

By-Laws of
HUNTINGTON PLACE
Homes Association

Passed __/__/____

BY-LAWS OF HUNTINGTON PLACE HOMES ASSOCIATION

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BY-LAWS OF HUNTINGTON PLACE HOMES ASSOCIATION

ARTICLE I - NAME AND LOCATION

The name of the organization is HUNTINGTON PLACE HOMES ASSOCIATION, hereinafter referred to as the "Association." The principal location of the organization shall be 4200 Somerset Drive, Suite 216, Prairie Village, Kansas 66208 but meetings of members and directors may be held at such places within the State of Missouri, County of Jackson, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "Association" shall mean and refer to Huntington Place Homes Association, its successors and assigns as described in the Declaration.

Section 2. "Common Area" shall mean and refer to the stormwater detention area and any real properties or easements if any, which are owned by the Association for the common benefit of the owners.

Section 3. "Declaration" shall mean and refer to the "Declaration of Covenants and Restriction for Huntington Place" applicable to the properties recorded in the Office of the Register of Deeds for Jackson County, Missouri, on October 9, 2002.

Section 4. "Lot" shall mean and refer to any numbered plot of land shown upon any recorded subdivision map of the properties with exception of the common areas.

Section 5. "Member" shall mean and refer to every owner as provided in the "Declaration of Covenants and Restriction for Huntington Place Homes Association."

Section 6. "Owner" shall mean and refer to the record owners, whether one or more persons or entities, of the fee-simple title to any Lot situated upon the properties but, notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 7. "Properties" shall mean and refer to that certain real property described in the "Declaration of Covenants and Restrictions for Huntington Place," and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 8. "Voting-Eligible Member" shall mean and refer to the Owner of any lot within Huntington Place as provided in the Declaration Section 3-B.

ARTICLE III - MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held within one year from the formation of the Association, and such subsequent regular annual meetings of the members shall be held in October of each year on a date and time to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of 25% of Voting-Eligible Member(s).

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by e-mailing a copy of such notice at least 10 days but not more than 60 days before such meeting to each member entitled to vote there at, addressed to the members' e-mail 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. Fifty one (51) percent of Voting-Eligible Members shall constitute a quorum for any action except as otherwise provided in the Declaration Section 9-A, Section 9-C, or these By-Laws. Votes cast by proxy or written ballot are valid for the purpose of establishing a quorum. If, however, such quorum shall not be present or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be 2/3 of the required quorum at the preceding meeting. (I.e. $51\% \times 2/3 = 34\%$). No such subsequent meeting with a reduced quorum requirement shall be held more than 60 days following the preceding meeting. Members entitled to vote there at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxy & Written Ballot Voting. Unless the Declaration prohibits or limits voting, the Association shall provide for votes to be cast in person, by proxy, and by written ballot for any action which may be taken at any annual, regular or special meeting of members. The Association must maintain and make available upon member's request a record of Voting-Eligible Members, each vote cast by each member, and whether the vote was cast in person, by proxy, or by written ballot.

(a) Proxy Voting. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form for any action except as otherwise provided in the Declaration or these By-Laws. An appointment of a proxy is effective when received by the secretary or other designated officer authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form, but no proxy shall be valid for more than 3 years from the date of the appointment's execution. An appointment of a proxy is revocable by the member. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the secretary or other designated officer either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

(b) Written Ballot. The board shall deliver written ballots to the members with the meeting notice as specified in Section 3 of this article. A written ballot is valid for only 1 specified election or meeting of the members and expires automatically after the completion of the election or meeting. The written ballot does not authorize another person to cast votes on behalf of the member. A written ballot may not be revoked. All solicitations for votes by written ballot shall:

- (1) Set forth each proposed action and shall provide an opportunity to vote for or against each proposed action;
- (2) Indicate the number of responses needed to meet the quorum requirements and the percentage of approvals necessary to approve each matter other than election of directors; and
- (3) Specify the time and date by which the ballot must be delivered to the secretary or other designated officer in order to be counted, which shall be at least 7 days after the date that the board delivers the unvoted written ballot to the member.

ARTICLE IV – BOARD OF DIRECTORS SELECTION AND TERM OF SERVICE

Section 1. Number. The affairs of this Association shall be managed by a Board of **Three (3) directors**, who shall be members of the Association and residents of Huntington Place. The director's will be elected by the members at the annual meeting.

Section 2. Term of Office. At each annual meeting to be held in October of each year, the members shall elect directors to fill the vacancy of directors whose terms are expiring. Each director shall be elected to serve three (3) years, and the terms expire on December 31st.

In order to establish the staggered term of office for the Directors, the October 2018 election for the term beginning in January 2019 will elect two Director positions for a three-year term and one Director position for a two-year term.

Section 3 Officers. See article V. of these By-Laws.

Section 4. Nomination. Nomination for election of the Board of Directors shall be made in October of each year at the annual meeting by Voting-Eligible Members in person, by written ballot, or by proxy. The residing Board of Directors will make a written request by e-mail for nominations from the membership. Such nominations may be made only from among Voting-Eligible Members see (Article 11 section 8) who are residents of the Association.

Section 5. Election. Election to the Board of Directors shall be in person, by written ballot or by proxy at the annual meeting or special meeting called for the purpose of such election. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. **(Members may only vote one time per candidate.)**

Section 6. Eligibility. All directors, and nominated directors, must be Voting-Eligible Members who are members of the Association. Should a director no longer reside in Huntington Place, fail to pay homes Association assessments within 30 days past the due date, or no longer be an Owner

of any Lot of Huntington Place, the director shall be considered ineligible to serve on the Board.

Section 7. Director Resignation & Removal. Any director may be removed at any time, from the Board, with cause, by a majority of the votes of the Voting-Eligible Members at a special meeting specifically called for that purpose. Any director may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective. In the event of death, resignation, ineligibility or removal of a director, his successor shall be appointed by the remaining members of the Board and shall serve for the unexpired term of his predecessor. The Board shall notify the membership by e-mail of the resignation or removal of any director and the appointment of his successor.

Section 8. Compensation. No director's shall receive compensation for any service rendered to the Association in their capacity as a director. However, any director may be reimbursed for their actual expenses incurred if written approval by the board of directors is given. Such reimbursement must include written receipts indicating expenditure incurred and paid and be included in the written financial statements of the Association after reimbursement is made.

Section 9. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors consistent with applicable law. Any action so approved shall have the same effect as though taken at a meeting of the directors. Such action must be ratified by vote at the next scheduled meeting of the directors and included in the written minutes of such meeting.

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1. Selection of Officers. The officers of this Association shall be a President, Vice President, and Secretary/Treasurer who shall be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

The officers of the Board of Directors shall be selected annually when a current Board Members term is expiring; by a majority vote of the Board of Directors at the first Board Meeting of the calendar year. Each officer shall hold office for three (3) years unless he or she shall sooner resign, or shall be removed, or otherwise become ineligible to serve. Any officer may resign from office at any time AND still serve the remainder of his term as a Director. Any officer may be removed from office with cause by a majority vote of the Board; however removal of any Director from the Board shall take place as noted in Article IV of these By-Laws. A vacancy in any office may be filled by selection of the Board. The officer selected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 2. Special Appointments. The Board may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 3. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices

except in the case of special offices created pursuant to Section 4 of this Article.

Section 4. 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 promissory notes. Assumes general day-to-day administration of the association and has authority to order specific actions in furtherance of the board's policies. Serves as spokesperson for the board of directors in most matters relating to general association business.

Vice President - the vice president shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board and chair at least one or more substantive committees.

Secretary/Treasurer –

the secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of 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 or the office of the secretary.

the treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; and shall sign all promissory notes of the Association; keep proper books of account; budget and statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE VI - MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as requested by the Board President, or other Directors as required without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, that meeting shall be held at the same time on the next day which is not a legal holiday.

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 (3) 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 the act of the Board.

ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws or the Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors without an "excused absence" as given by the President of the Board; and
- (e) Employ independent contractors or such other employees as they deem necessary and prescribe their duties. Such expenditures not to exceed those provided for in the annual approved budget.

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

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by members who are entitled to vote (Voting- Eligible Members);
- (b) Supervise all officers, agents and employees of the Huntington Place Homes Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and
 - (2) E-mail written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) May foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring legal action against the owner personally obligated to pay the assessment;
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If any certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Maintain and/or issue an accounting of all expenses paid by the Association upon written request from any voting eligible member and/or at the annual meeting;

- (f) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (g) Cause the Common Area to be maintained;
- (h) Cause the exterior of the dwellings to be maintained as described in the Restrictions; and
- (i) Manage the affairs of the Association.

ARTICLE VIII - COMMITTEES

Section 1. Committees. The Board of Directors may appoint committees as deemed appropriate in carrying out the Association's purpose.

Section 2. Architectural Control Committee. The Architectural Control Committee will consist of the Acting Board of Directors, as provided in the Declaration and the By-Laws of the Association. The Architectural Control Committee shall consist of at least three (3) acting Board Members or Officers. No member shall serve on the Committee regarding requests for approval on a lot or property for which they own.

(a) Requests and Approvals. Members shall submit requests for Architectural Control Committee approval in writing to the Board of Directors as required by the Declaration of Covenants. In the event said Committee fails to approve or disapprove a request within thirty (30) days after said plans have been received by the Board, such approval will not be required and covenants will be deemed to have been met. The Architectural Control Committee shall approve or disapprove requests in writing. If a request is not approved, the Committee shall, in writing, identify the reasons for disapproval of the request, and identify requirements or alterations to the plans in order to obtain approval.

(b) Appeal Decision of the Committee. Should any Owner disagree with the decision of the Architectural Control Committee, the Owner must submit a written response to the Board within fifteen (15) days of notification of the decision by the Committee. **The Board shall notify the Association members in writing of the committee's decision and the Owner's appeal. The Board shall schedule a Special Membership meeting or provide a written ballot to vote if the Committee's decision shall be upheld or overturned.**

(c) Enforcement of Use Restrictions. As specified in the Declaration Section 22, Enforcement of Use Restrictions may be initiated by the Association, or any Owner. The Association shall make the determination to initiate legal action against an Owner for violating the Association's Declaration Use Restrictions as defined in Section 7-A of the Declarations by a majority vote. It is the responsibility of the Association to determine enforcement of the Use Restrictions of the Association, not the Architectural Control Committee. Failure by the Association to enforce any covenant or restriction shall in no event be deemed a waiver of the right to do so thereafter. Failure of the Association to enforce any covenant or restriction does not prohibit any Owner from taking personal action.

ARTICLE IX - BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declarations and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X - ASSESSMENTS

Section 1. Assessments. As more fully provided in the Declaration, each member is obligated to pay 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. If the assessment is not paid within thirty (30) days after the due date, there will be a fifty (\$50) dollar late fee and the assessment shall bear interest from the date of delinquency at the rate of 18 percent (18%) per annum, and the Association may bring legal action against the Owner personally obligated to pay the same or foreclose the lien against the property; interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein; by non-use of the Common Area or abandonment of the Lot.

Section 2. Assessments and Expenses Incurred by Residents. Huntington Place Homes Association assessments shall be paid in full by all members each calendar year. Assessments will not be offset by any expenses paid for or incurred by any member on behalf of or in the name of the Association.

All expenses incurred by a member or Board member on behalf of Huntington Place Homes Association must be approved by the Board in writing. Expenses incurred by any member without obtaining proper written approval will NOT be reimbursed. Only Board-approved expenses will be reimbursed in the form of a check payable to the member. No credit for outstanding assessments will be awarded for expenses incurred by any member.

Section 3. Due Date of Annual Assessment. Annual Assessments shall be due on January 1st of each year. Written or E-mailed notice of the annual assessment shall be sent to every Owner in advance of each annual assessment period. If the assessment is not paid within thirty (30) days after the due date, the assessment shall have a fifty (\$50) dollar fee added and shall bear interest from the date of delinquency at the rate of 18 percent per annum as more fully provided in the Declaration.

Section 4. Amount of Annual Assessment. As more fully provided in the Declaration, the Board shall determine the amount of the annual assessment for each Lot from time to time.

ARTICLE XI - NO CORPORATE SEAL

The Association shall not have a corporate seal.

ARTICLE XII - AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the members after prior written e-mailed notice to all members of the proposed amendment, by a fifty one percent (51%) majority of the votes cast by eligible members present in person, by written ballot, or by proxy. A proper quorum of Voting-Eligible Members must be present as established in Article III Section 4 of these By-Laws. E-mailed notice of the proposed amendments shall be provided with the Notice of the Meeting as established in Article III Section 3 of these By-Laws.

Section 2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII - MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of formation.

APPROVAL NOTES:

Huntington Place Homes Association By-Laws were originally passed on __/__/____. The meeting minutes states, 'A Motion was made and seconded to approve the proposed Huntington Place Homes Association By-Laws. The By-Laws were approved by a unanimous vote of the Voting-Eligible Members in attendance.

President

Secretary

Printed Name

Printed Name