

**BY-LAWS OF  
COUNTRYVIEW ADDITION HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is COUNTRYVIEW ADDITION HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "the Association." The principal office of the corporation shall be located at P. O. Box 881, Warrensburg, Missouri, but meetings of members and directors may be held at such places within the State of Missouri, County of Johnson, as may be designated by the Board of Directors.

**ARTICLE II  
MEETING OF MEMBERS**

- Section 1. *Annual Meeting*,** The annual meeting of the members shall be held in October of each year, the exact date and time to be established by the Board of Directors as listed below.
- Section 2. *Special Meetings*,** Special meetings of the members may be called at any time by the President. The President shall call a special meeting of the members upon request by the Board of Directors, or upon written request of one fourth (1/4) of all members, as defined by the Declaration.
- Section 3. *Notice of Meetings*,** The President shall give notice of each annual or special meeting of the association at least 30 days before such meeting to each member entitled to vote thereat by: electronic mail correspondence, mail addressed to the member's 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*.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of all the members of the association, as defined by the Declaration, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-laws. If, however, a quorum is not present or represented, the members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present or represented.
- Section 5. *Proxies*.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and be filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his property.

**ARTICLE III  
BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE**

- Section 1. *Number*.** A Board of a minimum of seven Directors shall manage the affairs of the Association.
- Section 2. *Term of Office*.** Directors shall serve a term of two years. Four Directors shall be elected in each even-numbered year and three in each odd-numbered year with the offices of President and Vice-President being offset from the other in every other year, and the offices of Secretary and Treasurer being offset from the other in every other year.

- Section 3. *Removal.*** 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 a death, resignation, or removal of a Director, a successor shall be selected by the remaining members of the board to serve for the unexpired term,
- Section 4. *Compensation.*** No Director shall receive compensation for any service to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.
- Section 5. *Action Taken without a Meeting.*** The Directors may take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors, including electronic mail correspondence. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

#### **ARTICLE IV NOMINATION AND ELECTION OF DIRECTORS**

- Section 1. *Nomination.*** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. 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, appointed by the Board of Directors. 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 may only be made from among members.
- Section 2. *Election.*** Election to the Board of Directors shall be by secret ballot or open ballot determined by the discretion of the Board. At each election the members or their proxies will cast for each vacancy one vote for each lot that they own, as provided in the Declaration. Voting shall occur separately for each open position. The persons receiving the largest number of votes for each specific position shall be elected.

#### **ARTICLE V MEETINGS OF DIRECTORS**

- Section 1. *Regular Meetings.*** Regular meetings of the Board of Directors shall be held monthly, at a place and time set by the Board.
- 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 three days 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 or decision 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 an act of the Board.

#### **ARTICLE VI 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 to establish penalties for the infraction thereof;
  - (b) In addition to as listed within the Declaration, suspend the voting rights and the right to use of the common areas 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 for the infraction of the guidelines listed within other published common use area rules and regulations in accordance with the Declaration;

(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 Declaration, including enforcement of the covenants, conditions and restrictions on the Property;

(d) Establish procedures for dealing with violations of covenants, conditions or restrictions on the Property;

(e) In accordance with the Declaration, impose and foreclose a lien against any property for which assessments are not paid within 30 days after the due date or bring an action at law or in equity against the owner personally obligated to pay the same;

(f) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and

(g) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**Section 2. *Duties.*** It shall be the duty of the Board of Directors to:

(a) Keep 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 statement is requested in writing by members who are entitled to one-fourth (1/4) of all members, as defined by the Declaration;

(b) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(c) Procure and maintain adequate liability and hazard insurance on property owned by the Association, and to procure such other insurance as required by the Declaration;

(d) Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate;

(e) Cause the Common Area to be maintained.

## **ARTICLE VII** ***OFFICERS AND THEIR DUTIES***

**Section 1. *Enumeration of Officers.*** The officers of this Association shall be a president, vice-president, treasurer, and secretary who shall at all times be members of the Board of Directors. The remainder of Directors will be termed "Member-at-Large," 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 annual meeting of the members in accordance with Article IV of these bylaws.

**Section 3. *Resignation and Removal.*** Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time, giving written notice to the Board, the president or the secretary. The resignation shall take effect upon receipt of the

notice or at any later time specified therein, and acceptance of such resignation shall not be necessary to make it effective.

**Section 4. *Vacancies.*** A vacancy in any office, including the “Member-at-Large” Director positions, may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

**Section 5. *Multiple Offices.*** No person shall simultaneously hold more than one office.

**Section 6. *Duties.*** The duties of the officers are as follows:

***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.

***Vice-President.*** The vice-president shall act in the place of the president in the event of their absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

***Secretary.*** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the members; 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.

***Treasurer.*** The treasurer shall receive and deposit in appropriate bank accounts all moneys 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; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant or by an internal audit committee made up of members of the Association 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 to each of the members.

## **ARTICLE VIII COMMITTEES**

The Board of Directors of the Association shall appoint an Architectural Review Board, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint such other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE IX BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member from the Secretary of the Association from whom copies may be purchased at reasonable cost.

## **ARTICLE X ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated 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 be delinquent as set forth in the Declaration. If the assessment is not paid as accorded by the Declaration, the assessment shall bear interest

from the date of delinquency as accorded by the Declaration, and the Association may bring an action at law against the Owner personally obligated to pay the 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 any such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his real estate.

**ARTICLE XI**  
***AMENDMENTS***

**Section 1.** These By-Laws may be amended, at a regular or special meeting of the members, by a vote of two-thirds of a quorum of members present in person or by proxy.

**Section 2.** In case of a conflict between the Articles of Corporation and these By-Laws, the Articles shall control, and in the case of a conflict between the Declaration of Covenants and Restrictions and these By-Laws, the Declaration of Covenants and Restrictions shall control.

**ARTICLE XII**  
***MISCELLANEOUS***

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation.