

## **ARTICLE I –DEFINITIONS**

1. "Association" shall mean and refer to the Kerrington Woods Homeowners Association, Inc., a not-for-profit corporation organized and existing under the laws of the State of Missouri.
2. "Articles of Incorporation" shall mean the Articles of Incorporation of the Kerrington Woods Homeowners Association, Inc. as such Articles of Incorporation may from time to time be amended.
3. "By-Laws" shall mean the By-Laws of the Kerrington Woods Homeowners Association, Inc. as originally adopted and as from time to time amended.
4. 'Declaration' shall mean the Kerrington Woods Declaration of Covenants and
5. Restrictions dated \_\_\_\_\_ and recorded \_\_\_\_\_, under Document No. \_\_\_\_\_ in Book \_\_\_\_\_ at Page \_\_\_\_\_ in the office of the Recorder of Deeds for Jackson County, Missouri, at Kansas City.
6. The terms "common ground," "company," "lot," "living unit," "owner," and 'Properties' as used in these By-Laws shall have the meaning set forth in the Kerrington Woods Declaration of Covenants and Restrictions.

## **ARTICLE II – OFFICES**

The principal office of the Association shall be located at such place as may from time to time be designated by the Board of Directors of the Association.

## **ARTICLE III - OBJECTS AND PURPOSES**

The objects and purposes for which the Association is formed are set forth in the Articles of Incorporation.

## **ARTICLE IV – MEMBERSHIP**

1. Every owner of a lot included within the properties shall be a member of the Association, and no owner shall be permitted or allowed to disclaim said membership and the duties, obligations, and benefits thereof nor withdraw from the Association for any reason; provided that the foregoing is not intended to include persons or entities who hold an interest in the lot or lots merely as security for performance of an obligation.
2. The rights of membership are subject to the payment of annual and special Assessments levied by the Association, the obligation of which assessments are imposed against each owner of and becomes a lien upon the property against which such assessments are made, as provided by Article V of the Declaration.

3. The membership rights, including but not limited to, the rights provided for in Articles V and VI of these By-Laws, of any person whose interest in the property is subject to assessments under Article IV, Section 2 of these By-Laws may be suspended by action of the Directors during the period when the assessments remain unpaid; but upon payment of such assessments, the member's rights and privileges shall be automatically restored. The Directors shall adopt and publish rules and regulations governing the use of the common areas and the personal conduct of any person thereon as provided in Article X Section I(c), and in the event of breach of such rules and regulations, the Directors may, in their discretion, suspend the rights of any such person for violation of such rules and regulations, such a suspension period not to exceed thirty (30) days for any one violation.

## **ARTICLE V - VOTING RIGHTS**

The Association shall have two classes of voting memberships:

### **Class A.**

Class A members shall be all owners with the exception of the company and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members; however, for purposes of a quorum, they shall be treated as a single member. The votes of such lots shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any one lot.

### **Class B.**

The, Class B member shall be the company which shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (a) when the total votes outstanding in the Class A membership equal one-third (1/3) of the total votes outstanding in the class B membership; or (b) on the tenth (10th) anniversary date of the Declaration. Provided, however, that the Class B membership shall be revived (and the company shall again be entitled to three (3) votes for each lot owned by the company) during any periods of time occurring before the tenth (10th) anniversary of the date of the Declaration when, by reason of the annexation of additional land as part of the property, additional lots owned by the company exist which, when added to the other lots then owned by the company, would result in the company having more than fifty percent (50%) of the votes of the Association were the company to have three (3) votes for each lot owned by the company instead of only a single vote for each lot owned by the company.

**ARTICLE VI**  
**PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON GROUND**

1. Each member shall be entitled to the use and enjoyment of the common areas in the manner provided in the rules and regulations adopted by the Board of Directors for such purpose.
2. Any member may designate his or her rights of enjoyment in the common areas to the members of his or her family who reside upon the property or to any of his or her tenants who reside thereon under a leasehold interest for a term of one (1) year or more. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article IV, Section 3, to the same extent as those of the member.

**ARTICLE VII - BOARD OF DIRECTORS**

1. The affairs of the Association shall be managed by its Board of Directors.
2. The Directors need not be members of the Association nor residents of Missouri.
3. The number of Directors shall not be greater than seven (7) nor fewer than three (3). Each Director shall hold office until the next annual meeting of Directors and until his successor shall have been elected and shall have qualified. The initial Board of Directors shall serve until the first annual meeting of the Association, which meeting shall be held on the third Monday of March each year, commencing in 1992, at which meeting the members shall elect Directors.
4. All vacancies in the Board of Directors may be filled by the remaining Directors, at any regular or special meeting, by the vote of the majority of the Directors present at a meeting at which a quorum is present. The Director thus elected to fill any vacancy shall hold office until his or her successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

**ARTICLE VIII - DIRECTORS' MEETINGS**

1. The regular meetings of the Board of Directors shall be held on the third Monday of March, June, September, and December of each and every year, and if a legal holiday, then on the day following, at 10 a.m., for the transaction of such business as may come before the meeting; provided that the Directors may, by resolution, change the day and hour of holding such regular meeting.

2. The meetings of the Board of Directors shall be held at any place within or without the State of Missouri as the Board of Directors from time to time by resolution may provide.
3. Special meetings of the Board of Directors may be called by a written resolution of a majority of the Board of Directors or by written consent of a majority of the members of said Board. The person authorized by the Board to give notice of special meetings of the Board may designate any place, either within or without the state, for the holding of any special meeting.
4. Notice of regular and special meetings of the Board shall be given to each Director by three (3) day service by telegram or letter. However, such notice may be waived in writing signed by the Directors. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meetings, unless specifically required by law or by these By-Laws.
5. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, but not less than a majority of the Board of Directors may adjourn the meeting. Unless otherwise required by charter or statute, the act of a majority of the Directors present at any properly convened meeting at which there is a quorum shall be deemed the act of the Board.
6. At any meeting of the Board of Directors, a Director entitled to vote may – vote by proxy executed in writing by the Director or by his duly authorized attorney. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

#### **ARTICLE IX - ELECTION OF DIRECTORS: NOMINATING COMMITTEES**

1. Election of the Board of Directors shall be made by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded documents applicable to the property. The names receiving the largest number of votes shall be elected.
2. Nominations for the election of the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association.
3. The Nominating Committee shall consist of a chairman who shall be a member of the Board of Directors and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting, and such appointment shall be announced at each such annual meeting.

4. 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 vacancies that are to be filled. Such nominations may be made among members or nonmembers as the committee, in its discretion, shall determine. Nominations shall be placed on a written ballot, which shall be sent to all members with written notice of the meeting at which any such election is to be held. At the annual or special meeting at which such election is being held, the ballot shall be collected and counted and the results of such election shall be announced at the meeting.

## **ARTICLE X - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall have the power:

- (a) To call special meetings of members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership as provided in Article XIII, Section 2 of these By-Laws.
- (b) To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bonds as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer, or Director of the Association in any capacity whatsoever.
- (c) To adopt and publish rules and regulations governing the use of the common areas and the personal conduct of the members and their guests thereon.
- (d) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants, and to make all rules governing the conduct and management of the Association which it deems advisable and which are not in conflict with the purpose of the Association, its Articles or Incorporation or its By-Laws.

2. The Board of Directors shall have the duty:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership as provided in Article XIII, Section 2.

- (b) To supervise all officers, agents, and employees of this Association and to see that their duties are properly performed.
  - (c) To employ persons to carry out the purposes of this Association, including, but not by way of limitation, maintenance of the common areas.
  - (d) As more fully provided in the Declaration applicable to the property, to establish, levy, and assess against the lots and collect the assessments, and in connection therewith, (1) to fix the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same time, (2) to prepare a roster of the property and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member and, at the same time, (3) to send written notice of each assessment to every owner subject thereto.
  - (e) To issue or cause an appropriate officer to issue upon demand by a person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of the payment or nonpayment of any such assessment.
3. Directors shall receive no stated salary for their services as such but by resolution of the Board of Directors may direct a fixed sum and expenses to be paid to the Director or Directors for attendance at meetings of the Board. Nothing herein contained shall be construed to prevent any Director from receiving compensation for services to the Association rendered in a capacity other than Director.

## **ARTICLE XI – OFFICERS**

1. The officers of the Association shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors. The offices of Secretary and Treasurer may be combined. Each officer shall hold office for one (1) year or until his successor is elected and qualifies.
2. Vacancies in an office may be filled by the Directors at any regular or special meeting.
3. Any officer may be elected or removed without cause by the affirmative vote of a majority of the Board of Directors.
4. The President shall preside at all meetings of the Directors and of the Board, shall be the chief executive officer of the Association, and shall have general supervision and management of the affairs of the Association subject,

- however, to the control, when exercised, of the Board of Directors. He shall make reports to the Directors and perform all such other duties as are incident to this office or are properly required of him by the Board of Directors. The President shall see that the orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, deeds of trust, chattel mortgages, financing statements, deeds, and all other written instruments.
5. The Vice President shall perform all such duties as may be properly required of him by the Board of Directors or by the President, and in the absence or inability of the President, shall exercise and perform the functions and exercise all the powers of the President.
  6. The Secretary shall keep the minutes of the meetings of the Directors, shall have the charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office or are properly required of the Secretary by the Board of Directors or the President. The Secretary shall sign all certificates of membership, shall keep the records of the Association, and shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.
  7. The Treasurer shall have custody of all monies and securities of the Association and shall keep regular books of account. He shall disburse the funds of the Association as may be ordered by the Board of Directors or the President, shall render an account of all his transactions as Treasurer and of the financial condition of the Association, and shall perform all duties incident to his office or that are properly required of him by the Board of Directors or the President. He may give a bond for the faithful discharge of his duties, if so determined by the Board of Directors, in such sums and with such securities as the Board of Directors from time to time determine.
  8. The Treasurer shall keep proper books of account and shall prepare an annual budget and an annual balance sheet which shall -be presented to the membership at its regular annual meeting.
  9. The salaries of the consultants, employees, and the officers shall be fixed by the Board of Directors.

## **ARTICLE XII – COMMITTEES**

1. The standing committees of the Association shall be the Nominations Committee, the Recreation Committee, the Maintenance Committee, the Architectural Control Committee, the Publicity Committee, and the Audit Committee. Unless otherwise provided herein or by the Board of Directors, each committee shall consist of a chairman and two or more members and

shall include a member of the Board of Directors for Board contact. The committee shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each such annual meeting. Members may serve on more than one committee at one time, and the Board of Directors may from time to time combine two or more committees. The Board of Directors may appoint such other committees as it deems desirable.

2. The Nominations Committee shall have the duties and functions described in Article IX.
3. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.
4. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair, or improvement of the common areas of the Association and shall perform such other functions as the Board, in its discretion, determines.
5. The Architectural Control Committee shall advise the Board of Directors on all matters pertaining to construction of improvements on the properties. It shall watch for any proposals, programs, or activities which may adversely affect the residential value of the property and shall advise the Board of Directors regarding Association action on each matter.
6. The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association.
7. The Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular meetings as provided in Article XI, Section B. The Treasurer shall be an ex officio member of the Committee.
8. With the exception of the Nominating Committee and the Architectural Control Committee, each committee shall have the power to appoint a subcommittee from among its members and may delegate to any such subcommittee any of its powers, duties, and functions.
9. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities. Within its field of responsibility, it shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director, or officer of the



Association as is further concerned with the matter presented.

### **ARTICLE XIII - MEETING OF MEMBERS**

1. The regular annual meeting of the members shall be held on the third Monday of the month of March in each year at the hour of 6 p.m. If the day for the annual meeting of the members shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday.
2. Special meetings of the members for any purpose may be called at any time by a majority of the Board of Directors then serving or upon written request of the members who have right to vote one-fourth (1/4) of all votes of Class A membership.
3. Notice of any meeting shall be given to the members by the Secretary. Notice may be given to the member either personally or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his or her address appearing on the books of the Association. Each member shall register his or her address with the Secretary, and notices of meetings shall be mailed to the member at such address. Notice of any meeting, regular or special, shall be mailed at least five (5) days and not more than forty (40) days in advance of the meeting and shall set forth in general the nature of the business to be transacted. Provided, however, that if the business of any meeting shall involve an election governed by Article IX or any action governed by the Articles of Incorporation or the Declaration, notice of such meeting shall be given or sent as therein provided.
4. The presence at the meeting of members entitled to cast, or proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or the Declaration shall require a quorum as therein provided.

### **ARTICLE XIV – PROXIES**

1. Each member may vote in person or by proxy at all corporate meetings of members.
2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his or her unit or other interest in the property.

## **ARTICLE XV - BOOKS AND PAPERS**

The books, records, and papers of the Association shall at all times during reasonable business hours be subject to the inspection by any member.

## **ARTICLE XVI - FISCAL YEAR**

The Fiscal Year of the Association shall begin on the first day of January of each year and end on the last day of December of each year.

## **ARTICLE XVII - AMENDMENTS**

The Board of Directors shall have the power to make, amend, and repeal the By-Laws of this Association by an affirmative vote of a majority of the Directors present at any regular or special meeting of the Board; provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law and, provided further, that any matters stated herein to be or which is in fact governed by the Declaration may not be amended except as provided therein. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control, and in the case of any conflict between the Declaration and these By-Laws, the applicable Declaration shall control.

## **ARTICLE XVIII - WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the laws of the State of Missouri or by provision of these By-Laws, a waiver thereof in writing, signed by persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIX – INDEMNIFICATION**

Every person who is or shall be or shall have been a Director or officer of the Association and his personal representative shall be indemnified and held harmless by the Association against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his duty as such Director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorneys' fees, damages, and reasonable amounts paid in settlement.

## ARTICLE XX - INFORMAL ACTION

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee.

### EXHIBIT A

#### **DESCRIPTION: containing 669-473 Square Feet or 15-369 Acres.**

All that part of the NE 1/4, NW 1/4 of Section 30-T.49-R.31 and that part of the SE 1/4, SW 1/4 of Section 19-T.49-R.31, Independence, Jackson County, Missouri described as follows: Beginning at a point on the North line of said Section 30, said point being N 87° -41'-07" W, along said North line, 296.98 feet from the NE corner of said NW 1/4; thence S 02°-11'-48" W, 289.95 feet; thence N 87°-48'-12" W, 192.25 feet; thence S 02°-11'-48" W, 285.00 feet to the North line of the South 750.00 feet of said NE 1/4, NW 1/4; thence N 87°-48'-12" W, along said line, 812.15 feet to the West line of said NE 1/4, NW 1/4; thence N 02°-02'-03" E, along said line, 577.02 feet to the NW corner of said NE 1/4, NW 1/4; thence N 01°-55'-27" E, along the West line of the SE 1/4, SW 1/4 of said Section 19, 187.35 feet; thence S 88°-04'-33" E, 170.00 feet; thence S 01°-55'-27" W, 8.33 feet; thence S 88°-04'-33" E, 120.00 feet; thence S 01°-55'-27" W, 35.00 feet; thence S 87°-11'-52" E, 140.00 feet; thence N 84°-18'-41" E, 99.49 feet; thence N 66°-46'-28" E, 210.00 feet; thence S 23°-13'-32" E, 120.00 feet; thence N 66°-46'-28" E, 9.54 feet; thence S 23°-13'-32" E, 158.51 feet; thence S 87°-51'-02" E, 160.35 feet; thence S 02°-11'-48" W, 4.14 feet to the point of beginning.

IN WITNESS WHEREOF, we, being all of the Directors of the Kerrington Woods Homeowners Association, Inc., have hereunto subscribed our names this 27th day of January, 1995.