

**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS OF
GRAND VILLA NEIGHBORHOOD ASSOCIATION, INC.,
IN LIEU OF A SPECIAL MEETING OF THE DIRECTORS
January 21, 2023**

The undersigned, being the entire Board of Directors of the Grand Villa Neighborhood Association, Inc., a Kentucky non-profit corporation, (the "Corporation"), in accordance with the existing Bylaws, adopts the following resolution in lieu of a special meeting of the Board of Directors of said Corporation:

WHEREAS, the current Bylaws of the Corporation do not specifically restrict the ability of members to vote by proxy, and, therefore the Board interprets the Bylaws to allow proxy voting in accordance with KRS 273.201(2). However, in order to ensure that there is no question that proxy voting is appropriate under the Bylaws of the Corporation, the Board of Directors desire to amend the Corporation's Bylaws, in accordance with Article IX of the existing Bylaws for the Corporation

NOW, THEREFORE, BE IT:

RESOLVED, that the Bylaws shall be amended as follows:


1. Article II of the Bylaws shall include the following additional paragraph at the end of the Article:

A member entitled to vote may vote in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. Proxy voting shall include voting by a mail-in ballot. Each vote received by mail-in ballot will be cast at the meeting of the members, by the proxy identified on such mail-in ballot, or in the absence of any named proxy, by the Secretary of the Board who is also a voting member of the Corporation.


RESOLVED FURTHER, that the Amendment to the Bylaws of Grand Villa Neighborhood Association, attached hereto be adopted as the Amendment to the Bylaws of the Corporation and that the Amendment to the Bylaws of the Corporation be entered into the minute book of the Corporation.

IN WITNESS WHEREOF, the undersigned certify that they constitute the entire Board of Directors of the Corporation and the following resolution is effective as of January 21, 2023.

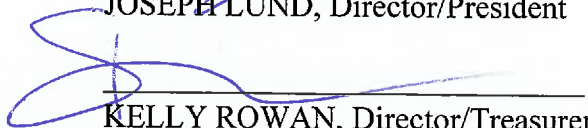
BOARD OF DIRECTORS:



JOSEPH LUND, Director/President



ADAM WEDEKING, Director/Vice-President



KELLY ROWAN, Director/Treasurer



LAUREN OLGINE, Director/Secretary

**AMENDMENT TO THE
BYLAWS OF
GRAND VILLA NEIGHBORHOOD ASSOCIATION, INC.**

Pursuant to Article IX of the Bylaws of Grand Villa Neighborhood Association, Inc., a Kentucky non-profit corporation (the "Corporation"), the Board of Directors of the Corporation have adopted the Amendment to the Bylaws as follows:

1. **ARTICLE II Members.** A new paragraph shall be added to the end of Article II such that Article II of the Bylaws shall read, in its entirety, as follows:

The association shall have one class of members. The membership shall be comprised of an owner or owners of one home and/or vacant lot within Grand Villa Subdivision. (As used herein, any reference to "lot" shall mean one home and/or vacant lot.). Each member shall have one vote for each lot owned provided that all association fees have been paid as set forth in the Declaration of Restrictions of Grand Villa Subdivision or amendments thereto. A member who owns more than one lot within the development may have the same number of votes as the number of lots owned, provided that all association fees are paid for all additional lots from the time of initial ownership of same. In the event a lot is owned by two or more individuals or entities, each shall be members but a single vote of the owners of such lot shall be exercised as they among themselves determine, provided that all association fees have been paid, and in no event shall more than one vote be cast with respect to any lot owned by several members.

Annual meeting of the membership shall be held in February of each year commencing in 1998 at such time and place as designated in a notice thereof. The primary purpose of said meeting shall be to elect directors for the upcoming year. Written notice stating the place, day and hour of the annual meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five nor more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary or board member, or the person(s) 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 the address as appears on the books of the association, with postage prepaid thereon.

Any voting members (one representative per lot owned and for which association fees are paid) representing the ownership of at least fifteen lots shall constitute a quorum at the meeting. Provided, however, that any act of raising the annual association fees shall require the appropriate percentage stated in paragraph 35 of the Declaration of Restrictions of Grand Villa Subdivision.

A member entitled to vote may vote in person or, by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. Proxy voting shall include voting by a mail-in ballot. Each vote received by mail-in ballot will be cast at the meeting of the members, by the proxy identified on such mail-in ballot, or in the absence of any named proxy, by the Secretary of the Board who is also a voting member of the Corporation.