

# Crestwood Homes Association Bylaws

(As amended Oct. 13 & Nov. 7, 1994)

## ARTICLE I

Section 1. Any person who shall be the owner of the legal title to any lot or tract of ground within the following described limits, to-wit: a tract of land bounded on the north by 53rd Street, on the east by Holmes Street, on the south by 56th Street and on the west by Oak Street, shall be entitled to membership in this Company, subject to the consent of the Board of Directors of the Company.

In case legal title is held by a corporation then the Board of Directors of said Corporation or its President, or Vice President may designate in writing some person to be a member of this Company and such member shall have the same rights and privileges as any other member.

In case legal title is held by a minor, 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 or tenancy in common, the membership as to such lots shall be joint and the rights of such membership, including the 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 number to serve as a member and when so designated such member shall have the same rights and privileges as any other member.

(Section amended Nov. 7, 1994 by vote of members at the Annual Meeting).

Section 2. No charges shall be made for the privilege of membership except the maintenance charge or assessment as set forth in the agreement which now affects a portion of the land within the above described limits, which agreement was dated April 24, 1922 and recorded in the office of the Recorder of Deeds of Jackson County, Missouri.

Membership in said Company shall be non-transferable except on transfer of legal title to that lot and then only when such transfer is made on the books or records of the Company with the consent by resolution of the Board of Directors.

Section 3. The company or its Board of Directors shall be the sole judge of its membership and any acts or proceedings of the Company made or done in the manner herein described shall be conclusive as against all parties. In case of a member owns the legal title to one or more of such lots or tracts and conveys the title to another party, such party, with the consent of the Board of Directors by resolution may become a member of the Company and shall thereupon be entitled to all the rights and privileges of membership.

Section 4. The record holder of a membership as shown by the records of the Company shall be entitled to vote at any members' meetings of the Company, unless such membership has been by resolution of the Directors previously declared forfeited and void because of the transfer of the legal title to real estate in Country Club District or within the limits of the above described land.

## ARTICLE II

Section 1. The corporate power of this Company shall be vested in a Board of five Directors who shall be members of the Company, and three shall constitute a quorum for the transaction of business.

Section 2. All directors shall be bona fide residents of the District described above. All directors shall be elected to serve for two years or until their successors are elected and qualified, provided, however, that two of the present directors shall be elected by lot to serve for one year and the remaining three shall serve for two years from the date of this meeting. Thereafter at each annual election there shall be elected either two or three directors, as the case requires to fill the vacancies of the

retiring directors. Directors shall be elected by ballot at the annual meeting of the members.

**Section 3.** Vacancies in the Board of Directors caused by resignation, death or removal from the land first above described, shall be filled by the remaining Directors when assembled as a Board. Such appointee shall hold office until the expiration of the term of the director whose place he has taken.

### **ARTICLE III POWERS AND DUTIES OF DIRECTORS**

The directors shall conduct, manage and control the affairs and business of the corporation, and shall make a necessary rules and regulations, not inconsistent with the laws of the State of Missouri or those for guidance of officers and management of the affairs of the corporation. They shall cause to be kept a complete record of all their minutes and acts, and of the proceedings of the members, and they shall present a complete statement at the regular meeting of the members, showing in detail the assets and liabilities of the corporation, and the condition in general of its affairs. They shall appoint and remove at will all agents, servants and employees of the corporation, prescribe their duties, fix their compensation, and require from them security for faithful service whenever they shall, in the exercise such other powers and duties as set forth in these bylaws.

### **ARTICLE IV OFFICERS**

**Section 1.** The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected by and hold office at the will of the Directors. The compensation and tenure of office of all the officers of the corporation, other than Directors, shall be fixed and determined by the Board of Directors. The President and Vice President must be Directors; the offices of Secretary and Treasurer may be held by the same person; neither the Secretary nor the Treasurer need be a member of the Company.

**Section 2.** The President shall preside over all meetings of the members and directors; shall sign all instruments of writing to be executed by the corporation and as the Board of Directors may direct, and shall perform such other duties as are usually performed by the chief executive officer of a corporation, or as may be conferred upon the president by the Board of Directors, but the president's authority shall at all times be subject to the control and direction of the Board of Directors.

**Section 3.** The Secretary shall keep a record of the proceedings of the Board of Directors and of the members; shall keep the corporate seal and records of the corporation; shall serve all notices required either by law or by the bylaws of the corporation, but in case of the Secretary's absence, inability, refusal or failure to so do, then such notices may be served by any person so directed by the President or Vice President of the corporation.

**Section 4.** The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may direct, all funds of the corporation, subject to the check of such officers as the Board of Directors shall designate.

**Section 5.** The Vice President shall have all of the powers and perform all of the duties of the President in case of the death, absence from the County, or inability of the President to serve.

**Section 6.** The President and Vice President shall not receive any salary or compensation for their services.

(Article amended Nov. 7, 1994 by vote of members at the Annual Meeting).

### **ARTICLE V**

**Section 1. MEETINGS.** The annual meeting of the members of the Association for the election of Directors and for the transaction of such other business as may come before the meeting, shall be held in Kansas City, Missouri, during either November or December on a date to be chosen at the sole discretion of the Board of Directors. The

annual meeting shall be called in writing mailed at least ten days prior to the date of the meeting to each member at his last known place of residence or business, unless this address shall be changed and a different address be given such member to the Secretary of the corporation, in which case such notice shall be sent to the address so given.

(Amended by written consent Oct. 13, 1994).

Special meetings of the members shall be called in like manner after five days notice, but the call for any such special meeting shall designate the purpose of the meeting.

At any meeting of the members, ten members shall constitute a quorum for the transaction of business and it will be necessary for a majority of the quorum to vote for any director, resolution or proposition before the same may be declared elected or adopted, except as otherwise provided for in these by-laws or the agreement or declaration hereinbefore mentioned in Section 2, Article 1.

If, for want of a quorum or any other cause, the annual members' meeting shall not be held on the day above named, or should the 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 the same can be accomplished.

Regular meetings of the Board of Directors shall be held at such time as may be provided by the Board of Directors by resolution. No notice of the regular meeting of the Board of Directors need be given.

The President or any two of the directors may call a special meeting of the Directors at any time and notice shall be given of such called meetings by depositing in the United States Post Office a written or printed notice thereof, with the postage thereon prepaid, addressed to each Director at the last address left with the Secretary, at least two days before the time of meeting, or by serving personally such notice on each Director on day before the meeting.

Notice specified in this article for members need be given only to members appearing as such on the books of the corporation.

## **ARTICLE VI VOTING**

At all corporate meetings each member may vote either in person or by proxy. All proxies shall be in writing and filed with the Secretary. No Directors, however, shall be permitted to vote at any meeting of the Directors unless he be present in person to cast his vote. In all proceedings of the members' meetings each member shall have one vote. All votes shall be by ballot, unless waived by unanimous consent.

## **ARTICLE VII SEAL**

The corporation shall have a common seal, of which the following is a correct impression:

## **ARTICLE VIII 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 membership of the company present at any such meeting, or by the Board of Directors when thereunto authorized at any meeting of the members, or by the evidenced written consent of a majority of the members of the Company.