Board Officer Duties and Responsibilities

Meadows Neighborhood Homeowners Association, Inc.

Kentucky Organization No. 0532389

Purpose and Authority

This document describes the duties and responsibilities of each officer and director of Meadows Neighborhood Homeowners Association, Inc. (the "Association"). It is adopted by the Board of Directors under the authority granted in the DIRECTOR/OFFICER MEETINGS section of the Association's Bylaws to adopt rules and regulations for the conduct of the business of the Corporation. It is intended to provide consistent guidance to current and future Board members, to facilitate orderly transitions between officers, and to ensure that the Association operates in accordance with its governing documents, the Kentucky Nonprofit Corporation Act (KRS Chapter 273), and the Kentucky Planned Community Act (KRS 381.785 to 381.801).

This document supplements but does not amend the Association's Bylaws. In the event of any conflict between this document and the Bylaws, the Bylaws control. The Board may amend this document by resolution at any properly noticed meeting at which a quorum is present.

Shared Responsibilities of All Directors

Every officer and director of the Association shares the following responsibilities, regardless of specific office held. These responsibilities arise from Kentucky statutory law, the Association's governing documents, and basic principles of community-association governance.

Statutory fiduciary duties (KRS 273.215 and KRS 381.793)

Each director must discharge the duties of a director, including duties as a member of any committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Association. A director may rely on information, opinions, reports, or statements prepared or presented by (a) officers or employees of the Association whom the director reasonably believes to be reliable and competent, (b) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional competence, or (c) committees of the Board on which the director does not serve, if the director reasonably believes the committee merits confidence.

In simpler terms: act honestly, act with reasonable care, act in the Association's interest (not your personal interest), and you can rely in good faith on the advice of professionals when making decisions outside your own expertise.

Compliance with governing documents and law

Each director is responsible for ensuring the Association operates in compliance with:

- The 1998 Phase Three Declaration of Restrictive Covenants (Madison County Deed Book 123, Page 426) and any future amendments;
- The Association's Articles of Incorporation filed March 6, 2002;

- The Association's Bylaws, as amended from time to time;
- The Kentucky Nonprofit Corporation Act (KRS Chapter 273), which governs the corporate operation of the Association;
- The Kentucky Planned Community Act (KRS 381.785 to 381.801), which has applied to the Association since June 29, 2023;
- All rules, regulations, resolutions, and policies adopted by the Board, including the Records Retention Policy.

The Bylaws set the basic operational rhythm of the Association: regular membership meetings on the second Tuesday of May and November; quarterly Board meetings at a place and time designated by the President; special membership meetings on majority vote of the Directors or by the President upon written request of 10% of the membership; and special Board meetings on at least two days' notice. Quorum at a membership meeting is 10% of the active membership and at least five (5) different active members; quorum at a Board meeting is a majority of the directors.

Meeting attendance and participation

Directors are expected to attend all regular and special Board meetings, to come prepared by reviewing agendas and supporting materials in advance, and to participate constructively in deliberations. Directors who are unable to attend a meeting should notify the President or Secretary in advance and request that the absence be excused.

The Bylaws establish a specific consequence for repeated absence: "Any Board member who fails to attend three consecutive Board meetings without excuse granted by approval of all remaining Board Members shall have said absent member's seat declared vacant." This is automatic upon the third unexcused absence — no separate removal vote is required. Granting an excuse for a particular absence requires the approval of all remaining Board members, and the excuse should be recorded in the minutes.

The Board may also fill any resulting vacancy under the VACANCIES section of the Bylaws, with first consideration going to any current alternate (the non-winner of a tied director election).

Open board meetings (KRS 381.793)

Since June 29, 2023, Board meetings must be open to lot owners, with limited closed-session exceptions for matters such as pending litigation, personnel issues, and certain confidential negotiations. Directors must observe the open-meeting requirement and use closed session only when statutorily justified. The reason for closing a session must be stated on the record before the closed session begins, and no formal action may be taken in closed session.

Confidentiality

Directors may, in the course of their service, become privy to confidential information about individual owners (assessment account histories, violation correspondence, hardship requests), about the Association (pending litigation strategy, contract negotiations), and about other directors (executive-session deliberations). Such information must not be disclosed outside the proper channels of Board business. The duty of confidentiality continues after a director leaves the Board.

Conflicts of interest

A director with a personal, financial, or family interest in any matter coming before the Board must disclose that interest before the matter is discussed, must abstain from voting on the matter, and should generally absent themselves from any closed-session deliberations on the matter. The Secretary should note the disclosure and recusal in the minutes. A conflict of interest does not disqualify a director from serving — it only requires that the conflict be managed transparently for the specific matter at hand.

Records and continuity

Records created or received by a director in his or her capacity as a director are records of the Association, not personal records. Upon leaving office, a director must transfer all such records to the appropriate successor or to the records custodian (the Secretary for corporate records; the Treasurer for financial records) in accordance with the Records Retention Policy.

Consistent and fair treatment of owners

Directors must treat all lot owners consistently in the application of the Association's rules, restrictions, and procedures. Selective enforcement — applying a restriction against some owners but not others — undermines the Association's ability to enforce restrictions generally and exposes the Association to legal challenge. Where the Board exercises discretion (for example, in granting variances or extensions), the basis for the decision should be documented in the minutes.

President

General role

The President is the chief executive officer of the Association and the primary public face of the Board. The President leads Board and membership meetings, signs official documents on behalf of the Association, represents the Association in dealings with members, vendors, attorneys, and government agencies, and bears overall responsibility for the proper functioning of the Association consistent with its governing documents.

Specific duties

Meeting leadership

- Preside at all regular and special meetings of the Board of Directors and at all annual and special meetings of the membership.
- Set the agenda for Board meetings, in consultation with other officers, and ensure that all members of the Board have an opportunity to raise matters of community concern.
- Open and close each meeting in accordance with the Bylaws, including verifying quorum, recognizing speakers, and conducting votes.
- Ensure that Board meetings are conducted in compliance with KRS 381.793 (open-meeting requirements), including proper notice, open access to members, and proper documentation of any closed sessions.

Document execution

- Sign contracts, instruments, and other documents on behalf of the Association, subject to Board authorization for matters outside the ordinary course of business.
- Sign annual reports, Statements of Change, and other filings with the Kentucky Secretary of State.
- Sign the Association's annual financial report prepared under KRS 381.794 (Treasurer prepares; President countersigns).
- Sign communications and notices to members on behalf of the Board where the Board has authorized or directed.

Representation

- Represent the Association in routine dealings with members, vendors, contractors, and government agencies.
- Serve as the primary point of contact for the Association's legal counsel, accountants, and other professional advisors.
- Coordinate with the registered agent (currently the President) for receipt of legal process and official communications.
- Maintain the line of communication with the Madison County Clerk's office regarding recorded instruments affecting the Association.

Oversight

- Provide general oversight of the work of other officers and committees, without taking over their specific duties.
- Ensure that the Secretary and Treasurer are maintaining records and accounts in accordance with the Records Retention Policy and applicable statutes.
- Confirm that the Association's annual report has been filed with the Kentucky Secretary of State on or before June 30 each year. The President shares this responsibility with the records custodian and should never assume someone else has handled it without verification.
- Bring matters of significance — material contracts, legal disputes, structural community decisions — to the full Board for deliberation rather than acting unilaterally.

Covenant administration

- In the absence of a functioning Developer (The Meadows Development, Inc. having dissolved in approximately 2001), the President, in coordination with the Board and the Counsel, manages the practical administration of covenant-related inquiries on an interim basis pending the comprehensive recorded instrument.
- Refer covenant-interpretation questions and architectural inquiries to the Counsel for analysis before any Board decision.
- Communicate openly with owners about the limits of the Board's current authority over covenant enforcement, given the structural issues identified in the Association's research record.

Required cooperation with other officers

- Works with the Vice President to delegate matters appropriately and to ensure continuity in the President's absence.
- Works with the Secretary to set agendas, give proper notice of meetings, and maintain minutes and corporate records.
- Works with the Treasurer on budget preparation, assessment levies, and financial reports.
- Works with the Counsel on covenant-related decisions and on the legal-coordination items the Counsel handles.

Term and election

Elected by the Board of Directors by majority vote at their first meeting following the November general election of directors, as required by the OFFICERS AND BOARD MEMBERSHIP section of the Bylaws. Serves a two-year term consistent with the underlying directorship and may be re-elected; no term limits apply. The President must be a voting member of the Board of Directors. Directors are elected on a staggered schedule (two in odd years, three in even years) by the active members at the November regular meeting.

Estimated time commitment

Approximately five to eight hours per month in a steady state, plus additional time during membership meetings, signature campaigns, or significant Association matters. Increases significantly during periods of active legal work, major projects, or covenant amendment efforts.

Vice President

General role

The Vice President acts in the President's place when the President is unavailable, ill, or has a conflict of interest, and otherwise supports the President in the leadership of the Board. The Vice President is also typically the natural successor to the Presidency and gains experience in that role through close collaboration with the current President.

Specific duties

Presidential succession

- Preside at any Board or membership meeting at which the President is absent.
- Exercise all the powers and perform all the duties of the President in the President's absence, illness, or inability to serve, as expressly directed by the OFFICERS AND BOARD MEMBERSHIP section of the Bylaws.
- Assume the office of President if the President resigns or is removed, until the next regular election or until the Board appoints a successor in accordance with the Bylaws.
- Sign documents on behalf of the Association when the President is unable to sign, in accordance with Board authorization.

Full Order of Succession (per the Bylaws)

The Bylaws specify a complete chain of succession beyond the Vice-President. Should both the President and Vice-President be absent, incapacitated, or unable to serve, the order continues as follows:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Counsel

Each officer in the succession line should be familiar with the role of the office immediately above so that the Association can continue to function without interruption if multiple officers are unavailable. The Vice-President bears particular responsibility for maintaining this readiness across the entire chain by communicating with the other officers about pending matters during any extended absence of the President.

Standing project leadership

- Lead specific projects or initiatives assigned by the Board (for example, the comprehensive recorded instrument project, the Records Retention Policy implementation, the annual community communication effort).
- Serve as the Board's lead liaison to one or more committees, as the Board directs.
- Coordinate with the Counsel on covenant-related matters and on the comprehensive recorded instrument project.

Conflict-of-interest backstop

- Preside over any Board deliberation in which the President has a disclosed conflict of interest, to ensure the matter is considered impartially.
- Serve as an alternate signatory for the Association on matters where the President has a conflict.

Continuity and transition

- Maintain familiarity with the full range of Association operations so the Vice President can step in seamlessly if needed.
- Participate actively in officer transitions, both incoming and outgoing, to preserve institutional knowledge.

Required cooperation with other officers

- Maintains close ongoing communication with the President to stay current on all significant Association matters.
- Coordinates with the Secretary on meeting notices and minutes during periods of presidential absence.
- Stays informed about financial matters through routine review of Treasurer reports.

Term and election

Elected by the Board of Directors by majority vote at their first meeting following the November general election of directors. Serves a two-year term consistent with the underlying directorship and may be re-elected; no term limits apply. The Vice-President must be a voting member of the Board of Directors.

Estimated time commitment

Approximately two to four hours per month in a steady state, increasing during periods when the Vice President is leading a specific project or covering for the President.

Secretary

General role

The Secretary is the custodian of the Association's corporate and governance records and is responsible for the proper documentation of Board and membership meetings. The Secretary's work creates the institutional memory of the Association — minutes, resolutions, correspondence, recorded instruments, and related materials. This role is essential to the Association's continuity across changing boards.

Specific duties

Meeting documentation

- Attend all regular and special meetings of the Board of Directors and all annual and special meetings of the membership, and prepare written minutes of each.
- Minutes must accurately record the date, time, and place of the meeting; the names of directors present and absent; the existence of a quorum; the items discussed; all motions made (with the names of the moving and seconding directors); the votes taken (including the names of directors voting for, against, or abstaining where required); the reasons for any closed session; and any decisions or resolutions adopted.
- Distribute draft minutes to all directors within a reasonable time after each meeting (recommended: within ten business days).
- Present prior minutes for Board approval at the next regular meeting and incorporate any approved amendments before the minutes are finalized.
- Maintain a permanent minutes book (digital or paper) containing all approved minutes, in accordance with KRS 273.233 and the Association's Records Retention Policy.

Notices

- Prepare and send all notices required by the Bylaws and applicable law, including notices of annual and special membership meetings, notices of Board meetings, and notices of any matter requiring member vote or comment.
- Notices must be delivered in the manner and within the time periods prescribed by the Bylaws — at least seven (7) calendar days in advance for membership meetings, by personal delivery, mailbox placement, mail, or email. The AMENDMENTS section of the Bylaws requires that the text of any proposed bylaw amendment be included at length in the meeting notice.
- Maintain proof of notice delivery as part of the corporate records (the Records Retention Policy specifies a five-year retention for proof of notice).

Records custody (corporate and governance)

- Serve as the records custodian for corporate and governance records of the Association under Section 5.1 of the Records Retention Policy.
- Maintain custody of the Articles of Incorporation and all amendments, the Bylaws and all amendments, all Board and membership meeting minutes, all Board resolutions, all Secretary of State filings, all certificates of existence, and certified or stamped copies of recorded instruments affecting the Association.

- Maintain the master index of recorded instruments affecting The Meadows: the 1997 Lowery deed (Deed Book 478, Page 663); the 1998 Phase Three Declaration (Deed Book 123, Page 426); the 1998 Lot 26 waiver (Book 124, Page 211); the 1999 Lot 1 waiver (Book 133, Page 716); the Phase One Declaration when located; all plats; and any future comprehensive instrument.
- Implement the Association's Records Retention Policy with respect to corporate and governance records, including destruction protocols, litigation holds, and the destruction log.

Owner records-access requests

- Serve as the primary point of contact for owner requests to inspect Association records under KRS 273.233 and KRS 381.795, as described in the Association's Records Access Procedure.
- Acknowledge requests within five business days and provide a substantive response within ten business days of receipt.
- Coordinate with the Treasurer on inspection requests that involve financial records.
- Maintain a log of all inspection requests, the response given, and the records produced.

Annual report (KY Secretary of State)

- Together with the President, ensure that the Association's annual report to the Kentucky Secretary of State is filed on or before June 30 of each year.
- Maintain a recurring calendar reminder for the annual report deadline, beginning no later than May 1 each year.
- Confirm at the next regular Board meeting following the filing that the report was timely filed, and document confirmation in the minutes.
- This duty is non-delegable in the practical sense: the Association has been administratively dissolved twice for failure to file annual reports (in 2006 and 2017), and the Secretary, together with the President, is the principal officer responsible for ensuring this never happens again.

Membership roster

- Maintain an accurate roster of all lot owners and Association members, including contact information.
- Update the roster promptly when notified of changes in ownership, contact information, or membership status.
- Coordinate periodically (at least annually) with the Madison County Clerk's records or with the Treasurer's assessment records to verify the accuracy of the roster.

Officer transitions

- Upon a change in any officer, the Secretary delivers a written summary of pending matters, recent decisions, and outstanding obligations relevant to the incoming officer.
- Upon a change in Secretary, the outgoing Secretary delivers all records in his or her custody to the incoming Secretary within thirty days, with a signed inventory.

Required cooperation with other officers

- Works closely with the President on meeting agendas, notices, and follow-up on Board decisions.

- Coordinates with the Treasurer on financial records, particularly during owner inspection requests and annual financial reporting.
- Provides records and historical context to all officers as needed for their respective responsibilities.

Term and election

Elected by the Board of Directors by majority vote at their first meeting following the November general election of directors. Serves a two-year term consistent with the underlying directorship and may be re-elected; no term limits apply. The Secretary must be a voting member of the Board of Directors.

Estimated time commitment

Approximately four to seven hours per month in a steady state. Heavier during the weeks immediately following Board meetings (minutes preparation) and during the spring annual-report and budget-preparation cycle. Owner inspection requests can add several hours episodically.

Treasurer

General role

The Treasurer is responsible for the Association's finances — collecting assessments, paying expenses, maintaining accurate financial records, preparing budgets and financial reports, and ensuring the Association operates within its means and in compliance with applicable financial regulations. The Treasurer is the records custodian for all financial records under the Records Retention Policy.

Specific duties

Banking and accounts

- Maintain the Association's bank accounts in the name of the Association, with authorized signatories as the Board designates.
- Deposit all funds received by the Association (dues, assessments, special assessments, interest, fees, and other income) into the appropriate Association account.
- Pay all properly authorized expenses of the Association from the appropriate account, retaining documentation (invoices, receipts) for all disbursements.
- Reconcile bank statements monthly and maintain reconciliation records in accordance with the Records Retention Policy (seven-year retention).

Assessments and collections

- Calculate the annual dues and assessments in accordance with the DUES and ASSESSMENTS sections of the Bylaws and the budget adopted by the Board. Dues amounts are approved by majority vote of members at the November regular meeting and are payable by January 1 of the following year; assessments for special and non-recurring needs are approved by majority vote at a regular or special meeting.
- Issue assessment notices to all lot owners in the manner and on the schedule the Board directs.
- Maintain individual lot-owner assessment accounts showing amounts levied, amounts collected, and any delinquencies.
- Manage assessment collections in accordance with the procedures in KRS 381.796 and 381.797 (notice of charges; special assessments), and coordinate with legal counsel on enforcement of unpaid assessments through the statutory continuing lien under KRS 381.799.
- Recommend to the Board any required collection actions, including the recording of liens, in coordination with counsel.

Budget

- Prepare a proposed annual budget for the Association covering all anticipated revenues and expenditures.
- Present the proposed budget to the Board for review and adoption in accordance with KRS 381.790.
- Once the budget is adopted, monitor actual revenues and expenditures against budget and report variances to the Board at regular meetings.
- Recommend mid-year adjustments to the Board if circumstances warrant.

Financial reports

- Prepare the Association's annual financial report under KRS 381.794, presenting financial information in accordance with the statutory standards applicable to the Association's revenue level.
- Present quarterly or monthly financial summaries to the Board at regular meetings.
- Ensure that financial reports are accurate, complete, and reconciled to the underlying accounting records.
- Make financial reports available to lot owners in accordance with the Records Access Procedure.

Tax matters

- Coordinate with the Association's tax preparer to file all required federal and Kentucky tax returns (typically Form 1120-H for federal purposes, or as the tax preparer recommends).
- Maintain the Association's federal Employer Identification Number (EIN) determination letter and any related correspondence with the IRS as permanent records.
- Maintain tax records in accordance with the Records Retention Policy (seven-year retention for tax returns and supporting documentation).

Insurance

- Maintain appropriate insurance coverage for the Association as required by KRS 381.790, including general liability, property (if applicable), and directors-and-officers insurance.
- Review insurance coverage annually and recommend adjustments to the Board.
- Maintain insurance policies and certificates as part of the financial records.

Records custody (financial)

- Serve as the records custodian for all financial records of the Association under Section 5.1 of the Records Retention Policy.
- Maintain custody of bank statements, accounting journals and ledgers, invoices and receipts, contracts (with the Secretary), assessment records, lien records, tax returns and supporting documentation, financial reports, and insurance policies.
- Implement the Records Retention Policy with respect to financial records, including destruction protocols and litigation holds.

Owner records-access requests (financial)

- Respond to owner inspection requests that involve financial records, coordinating with the Secretary.
- Prepare individual lot owner account statements upon request from the owner of that lot.
- Maintain confidentiality of other owners' financial information, including by appropriate redaction when records are produced.

Required cooperation with other officers

- Works closely with the President on budget preparation, expenditure approvals, and financial decisions of significance.

- Coordinates with the Secretary on assessment notices (Secretary handles notice mechanics; Treasurer provides amounts and account information), and on records access requests.
- Serves as a backstop with the Secretary on the annual report filing — both officers should be tracking the June 30 deadline.

Term and election

Elected by the Board of Directors by majority vote at their first meeting following the November general election of directors. Serves a two-year term consistent with the underlying directorship and may be re-elected; no term limits apply. The Treasurer must be a voting member of the Board of Directors. Given the financial responsibilities of this role, the Board should consider relevant experience in accounting, financial management, or bookkeeping when selecting a Treasurer.

Estimated time commitment

Approximately five to eight hours per month in a steady state, with significant peaks at year-end (budget preparation, tax preparation, annual financial report). Assessment collection cycles add several hours during the months when invoices are sent and collected.

Counsel

General role

The Counsel is the Board's principal research and advisory officer. Under the OFFICERS AND BOARD MEMBERSHIP section of the Bylaws, the Counsel "shall conduct research for the Board and the Corporation regarding pertinent laws, policies, precedents, commercial arrangements, etc., and report to the Board or Corporation in order to inform and advise concerning issues relevant to the Corporation." The role is research-oriented and broad in scope, encompassing legal, policy, precedential, and commercial questions that come before the Association. The Counsel does not provide legal advice to the Association in a professional capacity and does not stand in the place of the Association's retained Kentucky community-association attorney; the role is one of informed research and advisory judgment, not legal representation.

Specific duties

Research and reporting

- Conduct research for the Board and the Corporation on pertinent laws (Kentucky statutes, federal law as applicable), policies (governing-document interpretation, best practices in community associations), precedents (prior Board decisions, court decisions affecting Kentucky HOAs), and commercial arrangements (vendor contracts, insurance policies, professional-services agreements) — the topics expressly assigned to Counsel by the Bylaws.
- Report findings to the Board, in writing where feasible, in a form that supports informed deliberation and decision-making.
- Report directly to the active membership at regular meetings, or in writing to the membership, when a research finding is of community-wide significance or when the membership has expressly requested the report.
- Maintain a research file accessible to current and future Board members so that institutional knowledge accumulates over time and is not lost when officers turn over.

Liaison with outside legal counsel

- Serve as the primary point of contact between the Board and the Association's retained Kentucky community-association attorney.
- Frame legal questions clearly and concisely before referring them to outside counsel, providing the factual context and prior Board action relevant to the question.
- Receive and digest outside counsel's responses, and translate them into recommendations the full Board can act on.
- Coordinate with the Treasurer on the budget for legal services and approve invoices from outside counsel within Board-authorized limits.

Compliance monitoring

- Monitor the Association's ongoing compliance with the Kentucky Nonprofit Corporation Act (KRS Chapter 273), particularly the recordkeeping, member-rights, and corporate-formality provisions.
- Monitor compliance with the Kentucky Planned Community Act (KRS 381.785 to 381.801), including open-meeting requirements under KRS 381.793, records-access rights under KRS

381.795, financial-reporting requirements under KRS 381.794, assessment procedures under KRS 381.796 and 381.797, and the statutory lien framework under KRS 381.799.

- Maintain a watching brief on developments in Kentucky community-association law and bring material developments to the Board's attention.
- Periodically (at least annually) review the Association's operating practices against the requirements of the Bylaws, the Declaration, the Articles of Incorporation, and applicable statutes, and report any gaps to the Board for correction.

Governing documents and recorded instruments

- Maintain mastery of the Association's three layers of governing documents: the 1998 Phase Three Declaration of Restrictive Covenants, the 1997 Lowery deed restrictions, and the Articles of Incorporation and Bylaws.
- Coordinate with the Secretary on the master file of recorded instruments affecting The Meadows.
- Lead, in coordination with outside counsel and the President, the project to draft and record the comprehensive recorded instrument addressing the developer-approval gap, the silent amendment procedure, and the express HOA-Declaration linkage.
- Coordinate the signature campaign for any future recorded instrument requiring lot-owner consent, working with the Secretary on the owner list and with the Treasurer on any related notice or assessment matters.

Covenant interpretation and enforcement

- Given the developer-approval gap in the 1998 Declaration and the absence of a separate architectural-review body, serve as the Board's principal advisor on questions of covenant interpretation.
- Review owner inquiries or applications that touch on the covenants (proposed fences, outbuildings, exterior changes, signage, landscaping changes) and advise the Board on whether and how to respond.
- Maintain a written record of the Board's prior covenant-related decisions so that future decisions can be informed by and consistent with past practice.
- Coordinate with outside counsel on any covenant-enforcement matter that may involve formal action, litigation risk, or significant owner disputes.
- Advise the Board candidly on the limits of the Association's current authority over covenant enforcement, given the structural issues identified in the Association's research record (developer dissolution, silent amendment procedure, Lowery-layer overlay).

Records access and disputes

- Advise the Secretary and Treasurer on owner records-access requests that raise questions about scope, privilege, or redaction.
- Coordinate the Association's response to any complaint, demand letter, or notice of claim received by the Association, escalating to outside counsel as appropriate.
- Maintain awareness of any matter subject to litigation hold under the Records Retention Policy and ensure that destruction of relevant records is suspended.

Risk management

- Identify legal and compliance risks to the Association and recommend mitigation strategies to the Board.
- Review proposed Board actions for legal sufficiency before they are taken, particularly for actions that may affect owner property rights, the Association's enforcement standing, or its corporate good standing.
- Maintain awareness of insurance coverage (in coordination with the Treasurer) sufficient to address the legal-risk profile of Board service and Association operations.

Board education

- Brief incoming directors on the legal framework within which the Association operates: the Kentucky Nonprofit Corporation Act, the Planned Community Act, the Association's governing documents, and the analytical record developed by prior research.
- Maintain accessible reference materials (the research document, the Records Retention Policy, the Records Access memorandum, this Duties document) for use by all directors.

Important note on the limits of this role

Although the title is "Counsel," the position is a Board officer with a research and advisory function, not the Association's attorney. The Counsel exercises informed judgment on the topics the Bylaws assign — laws, policies, precedents, and commercial arrangements — but does not provide legal advice in a professional capacity to the Association or its members. Where a matter calls for professional legal judgment — drafting a recorded instrument, interpreting an ambiguous statute, evaluating litigation risk, representing the Association in any proceeding — the Counsel refers the matter to the Association's retained Kentucky community-association attorney.

If the person serving as Counsel happens to be a licensed Kentucky attorney, the same principle applies. Serving as a Board officer does not create an attorney-client relationship with the Association, and a Board-officer Counsel should be careful not to blur that line either in formal communications or in informal discussions. The Association is best served by retaining outside counsel for actual legal advice.

Required cooperation with other officers

- Works closely with the President on the timing and prioritization of legal projects, on covenant-related correspondence, and on engagement of outside counsel.
- Works with the Secretary on the master file of recorded instruments, on records access requests with legal-privilege questions, and on the litigation-hold protocol.
- Works with the Treasurer on legal-services budget, lien filings, and assessment-collection matters.
- Works with the Vice President on continuity of legal projects across officer transitions.

Term and election

Elected by the Board of Directors by majority vote at their first meeting following the November general election of directors. Serves a two-year term consistent with the underlying directorship and may be re-elected; no term limits apply. The Counsel must be a voting member of the Board of Directors. Given the research-oriented nature of this role, the Board should consider relevant background — legal training,

compliance experience, project-management experience, research aptitude, or sustained engagement with the Association's governing documents — when selecting a Counsel. A law degree is not required.

Estimated time commitment

Approximately three to six hours per month in a steady state, increasing significantly during periods of active legal work such as the comprehensive recorded instrument project, a contested covenant-enforcement matter, or an owner-records-access dispute.

Annual Calendar of Officer Responsibilities

The following calendar summarizes recurring officer responsibilities throughout the year. It is intended as a planning tool to help officers anticipate workload and avoid missed deadlines. The specific items in any given month may vary based on Association activities, but the deadlines marked as statutory (Secretary of State annual report, tax filings) are firm.

Month	Key responsibilities
January	Treasurer: review year-end financial position; begin tax-preparation gathering. Secretary: confirm prior-year minutes are complete and approved. President: review schedule of Board meetings for the year.
February	Treasurer: coordinate with tax preparer on federal and Kentucky returns. President + Secretary: begin planning for spring membership communications.
March	Treasurer: file or arrange filing of federal and Kentucky tax returns by the applicable deadline (typically April 15 unless an extension is filed). Secretary: prepare notice for the May regular membership meeting if scheduled.
April	Tax returns due (or extensions). Secretary: send notice for the May meeting at least the number of days in advance required by the Bylaws. Treasurer: begin preparing the proposed annual budget.
May	Regular membership meeting (typical). President leads. Treasurer presents financial update and any proposed budget. Secretary records minutes. All officers prepare reports.
June	STATUTORY DEADLINE: Annual report to the Kentucky Secretary of State must be filed on or before June 30. President + Secretary jointly confirm filing. Both officers verify filing receipt and document confirmation in next Board minutes.
July	Confirm June annual report filing was received and processed. Treasurer: mid-year budget review; report variances to Board. Secretary: file annual-report confirmation in the permanent corporate records.
August	Treasurer: prepare for next year's budget cycle. President + Vice President: review status of major projects (e.g., comprehensive recorded instrument, records policy implementation).
September	Treasurer: send any second-half assessment notices on the Board's schedule. Counsel: review any pending covenant-related correspondence and consult with outside counsel on items requiring formal action.
October	Treasurer: prepare draft budget for next year. Secretary: prepare notice for November regular membership meeting if scheduled.
November	Regular membership meeting (typical). Board elections (if scheduled per Bylaws). Treasurer presents draft budget. Secretary records minutes.
December	Board: organize for the new year. New officers elected by Board at the first meeting after the membership meeting. Records custodian: complete year-end records transfers and inventory. Treasurer: close the books for the year.

This calendar is intended as a guide and does not replace the specific deadlines in the Bylaws, the Records Retention Policy, or applicable Kentucky statutes. When in doubt, officers should consult the controlling document.