

**2018 BY-LAWS
OF
TWIN LAKES HOMES ASSOCIATION, INC**

ARTICLE 1

Office: Seal

Section 1. General Office. The general and principal office of the corporation shall be located in the City of Gladstone, Clay County, Missouri.

Section 2. No Seal. The corporation shall not have a corporate seal.

ARTICLE II

Purposes

The Purpose for which this corporation has been organized is to perform and to carry out the activities of a homes association as authorized and provided for in the Declaration of Restrictions and Conditions of a portion of Tract C, Block 8, MEADOWBROOK MANOR Sixth Plat, signed in the office of the Recorder of Deeds for Clay County, Missouri, on February 16, 1973, in book 1115 at Page 395.

ARTICLE III

Membership

Every person, firm or corporation who owns a fee interest in a living unit located within a portion of Tract C, Block 8, MEADOWBROOK MANOR, Sixth Plat, a subdivision in Clay County, Missouri, shall be a member of this corporation. The term "living unit" as used herein shall mean a single family residence or that part of a duplex or multiple family residences designed for occupancy by a single family. The membership shall be nontransferable except that upon the sale of a living unit the membership shall automatically be transferred to the purchaser.

ARTICLE IV

Voting Rights

Each member shall be entitled to cast one vote for each living unit owned by said member. If a living unit shall be owned in joint tenancy, or by the entirety or by a firm or corporation, the vote for said living unit may be cast as those owners shall agree, but in no event shall more than one vote be cast for each living unit. Votes may be cast either in person or by proxy.

ARTICLE V

Fees and Dues

There shall be no membership fees. The Board of Directors shall make an annual dues assessment in such amount as they determine necessary to carry out the activities of the Association. This assessment shall be made pursuant to the provisions of the Homes Association Declaration.

ARTICLE VI

Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members shall be held on the third Monday in January of each year.

Section 2. Special Meetings. Special meetings of the members shall be held at the call of the President, or at the written request of a majority of the Board of Directors or 20% of the members. Any such request must be submitted in writing to the President at least ten days prior to the date for which a meeting is requested.

Section 3. Notice. The Secretary or assignee shall give each member at least fifteen days notice by mail of each annual or special meeting of the membership, which notice shall state the date, time and place of the meeting and the business to be transacted thereat.

Section 4. Quorum. At any meeting of the association (**where a quorum is required**), twenty-five per cent (25% = 13) of the members will constitute a quorum and must be present in person or by proxy to conduct business.

The quorum that is required to make any changes to the Declaration of Restrictions, Covenants, and Restrictions, will still require 60% of the owners either in person or by proxy as per the Covenants & Restrictions (Article 12, Section 1b) to make those changes.

Section 5. Manner of Voting. All votes shall be viva voce at membership meetings, except that directors shall be elected by written, secret ballot and the chairperson may substitute voting by written ballot on any other matter if he deems the same expedient. Every member entitled to vote may vote either in person or by proxy. Proxies shall be in writing, dated, and shall be revocable at the pleasure of the member executing same; and unless a shorter duration of a proxy be specified therein it shall expire and become invalid two months from the date of its execution.

At least two disinterested inspectors shall be appointed by the chairman prior to any vote by written ballot. Said inspectors shall canvass the vote and certify the results in the minutes of the meeting.

Section 6. Order of Business. The order of business at any membership meeting shall be:

- a. roll call
- b. reading of the minutes of the last previous meeting
- c. committee reports
- d. reports of officers
- e. old and unfinished business
- f. new business

Any questions concerning the priority or order of business shall be decided by the chairperson without debate.

ARTICLE VII

Board of Directors

Section 1. Number. This corporation shall be managed and operated by a Board of Directors consisting of not less than three nor more than five persons.

Section 2. Election of Directors. At the annual meeting held in January, or at a special meeting called for this purpose, five directors shall be elected for two year terms on a rotating basis by a majority vote of those present in person or by proxy and entitled to vote at such meeting. Each eligible voter may cast one vote for one candidate for each open board position.

Section 3. Term of Office. All Board members shall be elected on staggered two year terms, to allow for experienced Board members serving with new Board members. Any Board member may be elected to succeed her/himself.

Section 4. Duties and Authority. The Board of Directors shall fix the amount of the annual assessment, elect officers, approve the appointment of all committees, adopt rules and regulations covering and carrying out the purposes of the Association, hire and fire employees and do all other things necessary or appropriate to the management of the affairs and property of the corporation.

Section 5. Removal. Any director may be removed with or without cause by vote of three-fourths of members, present or by proxy and entitled to vote at any special meeting of the membership called for that purpose and attended by a quorum either present or by proxy.

Any director who shall have absented her/himself from three consecutive meetings of the Board of Directors without an excuse which in the opinion of a majority of the other Board members is justifiable may be removed from office by vote of a majority of the said other Board members.

Section 6. Vacancies. Vacant positions on the board shall be filled by remaining board members or others appointed by the remaining board members until the next annual meeting.

Section 7. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members or at said time and place as the President may announce. At its annual meeting the Board shall elect officers and transact such other business as may properly come before it.

Section 8. Special Meetings. Special meetings of the Board may be held at the call of the President or any two Board members, upon three business day's prior notice in writing of the time, place and date of the meeting and the purpose for which the meeting is called.

Section 9. Quorum. A majority of the Board shall constitute a quorum at any annual or special meeting of the Board.

ARTICLE VIII

Officers

Section 1. Number: Qualifications. The officers of the corporation shall consist of a President, Vice President, Secretary and a Treasurer. The President shall be a member of corporation and the Board of Directors and the other officers need not be a member of the corporation but need to be a member of the Board of Directors. Any two or more offices may be held by the same person except the office of the President and Secretary.

Section 2. President. The President shall preside at all membership meetings; s/he shall appoint, with the approval of the Board of Directors, all committees, and s/he shall be a member ex-officio of all committees with the exception of the nominating committee; s/he may be one of the officers authorized to sign papers in the name of the corporation or countersign checks or drafts of the corporation; s/he shall see that corporate responsibilities re adequately provided for; and s/he shall have such powers as may be reasonably construed as belonging to the chief executive of an organization.

Section 3. Vice President. The Vice President shall exercise the office of President in the President's absence.

Section 4. Secretary. The Secretary shall keep the minutes and records of the corporation; s/he or their signee shall serve all notices to members; s/he may be one of the officers authorized to countersign checks or drafts of the corporation; and s/he shall prepare and file any certificate, papers or other documents required of the corporation through corporate action or by law. Duties attending correspondence may be delegated to a corresponding secretary duly appointed by the Board.

Section 5. Treasurer. The Treasurer or their signee shall have the care and custody of all moneys belonging to the corporation and shall cause such moneys to be deposited in a regular business bank or trust company. S/he or their signee shall be one of the officers signing checks or drafts of the corporation; and s/he shall exercise all duties incident to the office of Treasurer. S/he shall, if requested by the Board of Directors, furnish bond as prescribed by the Board for the faithful performance of his duties.

ARTICLE IX

Committees

All committees shall be appointed by the President with the approval of the Board of Directors.

ARTICLE X

Amendment to By-Laws

These by-laws may be altered, amended, repealed or added to by the Board of Directors.

Adopted this day of April, 2018, at a Board of Directors meeting, at which meeting all directors were present.