

BY-LAWS  
OF  
WALNUT CREEK SOUTH HOMES ASSOCIATION  
(A Missouri Not-For-Profit Corporation)

ARTICLE I

Offices

The principal office of the corporation in the state of Missouri shall be located at 5502 Clubhouse Cove, Parkville, Missouri 64152. The mailing address will be P.O. Box 12252, Parkville, Missouri 64152.

ARTICLE II

Members

Section 1.      Membership

Every person or entity or who is a record owner of a fee interest in any living unit as defined within Walnut Creek South Homes Association Declaration filed for record August 1, 1973 in the office of the Recorder of Deeds of Platte County, Missouri at Page 92 of Book 422 shall be a member of this Association. No owner shall have more than one (1) membership.

Section 2.      Voting Rights

Members of the Association shall be all of those owners as defined in Section 1 of this Article and residents of Walnut Creek Acres who have joined the Association. Each member shall be entitled to one (1) vote for each living unit, as defined in the aforesaid Walnut Creek South Homes Association Declaration in which he holds the interest required for membership by the preceding section and upon which he shall have paid the then current and all prior assessments upon said living unit, as hereinbefore provided. When more than one (1) person holds such interest or interests in such living unit, all such persons shall be members, and the vote for such living unit shall be exercised as they, among themselves, shall determine, but in no event shall more than one (1) vote be cast in respect to any such living unit.

ARTICLE III

Meeting of Members

Section 1.      Annual Meeting

An annual meeting of the members shall be held at 8:00 P.M. on the Second Thursday in the month of November in each year, for the transaction of such business as may come before the meeting.

Section 2.      Place of Meetings

The Board of Directors designates 5502 Clubhouse Cove, Parkville, Missouri 64152 or any place within a five (5) mile radius of 5502 Clubhouse Cove, Parkville, Missouri 64152 as the place of meeting of any annual meeting or for any special meeting called by the Board of Directors.

Section 3.      Notice of Meetings

Written or printed notice stating the place, date and hour of any annual or special meeting of members, shall be mailed to the last known address of each member not more than forty (40) days or less than five (5) days prior to meeting.

Section 4. Quorum

At any annual or special meeting those members present shall constitute a quorum at such meeting.

ARTICLE IV

Board of Directors

Section 1. General Powers

The Board of Directors shall develop and administer the rules and regulations for the conduct of the Association. It shall have the power to collect dues and disburse said dues for the maintenance of the Association facilities and the conduct of Association business. It shall enforce these By-Laws and the provisions of the Walnut Creek South Homes Association.

Section 2. Number

There shall be nine (9) directors.

Section 3. Regular Meetings

The annual meeting of the Board of Directors shall be held at 7:00 P.M. on the second Thursday in the month of December. Additional regular meetings shall be held at 7:00 P. M. on the second Thursday of each month at the Association Clubhouse. The Board may fix a different regular hour, or day of month, or location if needed and if the community is notified.

Section 4. Special meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by notice delivered personally or mailed to each director at his address as shown by the records of the corporation. 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 where 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws

Section 8. Term of Directors

Directors shall be elected to serve three (3) year terms. Directors may be re-elected to serve consecutive terms. A directors' term shall commence on January 1 following the election. At the time of election and throughout the term, a Director must be a property owner of record within the Walnut Creek South Homes Association.

Section 9. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled shall be filled by the Board of Directors. A director selected to fill a vacancy shall be elected for the unexpired terms of his predecessor in office. The selection may be the person who received the next highest number of votes at the most recent annual meeting.

Section 10. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE V

### Officers

Section 1. Officers

The officers of the corporation shall be duly elected or appointed directors and shall be President, Vice President, a Secretary and a Treasurer. The Board of Directors may elect or appoint such other officers, who need not be directors, as it shall deem desirable, such officers to have the authority to perform such duties as are prescribed from time to time by the Board of Directors. No director may hold more than one (1) office.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for one (1) year.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. 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.

Section 5. President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary, or any other proper officer of the corporation, authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other office or agent of the corporation; and in general he shall perform all duties as may be prescribed by the Board of Directors from time to time. Any deeds, mortgage, bond, contract, or similar instrument, may first be approved by the Board of Directors.

Section 6. Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of 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 to him by the president or by the Board of Directors.

Section 7. Treasurer

The Treasurer shall be bonded for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-laws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors, and pay and disburse monies at the direction of the Board.

Section 8. Secretary

The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these By-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## ARTICLE VI

### Committees

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one (1) or more directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of directors or any individual director of any responsibility imposed upon it or him by law.

Section 2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof subject, however, to the approval of the Board of Directors. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed.

Section 4. Chairman

One (1) member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

## ARTICLE VII

### Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors shall have the power and discretion to enter into contracts with an individual or with other corporations for the development and management of property owned by or subject to the control of the corporation.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by the Board of Directors, such instruments shall be signed by the Treasurer or assistant Treasurer and countersigned by the President or Vice president of the corporation.

Section 3. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation.

Section 4. Capital Expenditures

The Board of Directors shall not authorize, contract for, or approve any one capital expenditure, **excluding repairs and maintenance**, in excess of Twenty Five Thousand Dollars (\$25,000.00) without the express approval of fifty-one percent (51%) of those members present at a meeting called for the purpose of approving such an expenditure.

## ARTICLE VIII

### Leasing of Living Units

#### Section 1. Leasing of Living Units

Upon the lease of a living unit by a Member to a non-member, then the Member shall be required to provide to the Association in writing the name of the tenant and all parties who will occupy the living unit, their phone number, term of their lease and such other information as the Association may reasonably require.

#### Section 2. Use of Homes Association Property by Tenants.

Any tenant occupying a living unit together with the other occupants of the respective living unit shall have the right to use the Homes Association property (as such term is defined in Section I of the Walnut Creek Homes Association Declaration) to the extent to which the Member/landlord of the subject living unit was entitled to use such property as defined in the published Rules and Regulations of the Homes Association. During the period that a living unit is leased, the Member/landlord's right to use the Homes Association's property shall abate. However, by leasing his or her living unit, the Member's right to vote on all Association matters and the obligation to pay Association dues shall remain in full force and effect.

## ARTICLE IX

### Amendments

These By-Laws may be altered, amended or repealed and new By-laws may be adopted by the affirmative vote of a majority of the whole Board of Directors of the corporation. Although the whole Board need not be present, a majority of the whole Board of Directors must vote affirmatively.