

**¹BY-LAWS OF THE
COUNTRY CLUB HOMES ASSOCIATION
OF
KANSAS CITY MISSOURI
A MISSOURI NON-PROFIT CORPORATION**

APPROVED BY THE MEMBERSHIP ON OCTOBER 8, 2000

These Restated and Amended Bylaws of the Country Club Homes Association (the “bylaws”) are entered into to restate, amend and supercede in their entirety those Bylaws enacted as of April 28, 1924.

ARTICLE I – MEMBERSHIP

Section 1: Any person who shall be the owner of the legal title to any lot or tract of ground within the limits included in the addition of Country Club Homes, to wit: A tract of land bounded on the North by the south side of 57th Street, on the East by the west side of Wornall Road, on the South by the north side of 61st Street and on the west by the east side of Summit Street, shall be entitled to membership in this Association, subject to the consent of the Association’s Board of Directors.

Membership in the Association shall be non-transferable except on transfer of legal title to the lot or by the exceptions noted below which require the approval of the Board of Directors.

In case a corporation holds legal title, then the Board of Directors, or its president or vice president may designate in writing the person to be a member of the Association and such member shall have the same rights and privileges as any other member.

In case one spouse holds legal title, he or she may designate in writing his or her spouse, and he or she may become a member with the same rights and privileges as any other member.

In case a minor holds legal title, then the legal guardian may designate some other person to become a member, and such guardian or person shall have the same rights and privileges as any other member.

Whenever such lots or tracts of land are owned in joint tenancy, tenants by the entirety, or tenancy in common, the membership as to such lots shall be joint, and the rights of such membership, including the right of voting power, shall be exercised only by the joint action of all owners of such lots or tracts respectively; provided however, that such owners or tenants in common may designate in writing one of their members to serve as a member and when so designated, such member shall have the same rights and privileges as any other member.

¹ April 27, 2009: the Board of Directors of the Country Club Homes Association corrected typos and clarified language to more clearly conform to the intent of the membership

Section 2: No charge shall be made for the privilege of membership except the maintenance charge or assessment as set forth in the agreement of April 28, 1924, recorded as Document "A" in the office of the Recorder of Deeds in Jackson County, Missouri, plus a flat fee for "Other Services" assessed from time to time by the Association members. An explanation of the above follows.

The assessment for maintenance charge is calculated by multiplying the square footage of a property owner's real estate by one point nine mils (1.9 mils). The Association has, over the years added and at times adjusted a flat fee for "Other Services." The fee for "Other Services" on the date of these bylaws is \$15.00 per property owner member to cover the costs of snow removal. The members shall vote this "Other Service" annually.

Any change in the fee for "Other Services" can only be made by a majority vote of the membership taken at a meeting of the membership scheduled in accordance with the provisions of Article V, Sections 1 or 2 of these bylaws. Any such increase in the fee for "Other Services" must be passed in accordance with Article V, Section 3 of these bylaws.

Section 3: The Association or its board shall be the sole judge of its membership and any acts or proceedings of the Association made or done in the manner herein described shall be conclusive as against all parties. In case a member owns legal title to more than one lot and conveys the title of such lot to another party, such party, with the consent of the board, by resolution, may become a member of the Association and shall thereupon be entitled to all right and benefits of membership.

Section 4: The record holder of a membership as shown by the records of the Association shall be entitled to vote at any members' meetings of the Association, unless such membership has been by resolution of the directors, previously declared forfeited and void because of non-payment of maintenance and/or assessment charges or the transfer of legal title to the real estate within the limits of the above-described land.

ARTICLE II BOARD OF DIRECTORS

Section 1: The power of this Association shall be vested in a board consisting of a minimum of five directors. A majority of the directors shall constitute a quorum for the transaction of business. No director shall be permitted to vote at any meeting unless present in person at such meeting. Any action taken by the board shall be by majority vote of the board members present.

Section 2: All directors shall be residents of the district. All directors shall be elected to serve for 2 years or until their successors are elected and qualified.

Section 3: At the annual meeting, there shall be elected either 2 or three directors. The members shall elect directors by ballot or voice vote.

Section 4: Board vacancies caused by resignation, death or removal from the land between elections shall be appointed by a majority vote of the remaining directors when assembled as a board. Such appointee shall hold office until the term of the director whose place he or she has taken expires.

Section 5: Any board member who is absent from two successive regular board meeting can be removed from office by the board, unless the president excuses the absences. Any such vacancy will be filled by the board as set out in Section 4 of this Article.

ARTICLE III-POWER AND DUTIES OF OFFICERS

Section 1: The directors shall conduct, manage, and control the affairs and business of the Association, and shall make all necessary rules and regulation not inconsistent with the laws of the State of Missouri or those for guidance of officers and management of the Association' affairs.

Section 2: The directors will keep a complete record of all their minutes and acts, and of the proceedings of meetings of the members including the regular annual meeting. They shall present a complete statement at the regular meeting of the members, showing in detail the assets and liabilities of the Association, and the condition in general of its affairs.

Section 3: The directors shall appoint and remove at will all agents and employees of the Association, prescribe their duties and fix their compensation. The directors shall require from such agents or employees security for faithful service as the directors believe necessary.

Section 4: The directors shall exercise such other powers and duties as are set forth in these bylaws.

Section 5: The directors shall appoint committees as they wish.

ARTICLE IV – OFFICERS OF THE ASSOCIATION

Section 1: The officers of the Association shall be president, vice president, secretary and treasurer. They shall be elected by and hold office at the will of the board. The board shall fix the compensation and terms of employment of anyone employed by the Association. The president and vice president must be members of the board. The same person may hold the offices of secretary and treasurer. Neither the secretary nor the treasurer need be board members.

Section 2: The president shall preside over all meetings of the members and directors, shall sign all documents to be executed by the Association as may be directed by the board. He or she shall perform such duties as are usually performed by the chief executive officer of an association, or as may be conferred upon him or her by the board. However, his or her authority shall at all times be subject to the control and direction of the board.

Section 3: The secretary shall keep a record of proceedings of the board and member meetings. The secretary shall keep the records of the Association. He or she shall submit a copy of all proceedings to the HACCD. He or she shall serve notices required either by law or by the bylaws of the Association, but in case of his or her absence, inability, refusal or failure to do so, then such notices may be served by any person so directed by the president or vice president.

Section 4: At board direction the treasurer shall receive and deposit in such bank or bank funds of the Association, subject to the check of such officers as the board designates. The treasurer shall submit to the board at each meeting a written report of all monies received, deposited and/or spent.

Section 5: The vice president shall have all of the powers and perform all of the duties of the president in case of death, absence from the country or inability of the president to serve.

ARTICLE V - MEETINGS

Section 1: The annual membership meeting shall be held in Kansas City, MO, in September or October and shall be called by notice in writing mailed at least 30 days prior to the date of the meeting to each member at his last known place of residence or business.

Section 2: Special meetings of the members shall be called in like manner with at least 10 days notice, but the call for any such special meeting shall designate the purpose of the meeting.

Section 3: At any meeting of the members, 20 members shall constitute a quorum for the transaction of business and it will be necessary for a majority of the quorum, including proxy votes to vote for any director, resolution or proposition before the same may be declared selected or adopted, except as otherwise provided in these bylaws or the agreement or declaration mentioned in Article 1, Section 2.

If, for want of a quorum or any other case, members fail to complete an election of directors, or such other business as may be presented for their consideration, those present may adjourn from day to day until that business can be accomplished.

Section 4: The board shall determine the time and place of regular board meetings.

Section 5: The president or any two of the directors may call a special meeting of the directors at any time. Written notice shall be sent to each director at least five days before the meeting.

Notices specified in this article for members need to be given only to members appearing on the books of the Association.

ARTICLE VI- ELECTIONS

Section 1: Nomination for members of the board of directors shall be made by a nominating committee consisting of members of the board. The committee shall consist of three members. The board shall appoint the nominating committee by June 30 of each year. The committee shall present to the membership a slate of nomination for vacating members of the board at the annual meeting.

Section 2: At least 30 days prior to the annual meeting, the nominating committee shall submit in written slate to each member, such notice to be included with the notice of the annual meeting.

Section 3: Nominations shall be requested from the membership during the annual meeting. Nominees must consent to their own nomination.

Section 4: At all Association meetings, members may vote either in person or by proxy. All proxies shall be in writing and filed with the secretary. In all proceedings of the members'

meetings, each membership shall have only one vote. All votes shall be by ballot unless waived by unanimous consent.

ARTICLE VII – AMENDMENTS TO BYLAWS

These bylaws may be repealed or amended, or new bylaws may be adopted, at any meeting of the members by a vote of two-thirds of the members of the Association present at any such meeting, or by the board when authorized at any meeting of the members. Members must be notified in writing at least 10 days prior to a meeting that bylaws changes will be proposed.