

BY-LAWS OF VILLA WOODS HOME OWNERS ASSOCIATION, INC.
REVISED 2018

ARTICLE I. NAME AND LOCATION

The name of the corporation is VILLA WOODS HOME OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located in Jackson County, Missouri, but meetings of members and directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II. DEFINITIONS

"Amended Declaration" shall mean and refer to the Amended Declaration, Covenants, and Restrictions, adopted by the Association on January 13, 2018.

"Association" shall mean and refer to VILLA WOODS HOME OWNERS ASSOCIATION, INC., its successors and assigns.

"Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the members of the Association.

"Complaint Committee" is as defined in Article IX of the Amended Declaration.

"Declarant" shall mean and refer to Villa Woods Home Owners Association, Inc., a Missouri not-for-profit corporation, its successors and assigns.

"Developer" shall refer to Sutherland & Mock, L.L.C., and Mock Building Company, or their successors and assigns.

"Developer Owned Acreage" will mean land lying within the heretofore-described properties immediately adjacent to said properties, which is owned by Sutherland & Mock, L.L.C., and Mock Building Company, or their assigns, which has not been subdivided into Lots or conveyed to the Association as common area, including Lot 18, owned by Mock Building Company and Lot 29, owned by Sutherland & Mock, L.L.C.

"Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat relating to the properties, excepting the common area or Developer owned acreage.

"Member" shall mean and refer to every person or entity who holds membership in the Association as defined in Article VI Sections 2. and 3. of the Amended Declaration.

"Occupant" shall mean and refer to the occupant of a dwelling situated on a lot or of a single family residential unit who shall be either the owner or a lessee pursuant to a written lease having an initial term of at least twelve (12) months.

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot or other land which is a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

"Properties" shall mean and refer to that certain real property described in the Amended Declaration adopted by the Association on January 13, 2018, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III. MEMBERSHIP

Section 1. Members

Every person or entity that qualifies under the definition of "Member", as set forth in Article II. herein above, shall be considered as a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner or occupant shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot or other land which is subject to assessment by the Association or occupancy of a single family dwelling or residential unit. A lessee shall not be a member, but the lessor of the single family dwelling or residential unit is considered as the member respecting that property.

Section 2. Suspension of Membership

In accordance with Article IX of these By-Laws, during any period in which a member shall be delinquent in the payment of any annual or special assessment levied by the Association, or any other amount due to the Association, the voting and other rights of the member to use of the Association facilities may be suspended by the Board of Directors until such assessment or amount due has been paid.

ARTICLE IV. RULES AND REGULATIONS

Section 1. Enforcement

The Board of Directors may from time to time promulgate rules and regulations as hereinafter provided for to govern the use of the common area and facilities, the conduct of members and their guests, and compliance with the Amended declaration filed of record relating to the use of land or improvements within the properties, the control of architecture within the properties, or other measures necessary to ensure the health, safety and welfare of the residents. The Board, either through the Association rules and regulations or by Board action, may determine reasonable admission and other fees for the use of any Association facility situated upon the common area. The Rules and Regulations shall be effective ten (10) days after notice of enactment is emailed or mailed to the members. The notice of enactment, along with the Rules and Regulations to be enacted shall be emailed or mailed to the members.

Section 2. Sanctions

Members violating the Amended Declaration, these By-laws, and/or duly promulgated rules and regulations shall be subject to sanctions in accordance with the terms and provisions of the rules and regulations as imposed by the Complaint and Grievance Committee (to be known as "Complaint Committee"), created pursuant to article IX of the Amended Declaration and Article XI of these By-laws or as imposed by the "Enforcement Committee", created by the Board of Directors, pursuant to Article XI of these By-Laws. Such sanctions may include, but are not limited to, suspension of membership, the right to use or enjoy the common area for a period not to exceed ninety (90) days

per violation, and/or the assessment of fines not to exceed Fifty Dollars (\$50.00) per violation. Such fines, as well as costs and attorney's fees expended in collecting fines or enforcing suspensions shall be considered as special assessments in accordance with the Amended Declaration, and shall become a lien against any Lot, unit or land owned or occupied by any violator.

Section 3. Right of Appeal

Aggrieved Members shall have ten (10) days following the notice of any violation made by the Complaint Committee or the Enforcement Committee and the sanction so imposed to appeal same to the Board of Directors. Aggrieved Members shall have ten (10) days following the notice of any decision made by the Complaint Committee or the Enforcement Committee to appeal same to the Board of Directors. In either event, such appeal must be made in writing and will be heard by the Board at its next scheduled meeting. If no hearing is requested within ten (10) days after the decision of the Complaint Committee or the Enforcement Committee, said decision shall become final.

ARTICLE V. PROPERTY AND VOTING RIGHTS

Section 1. Use and Delegation of Use

Each member shall be entitled to the use and enjoyment of the common area and facilities as provided in the Amended Declaration. Any member may delegate said member's rights of enjoyment of the common area and facilities to members of his family, his tenants or contract purchasers who reside on the property. Such member shall notify the secretary in writing of the names of the delegees. The rights and privileges of such delegees are subject to suspension to the same extent as those of the member.

Section 2. Fees Charges and Fines

In accordance with Article IV of these By-Laws, the Association may charge reasonable admission and other fees for the use of any Association facility situated upon the common area, and may assess fines and charges for abuse of the privileges of using the common area.

Section 3. Voting Rights

The Association will have one class of voting membership as follows: Members will be all Owners of single-family residential Lots, including those lots owned by Sutherland & Mock, L.L.C., and Mock Building Company. Each Member will be entitled to one (1) vote for each Lot in which they hold interest as provided more fully in Article VI Sections 2. and 3. of the Amended Declaration and articles II and III of these By-Laws. When more than one person holds such an interest in any Lot, all such persons will be Members. The vote for such Lot will be exercised as they among themselves determine, but in no event will more than one vote be cast with respect to the ownership of any Lot. A lessee shall not be entitled to vote; only the lessor of a lot shall be entitled to vote.

ARTICLE VI. MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the members shall be held in the month of January of each year, on a date, at a time, and at a place designated by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the Association's President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings

Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by emailing or mailing a copy of such notice, postage prepaid if mailed, at least fifteen (15) days, but not more than sixty (60) days before such meeting to each member entitled to vote thereat. Such notice shall be mailed or emailed to the member's email or physical address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum

At the first meeting called, as provided in Sections 1 or 2 of this Article VI, the presence at the meeting of members or of proxies entitled to cast sixty percent (60%) of all votes of the membership shall constitute a quorum. If the required quorum is not forthcoming, another meeting may be called, subject to the notice requirements set forth in Section 3 above, and the required quorum, at any such subsequent meeting, shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies

At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Each proxy must specifically designate the meeting to which the proxy pertains. Every proxy shall be revocable and shall automatically cease at the conclusion of the meeting to which the proxy specifically pertains.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition of the Board/Term of Office

The affairs of the Association shall be managed by a Board of nine (9) directors, who must be members of the Association. Each director shall serve a term of three (3) years, as more fully provided for in Section 3. of this Article VII. Three (3) of the nine (9) directors shall be elected each year, thereby ensuring stability on the Board of Directors. Each director shall serve a three (3) year term, (or until such time as said director's successor is elected) whichever first occurs, unless said director shall sooner resign, be removed, or otherwise becomes disqualified to serve.

Section 2. Method of Nomination

Nomination for election to the Board of Directors shall be made by the Board of Directors, with or without the assistance of a Nominating Committee. If the Board of Directors desires the assistance of a Nominating Committee, then such committee shall be appointed annually by the Board of Directors. The Nominating Committee shall consist of such members as decided by the Board of Directors annually. The Nominating Committee, if desired by the Board, shall be appointed by the Board of

Directors prior to each annual meeting of the members and shall serve from the date of such appointment until its task is complete. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among the members only. The nominations will be announced at the annual meeting. Nominations may also be made from the floor at the annual meeting.

Section 3. Election

Election to the Board of Directors shall be for a three (3) year term and such election shall be by voice vote or secret written ballot, as determined by the Association's President, at the annual meeting of the Association. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Amended Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4. Removal and Replacement

Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his predecessor.

Section 5. Compensation

No director shall receive compensation for any service said director may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, as approved by the Board.

ARTICLE VIII. MEETING OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held quarterly (assuming that there is business to conduct), without notice to the members, at such place and hour as may be fixed from time to time by the Association President. If there is no business to conduct at a quarterly meeting, then the Board shall meet as determined by the President when there is business to conduct, under the notice provisions as set out above.

Section 2. Special Meetings

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than twenty-four (24) hours notice to each director.

Section 3. Quorum

A majority of the number of directors shall constitute a quorum for the transaction of business. Every act(s) or decision(s) done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the action(s) of the Board.

Section 4. Action Taken Without a Meeting

The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting, by obtaining the written approval of or consent to the action of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors, duly held and called. As part of such written action, the Board of Directors may waive any required meeting notice.

ARTICLE IX. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers

The Board of Directors shall have the power to:

- a. Adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- b. Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed ninety (90) days for infraction of the Amended Declaration, these By-Laws, and published rules and regulations of the Association, as determined by the Complaint Committee or the Enforcement Committee which also have the power to assess fines as provided for in Article IV Section 2 of these By-Laws.
- c. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Amended Declaration.
- d. Declare the office of a member of the Board of Directors to be vacant, in the event such member shall be absent from two (2) consecutive regular meetings of the Board of Directors.
- e. Employ a manager, an independent contractor, or such other employees as the Board deems necessary, and to prescribe the duties of the manager or person so employed.

Section 2. Duties

It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all of its acts and corporate affairs, and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.
- b. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
- c. With respect to the annual assessment, to:

- (1) Fix the amount of the annual assessment against each Lot by Board action at least thirty (30) days in advance of each annual assessment period, or alternatively,
 - (2) Implement any annual assessment increase as voted upon and approved by the membership, upon the terms of such approval,
 - (3) Send written notice of each annual assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period with quarterly notices thereafter with respect to the amount of each property owner's annual assessment still due and
 - (4) File and/or foreclose the lien, in the name of the Association, if necessary, against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the delinquent assessment, if necessary, at the discretion of the Board of Directors.
- d. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
 - e. Procure and maintain adequate liability and hazard insurance on property owned by the Association.
 - f. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
 - g. Cause the common area to be maintained.

ARTICLE X. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers

The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board, may from time to time, by resolution create.

Section 2. Election of Officers

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term

The Officers of the Association shall be elected annually by the Board, and each shall hold office for one (1) year (or until such time as said officer's successor is elected) whichever first occurs, unless said officer shall sooner resign, be removed, or otherwise becomes disqualified to serve.

Section 4. Special Appointments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies

A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer that the new officer replaces.

Section 7. Multiple Offices

The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties

The duties of the officers are as follows:

- a. **President:** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, and shall co-sign all checks and promissory notes.
- b. **Vice-President:** The Vice-President shall carry out the responsibilities and duties of the President, in the President's absence, and shall carry out such other duties as requested or assigned by the President.
- c. **Secretary:** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association, if any; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- d. **Treasurer:** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XI. COMMITTEES

The following standing committees shall be formed or appointed by the President of the Association

with the consent of the Board of Directors, as the case may be:

- a. Architectural Review Committee: An Architectural Review Committee, as provided in Article VII of the Amended Declaration, shall be appointed by the President with the advice and consent of the Board. The number of persons on this committee shall be determined by the President.
- b. Complaint Committee: A Complaint and Grievance Committee (to be known as "Complaint Committee"), shall be formed as needed, pursuant to and under the provisions of Article IX of the Amended Declaration. The purpose of this committee is to hear and determine grievances filed by a member against another member pertaining to a violation of the Amended Declaration, these By-Laws, or the Association's Rule and Regulations.
- c. Enforcement Committee: An Enforcement Committee shall be appointed annually by the President with the consent of the Board. The number of persons on this committee shall be determined by the President. The purpose of this committee shall be to enforce violations of the Amended Declaration, these By-Laws, and the association's Rules and Regulations, as determined by this committee and which do not involve a grievance filed by one member against another pertaining to such violations; as those violations are to be heard by the Complaint Committee.
- d. Other Committees: In addition, the President, with the advice and consent of the Board, shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XII. INDEMNIFICATION

Every officer, director and member of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities (including attorney's fees) actually and necessarily incurred or imposed upon said officer, director, or member in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which said officer, director, or member may be involved, as a party or otherwise, by reason of having been an officer, director, or member of the Association, whether or not said officer, director, or member continues to be such an officer, director or member of the Association at the time of the imposition of such costs, expenses or liabilities, except in relation to matters in which said officer, director, or member shall finally be adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or negligence toward the Association in the performance of said person's duties, or in absence of adjudication, such liability by opinion of legal counsel selected by the Association. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of each such person.

ARTICLE XIII. BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Amended Declaration, the Articles of Incorporation, By-Laws of the Association, and the Association's Rules and Regulations, shall be available for inspection by any member at the principal office of the Association. The Amended Declaration, By-Laws, and Rules and Regulations, shall be emailed to all members.

ARTICLE XIV. ASSESSMENTS

By the Amended Declaration, each member is deemed to covenant and agree to pay to the Association, annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall become delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the owner personally obligated to pay same, or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common area or abandonment of his Lot. The annual maintenance assessment, as of the adoption of these By-Laws, is \$1,200.00. * see Article IX Section 2. Paragraph C.

ARTICLE XV. AMENDMENTS

These By-Laws may be amended: (a) by a vote of two-thirds (2/3) of the directors at any meeting of the Board of Directors called for that purpose, provided that notice of the meeting and the proposed amendments has been given to the members at least fifteen (15) days prior to the meeting, or (b) at an annual meeting of the members by a majority vote, with a quorum of members present in person or by proxy. In case of any conflict between the Articles of Incorporation and these ByLaws, the Articles of Incorporation shall control; and in the case of any conflict between the Amended Declaration and these By-Laws, the Amended Declaration shall control.

ARTICLE XVI. MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

Section 2. Leasing of Property

Although nothing in the Amended Declaration or these Bylaws is designed to prohibit the leasing by a member of a single family dwelling or residential unit, such a practice is discouraged, as a matter of policy, by the Association, as it is the expressed preference of the Association that the Villa Woods subdivision be made up solely of members who reside in the single family dwelling or residential unit owned by the member. In the event, however, that a member desires to lease out the single family dwelling or residential unit owned by the member, it shall be the expressed responsibility of the member to provide a signed (minimum one year) lease to the Association's Board of Directors whereby the lessee (tenant) acknowledges they have received a copy of the Association's Amended Declaration of Covenants, Conditions and Restrictions, By-Laws, and Rules and Regulations and that the lessee (tenant) agrees to abide by all of the above. It is the expressed responsibility of the member to ensure that the lessee complies with all of the above

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the Association, herein, have hereunto set their hands and seals this 6TH day of JULY, 2018.

Michael W. Hanna
MICHAEL W. HANNA, President

Sandi Hunt
SANDI HUNT, Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On this 6TH day of JULY, 2018, before me, a Notary Public, personally appeared Michael W. Hanna, to me known to be one of the persons described in and who executed the foregoing instrument, and declared that he is the President of Villa Woods Home Owner's Association, Inc., and that the foregoing Amended Declaration of Covenants and Restrictions were adopted by the requisite number of the members of Villa Woods Home Owner's Association, Inc., on January 13, 2018, at the duly called and held annual meeting of the Association, and that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office the day and year last above written.

Anny Eads
Notary Public

