

BYLAWS
OF
WINDEMERE HOMES ASSOCIATION, INC.
(A Missouri Not-For-Profit Corporation)

ARTICLE I
Offices

The principal office of the corporation in the State of Missouri shall be located at 3304 NE Ralph Powell Road, Lee's Summit, MO 64064. The mailing address shall be 3304 NE Ralph Powell Road, Lee's Summit, MO 64064.

ARTICLE II
Members

Section 1. Membership.

Every person or entity who is a record owner of a fee interest in any living unit as defined within Windemere Homes Association Declaration filed for record on August 27, 1980, in the Office of the Recorder of Deeds of Jackson County, MO, in Independence as Document Number I430281 at page 2202 of book I1023 shall be a member of this Association. No owner shall have more than the one (1) membership.

Section 2. Voting Rights.

The Association shall have one (1) class of voting memberships:

1. Class A – Class A members shall be all of those owners as defined in Section 1 of this Article with the exception of Bordner & Smith Development Company. Each Class A member shall be entitled to one (1) vote for each lot, as defined in the aforesaid Windemere Homes Association Declaration, in which he hold 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 lot, as hereinbefore provided. When more than one (1) person holds such interest or interest in any lot, all such person shall be members, and the vote for such lot 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 lot.

ARTICLE III
Annual Meeting of Members

Section 1. Annual Meeting.

An annual meeting of the members shall be held as designated by board members each year in March or April, for the transaction of business as may come at/before the meeting.

Section 2. Place of Meetings.

The Board of Directors may designate any place, within a reasonable distance of subdivision, as the place of meeting for any annual meeting, Board of Directors meeting or for any special meeting called by the Board of Directors.

Section 3. Notice of Meetings.

Notice of Annual meeting shall either be by mail, newsletter, email or placement of signs at entrances stating the place, day and hour of meeting at least one week 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 members of the Board elected shall serve for terms of three (3) years.

Section 2. Numbers.

The Board of Directors shall consist of seven (7) in number, and (1) alternate.

Section 3. Regular Meetings.

Regular annual meeting of the Board of Directors shall be held as designated by board members. The Board of Directors may provide by resolution the time and place, within reasonable distance of the subdivision.

Section 4. Special Meetings.

Special meeting of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meeting of the Board may fix any place within reasonable distance of subdivision.

Section 5. Notice.

Notice of any meeting of the Board of Directors shall be given at least three (3) days prior thereto by email to the directors. Upon request members will be notified of place, day and hour of the next board meeting.

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 from time to time 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 Bylaws.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors for 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 term of his predecessor in office.

Section 9. Compensation.

Directors shall not receive any salary, compensation or remuneration for their services as Director. However, any director may be reimbursed for reasonable out-of-pocket expenses related to the administration of the Association. Nothing contained herein shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation.

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. Any two or more offices may be held by the same person, except the offices of President and Vice President.

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. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

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 interest of the corporation would be served thereby, but such removal shall be without prejudice to 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 Bylaws or by statute to some other officer 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 deed, mortgage, bond, contract or similar instrument, must first be approved by the Board of Directors.

Section 6. Vice President.

In the absence of the President or in 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 the 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.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her 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 moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys 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 Bylaws; 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 disburse moneys at the direction of the Board.

Section 8. Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these Bylaws 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 Bylaws; 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.

Section 9. Recording Secretary.

The Board of Directors, by resolution, may appoint a Recording Secretary. Recording Secretary shall be a paid position with no voting rights on the Board. The position will be filled by a majority vote of the Board of Directors. Salary or compensation is to be determined by a majority vote of the Board of Directors. Recording Secretary also will be reimbursed for mileage or expenses incurred in the performance of his or her duties. Mileage rates shall be determined by the Board of Directors who shall use the annual

IRS Standard Mileage Rates for Business Use. Duties of the Recording Secretary shall include, but are not limited to, the following:

1. Help prepare Agenda for all meetings and events;
2. Prepare miscellaneous 1099 and 1096 forms;
3. Prepare Annual Financial Statements;
4. Assist with preparation of Annual Budget;
5. Submit Annual Registration Reports;
6. Maintain and balance corporate checkbook and accounts;
7. Prepare Minutes of all meetings;
8. Purchase supplies;
9. Perform updating of website;
10. Prepare regular assessment due statements and prepare demand letters and liens, if requested;
11. Prepare and publish newsletter;
12. Maintain all records; and
13. Process, mail and pay bills.

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 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 corporations 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 resolutions, 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 be removed.

Section 4. Chairman.

One 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 Bylaws 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 evidences 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. In the absence of such determination of the Board of Directors, such instrument shall be signed by the Treasurer or an 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.

ARTICLE VIII
Amendments

Section 1. Amendment Procedure.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the whole Board of Directors of the corporation at any regular or special meeting thereof.

Section 2. Effective Date.

These Bylaws shall be effective as of the _____ day of _____, 2017.

Section 3. Adoption.

The foregoing Bylaws were adopted by the Board of Directors as of the _____ day of _____, 2017 at a regular or special meeting called for that purpose.

_____, Secretary