## **ARTICLE VI**

### **Books and Records**

The PPROA shall keep and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office or designated place of storage a record giving the names and addresses of the Directors entitled to vote. All books and records of the PPROA may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

#### **(A) Safety Deposit Box**

The PPOA shall have a safety deposit box located at the bank which services the checking account. The safety deposit box will be used to retain all insurance policies, deeds, Certificate of Deposits and any other papers deemed as being important to safeguard. The President and Vice President will both have keys to the safety deposit box.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the PPROA shall be the calendar year.

## **ARTICLE VIII**

### **General Items**

#### **(1) Signs**

Signs are permitted to be placed on residential lots within the Resort provided they are not in conflict with the following restrictions. The Board may give special permission for a sign which violates the restrictions listed below. If this happens the permission must be in writing and issued by the President of the Board after the Board has voted and approved the variance by a majority of the entire Board Members. (Addendum adopted 04/04/06).

##### **A) SIZE**

No sign can be placed on any residential lot which is larger than 24 inch X 36 inch and cannot be higher than 36" from the ground to the top of the sign.

##### **B) TYPE**

No signs are permitted that advertises any business or business services. This includes any business or services offered by any property owner.

##### **B) LOCATION**

No sign can be placed on any residential lot within 8 feet from the edge of any road. No sign or notices may be hung, taped, screwed or nailed to any street sign, stop sign, speed limit sign or information and directional sign, or the post supporting the sign.

**C) APPEARANCE**

The sign must be presentable in its appearance. Any sign left on the property that is faded, torn, unreadable, out of date, or placed on the property by someone other than the property owner, will be removed and discarded.

**(2) Trailers. Commercial Vehicles**

**As outlined in deed restrictions, "Trailers" does not include boat trailers, camping trailers or utility trailers owned by the property owner. These may remain on lots. Trailers must be stored to side or rear of property and concealed as much as possible.**

**Camping of any kind is prohibited on all lots per deed restrictions.**

**ARTICLE IX  
Wavier of Notice**

Whenever any notice whatever is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the PPROA laws of the Commonwealth of Kentucky, wavier 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.

**ARTICLE X  
Amendment of Bylaws**

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the Board of Directors if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting to the Board of Directors. Notwithstanding the above, the members may amend, alter, change, add to, or repeal these Bylaws at any time.

**ADDENDUM**  
**Election Procedures**  
**ELECTION PROCEDURES**  
**For Board of Director Election 9/13/2008**  
**Approved by PPROA Board of Directors April 3, 2008**  
**And to become part of the Articles of Incorporation when appropriate**

**1.**

**Form Election Committee**

- A. Recruit members
  - a. Newsletter ask for volunteers
  - b. Invitation by any committee or Board Member
  - c. Call for volunteers at board meetings.
- B. Criteria
  - a. Not related to incumbent board members or person running for election
  - b. Not an incumbent or running for election
  - c. Not living in same household
  - d. Must be Member in Good Standing (MIGS)
  - e. Have agreed to serve if asked.
- C. Committee shall consist of three members: a chairperson and two counters
- D. All interested qualified persons' names will be put into a random drawing and four names shall be drawn by **a member of the Board** at the May PPROA board meeting. The first three people will constitute the Election Committee for the current year's election at September annual meeting. The fourth name shall serve as an alternate in case one the members cannot fulfill their duties.
- E. The three members will choose a chair from within their committee
- F. Should there not be sufficient volunteers (by the May meeting) to seat this committee, the board of directors will have the responsibility of appointing said committee. Appointees must meet the criteria listed in Item B above.

**2. Communications Committee will prepare ballot/proxies, with instruction sheet clearly stating how to vote and voting procedure.**

- a. Ballot/proxy and Instruction sheet are to be submitted to the Board at the June Board Meeting and any changes incorporated for the July Board Meeting.
- b. Ballot/proxy must be approved by the Board at the July Board Meeting.
- c. Ballot/proxies will be printed after the approval of the documents at the July Board Meeting and given to the Election Committee prior to the end of the third week in July.

**3. Secure a master property owner list indicating which are members in good standing (MIGS) (All past due and current assessments are paid in full).**

- a. MIGS list will be compiled and approved by the board and given to the Committee Chairman. The cut-off date for a property owner to qualify as a MIGS, for the initial list will be the fourth Saturday of July, but no later than July 26<sup>th</sup>.
  - b. Chairperson will be updated weekly by the Board of any changes in a property owner's status, i.e. payment of dues/assessments received/sales/purchases
- 4. Secure dedicated P.O. Box to receive returned ballots, and provide locked box, chairman only to have key**
- 5. Printed ballots shall be provided to the committee chairperson**
- a. Ballot/proxy and return envelope description
    - 1. Ballot/proxy to be printed on colored paper
    - 2. Return envelope will have a signature line on the reverse side of the address.
  - b. Preparing ballot/proxies for mailing
    - 1. Random numbers shall be assigned all names on the master property owner list.
    - 2. Specific instructions to be included with ballot/proxy, outlining instructions for voting and the date ballot/proxy needs to be received at the post office to be counted.
    - 3. The number, from the master property owner list , for each MIGS shall be recorded on a ballot/proxy. The ballot/proxy, an instruction sheet, and a stamped return envelope will then be placed in an addressed envelope and sealed.
- 6. Send ballot/proxies to MIGS only by July 31<sup>st</sup>.**
- 7. Chairman will count weekly the number of envelopes returned, without opening, to determine quorum**
- 8. If envelopes containing ballot/proxies are incorrectly mailed to the general PPROA mail box, those unopened envelopes shall be given to the Election Chairperson.**
- 9. Ten days prior to election, if chairperson judges that an insufficient number of ballot/proxies have been received to constitute a quorum , a telephone campaign will be conducted encouraging property owners to vote**
- 10. Election chairperson confirms signature on envelope, opens ballot/proxies, only with the other two committee members present, and verifies that voting procedures have been followed, then gives the committee members the ballot/proxies to post on the master sheet containing the numbers of the MIGS, no names, (each member has a sheet for control). Time to be agreed by the committee, must be after 5:00 p.m. the Friday prior to the annual meeting and completed before 10:00 a.m. the day of the annual meeting.**
- 11. On day of election, persons wishing to vote anonymously, in person between 10:00 A.M. and close 1 hour prior to meeting**
- a. Must have name checked to ascertain if in good standing
  - b. Chairman must check name with the master property owners' list of ballot/proxies returned in mail to assure no duplicate voting
  - c. If a person wishes to pay membership fees on election day, the payment must be made to the president, vice-president or the treasurer, who will then confirm the member's eligibility to vote

- d. That person will then be given a ballot/proxy and be permitted to vote
  - e. The ballot/proxy will follow the procedure outlined in Item 10, except there will be no signature required.
- 12. A hand delivered ballot/proxy (not covered under Item 11) must be received 1 hour prior to meeting. The ballot/proxy will follow the procedure outlined in Item 10.**
  - 13. Counters' master tally sheets will be compared, agreed upon and the results presented to the chairperson.**
  - 14. All members of the Election Committee members must sign statement certifying the results.**
  - 15. At the Annual Meeting, a motion is entertained to accept the roster of candidates.**
  - 16. Final results are announced by the Election Chairperson at the annual meeting.**
  - 17. Ballot/proxies are kept in the possession of the Corporation Secretary for the period of time required by Kentucky corporate law.**

## MATTERS FOR CONSIDERATION

- **Who determines eligibility of candidates for Election Committee?**
  - Board, but subject to restrictions detailed in 1-b Criteria
- **Time frame**
  - Board approve Election Procedure at **APRIL** meeting
  - Election Committee volunteers recruited **BY WORD OF MOUTH AND THROUGH THE WEBSITE**
  - Candidates for Election Committee presented at **MAY** meeting
  - Drawing for Election Committee at May meeting
  - MIGS list compiled by fee due date, July 31, of membership dues/**OWNERSHIP**
  - Communications committee will prepare ballot/proxies, with instruction sheet clearly stating that (1)only one vote per candidate allowed (ii)ballot/proxies incorrectly marked will be null and void and will not be counted(iii)questions about completion of ballot/proxies should be directed to the Election Committee