

# BY-LAWS

Prepared by  
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Adopted by the Board of Directors July 1957  
As amended October 20, 1961

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## ARTICLE I – NAME AND OBJECTS

The name of this Homes Association, hereinafter referred to as “Association”, shall be Terrace Lake Gardens Homes Association, Inc. The objects and powers of the Association, except as limited and restricted by the Association By-Laws, shall be those objects and powers enumerated in the “Declaration of Restrictions Affecting Terrace Lake Gardens” and the Article of Incorporation of the Terrace Lake Gardens Home Owners Association as they appear of record in the Office of the Recorder of Deeds of Jackson County, Missouri.

## ARTICLE II – MEMBERSHIP

Section 1. (Members) Any owner of legal title of record to any lot within the limits of Terrace Lake Gardens sub-division of land in Jackson County, Missouri, which lot has or shall hereafter by legally or equitably restricted and subjected to the “Homes Association Declaration” recorded in the Offices of the Recorder of Deeds of Jackson County, Missouri, or to any Extensions thereof, shall be a member of this Association.

Section 2. (Title held by a married woman). In case legal title to any improved lot in the sub-division is held by a member who is a married woman, she may, if she prefers, designate in writing her husband as a member in her stead, and he shall upon filing such writing with the Secretary of the Association become a member.

Section 3. (Title held by joint Tenants or by Tenants in Common). In case the legal title to any improved lot in the sub-division is held by more than one person in any form of joint tenancy or tenancy in common, the owners thereof shall be a member but shall jointly have the right to cast only one vote for each vacancy to be filled at

any election or on any questions, or such owners may, if they prefer, designate in writing one of them as a member in their stead which shall upon filing such writing with the Secretary of the Association become a member.

Where a petition is signed, or ballot or vote cast by any one of the persons comprising a member under this section, it shall be assumed that the person so signing or voting did so with the authority of all the other persons comprising the member.

Section 4. (Title held by a minor). In case the legal title to any improved lot in the sub-division is held by one or minors, then their natural or legal guardian or guardians shall be a member. If there be more than one such guardian they shall jointly have the right to cast only one vote for each vacancy to be filled at any election or on any questions, or such guardians may, if they prefer, designate in writing one of them as a member in their stead which shall upon filing such writing with the Secretary of the Association become a member.

Section 5. (Title held by a corporation). In case the legal title to any improved lot in the sub-division is held by a member which is a corporation, then the Board of Directors of such corporation, or its president, or its vice-president may designate in writing one of its officers, members, or employees as its member representative, who shall upon filing such writing with the Secretary of the Association become a member.

Section 6. (Voting Rights). All voting rights shall be vested exclusively in the owners of improved property and the owners of improved property or their duly accredited representative as herein provided shall have the right to cast but one vote for each improved lot he, it or they own or owns, regardless of the number of square feet in said lot or lots. Improved property is defined as that lot which has a completed dwelling unit constructed thereon.

Section 7. (Tenure of Membership). Membership in this Association may continue only during the ownership of any lot in the subdivision by the member or person or party whom he represents as herein provided.

Section 8. (Membership fees). No fees or charges shall be made for the privilege of membership beyond the charge or assessment as set forth in the "Homes Association Declaration" and the Articles of Incorporation of the "Terrace Lake Gardens Home Owners Association."

Section 9. (List of members). The Secretary of the Association shall keep a correct list of all members and their last known addresses. All members shall notify the secretary of any changes of address. Such list shall be confidential property of the association.

### ARTICLE III – BOARD OF DIRECTORS

Section 1. (Number of Directors). The corporate powers of this Association shall be vested in a Board of fifteen (15) Directors called the Board of Directors.

Section 2. (Quorum). A majority of Directors shall constitute a quorum for the transaction of business at any meeting. A majority vote of those voting shall be necessary to elect an officer or transact any other business.

Section 3. (Qualifications). All Directors must at all times be voting members of the Association.

Section 4. (Election and Tenure of Directors). Directors shall be elected annually by the members of the Association at the Regular Association Meeting held during the month of October (as prescribed in Article VI). Directors elected at the 1961 meeting from odd-numbered districts shall serve for a period of one year. Thereafter, and beginning specifically with the annual election in October 1962, all directors shall be elected for a term of two years, as their terms expire. In all cases, the term of election shall be measured from the next succeeding first day of November after the Annual Association Meeting occurs and until their successors are duly elected and qualified.

Section 5. (Vacancies). In case of vacancy in the office of a director occurring between annual elections, the remaining directors at a regular or special meeting shall elect another eligible member to fill the vacancy for the unexpired term and until a successor shall be duly elected and qualified.

Section 6. (Duties of the Board of Directors).

- (A) The Board of Directors shall conduct, manage and control the property, affairs, and business of the Association, and shall make all necessary rules and regulations for the guidance of officers and management of the affairs and business of the Association, not inconsistent with the By-laws or any duly constituted governmental authority having

jurisdiction thereof including the State of Missouri and the United States of America. They shall cause to be kept a complete record of all their acts and proceedings and of the proceedings of the members. At each annual meeting of the members, they shall present a complete detailed statement showing the assets, liabilities, and general condition of the Association. They shall also cause to be kept a complete record of all the finances of the Association showing all receipts and expenditures, assets and liabilities.

- (B) The Board of Directors shall employ and discharge at will all agents, servants and employees of the Association, prescribe their duties, fix their compensation, and at the discretion, may require of any of them a bond or other security for faithful performance of their duties and fidelity.
- (C) The Board of Directors shall determine who shall sign and countersign checks, drafts, or other papers and documents, and one of such signers who shall sign papers involving disbursement or receipt of Association funds shall be bonded; such bond to be paid for by the Association.
- (D) The Board of Directors shall decide all questions of membership and sufficiency of petitions and proxies.
- (E) In addition to the foregoing, the Board of Directors shall do and perform any other duties that may be prescribed for them by the members of this Association at any regular or special meeting.

Section 7. (Audit of Annual Financial Report). Before its presentation, the annual financial report to the members shall be examined and audited by a certified or licensed public accountant.

Section 8. (Compensation). No Director shall receive any compensation for his services.

Section 9. (Removal of Directors). Any Director may be removed from the office of Director by a written petition signed by fifty percent (50%) of the Association members.

Section 10. (Terms in Office). No member of the Board of Directors shall serve more than two (2) consecutive terms.

#### ARTICLE IV – OFFICERS AND THEIR DUTIES

Section 1. (Designation of Officers and tenure of office).

- (A) The officers of this Association shall be a President, Vice-President, Secretary, and Treasurer, who shall be elected by and hold office for one (1) year at the will of the Board of Directors. The Board of Directors may also, from time to time, name their assistant officers who shall hold office at the will of the Board of Directors.
- (B) The President, Vice-President, Secretary, and Treasurer shall at all times be directors. No two of the above offices may be held by the same person.
- (C) The Board of Directors may appoint or remove any officer or employee at pleasure, and any vacancy caused by removal, resignation, death or cessation of membership in the Association for any cause whatever, may be filled by the Board of Directors as it may deem advantageous.

Section 2. (President's Duties). The President shall preside over all meetings of the members and directors, shall sign all instruments of writing to be executed by the Association, and as he may be directed by the Board of Directors he shall perform such other duties as may be conferred upon him by the Board of Directors, but his authority shall be subject to the control and direction of the Board of Directors at all times.

Section 3. (Vice-President's Duties). The duties of the Vice-President shall be to do and perform all the duties of the President in the absence or inability of the President.

Section 4. (Secretary's Duties). The duties of the Secretary shall be to keep a permanent and complete record of all proceedings of each meeting of the Board of Directors and of the Association members, and to keep the officers of the Association informed of all such proceedings when called upon; to call special meetings of the Board of Directors and of the Association members whenever

requested as hereinafter required by Article VI and VII of the By laws; to keep a list of all members of the Association and their addresses; and to do and perform all other duties that usually and properly pertain to the Office of Secretary.

In case of absence of the Secretary, the President may appoint someone to act in his stead until the next meeting of the Board of Directors.

The Secretary shall keep any names and addresses of members confidential as the property of the Association. Such information shall not be made available to anyone except for purposes of carrying on the business of the Association.

Section 5. (Treasurer's Duties). The Treasurer shall have custody of all moneys and securities of the Association and shall keep regular books of account. He shall be furnished bond as provided in Article III, Section 6. Par. (C) such bond to be not less than \$20,000.00. He shall disburse the funds of the Association as authorized by the Board of Directors in payment of the just demands against the Association, taking proper vouchers for such disbursements, and shall render to the Board of directors of the Association, from time to time as may be required of him, an accounting of all of his transactions as Treasurer and of the financial condition of the Association. He shall publish, or cause to be published, semi-annually a statement showing the disposition of funds on a per Association Member basis, and fully explaining the surplus on hand. Such statement to be mailed to the members of record. He shall turn over, after certified audit, to his successor in office all moneys, records, papers, and other properties belonging to the Association, and to do and perform all duties incident to his office or which are properly required of him by the Board of Directors.

Section 6. (Succession in Office). President and Vice-President shall not succeed themselves into office.

Section 7. (Compensation). No officer shall receive any compensation for his services.

## ARTICLE V – COMMITTEES AND THEIR DUTIES

Section 1. (Classification of Committees). The committees of the Association shall consist of standing committees created by these By laws and such other committees or sub-committees as may be formed by resolution of the Board of Directors or Association Members.

Section 2. (Committee Membership). Unless otherwise stated in the provisions creating a committee, or the By laws, appointment of members to serve on committees of the Association shall be made by the President, subject to the approval of the Board of Directors, for a term not beyond the end of the calendar year in which he is appointed, except the chairman of each Standing Committee shall also hold office until his successor is duly appointed.

Section 3. (Committee Chairmen). Unless otherwise stated in the provisions creating a committee or by the By laws, the Chairman of each committee shall be appointed by the President upon the advice and consent of the Board of Directors and shall hold office at the will of the Board of Directors.

Section 4. (Standing Committees and their duties). The Standing Committees of the Association and their duties shall consist of:

- (a) Restrictions Committee. This committee shall accept, hear, investigate, and approve or disapprove applications for the erection, addition, or alteration of any structure, hear and investigate complaints of Association members concerning violations of the Restrictions affecting Terrace Lake Gardens and make recommendations to the Board of Directors as to action to be taken concerning matters of the violation of restrictions. It shall keep on file at least one copy of each application and whether such application was approved or disapproved. It shall also have such other duties as may be prescribed by the Board of Directors.
- (b) Sanitation Committee. This committee shall study, investigate and make recommendations to the Board of Directors concerning matters of sanitation for the Association members, including trash, garbage, sewage disposal and health. In addition to the foregoing, the Sanitation Committee shall have such other duties as may be prescribed by the Board of Directors.
- (c) Streets Committee. This committee shall investigate and make recommendations to the Board of Directors on matters concerning streets, including maintenance of streets, street lighting, traffic control and safety.

- (d) Parks Committee. This committee shall study, investigate and make recommendations to the Board of Directors concerning matters of parks and parkways.
- (e) Assessment and Finance Committee. This committee shall prepare and recommend to the Board of Directors a financial budget and shall counsel the Board of Directors as to the amount of assessment of the members of the Association that will be necessary to meet the obligations of the Association. This committee shall have access to all books, accounts, and reports of the Secretary and Treasurer. In addition to the foregoing, this committee shall have such other duties as may be prescribed by the Board of Directors.
- (f) Public Information Committee. This committee shall study and make recommendations to the Board of Directors concerning matters pertaining to the dissemination of Association news and shall be responsible for the dissemination of such news. It shall welcome members into the Association and acquaint them with the functions of the Association. In addition to the foregoing, this committee shall have such other duties as prescribed by the Board of Directors.
- (g) Rules Committee. This committee shall study and make recommendations to the Board of Directors concerning matters pertaining to the By-Laws, forms used by the Association, the sufficiency of petitions, annexation and incorporation, and rules of procedure concerning meetings of members, directors, or committees. When requested by the President, it shall draw or assist in drawing a proposed agenda for an Association meeting. In addition to the foregoing, this committee shall have such other duties as may be prescribed by the Board of Directors.

Section 5. (Rules governing Committees). Except as provided in Section 6 of this Article, each committee shall fix its own rules of procedure and shall meet as provided by such rules or by resolution of the Board of Directors, but in the absence of any such rules or in cases of conflict, Roberts Rules of Order shall govern.

Section 6. (Minutes of Meeting of Committees). Each Standing Committee shall select from among its members a Secretary who shall keep a record of the acts and recommendations made by that committee. Such records shall be turned over to the



successor committee chairman for review and be kept as part of the Association Secretary's permanent records.

Section 7. (Directors as chairman of Standing Committees). Chairmen of all standing committees shall be members of the Board of Directors and no director shall be a chairman of more than one Standing Committee.

Section 8. (Removal of Committee Chairmen). Any chairman of a Standing Committee may be removed from that committee upon written petition signed by ten percent (10%) of the Association members filed with the Secretary. Any Committee Chairman removed pursuant to this section shall be disqualified from service on that committee or its chairmanship for two (2) years after removal.

## ARTICLE VI – ASSOCIATION MEETINGS

### Section 1. (Meetings)

- (a) Regular meetings of the members of the Association shall be held on the Second Tuesday of the month of October of each year or on such date of the first fifteen (15) days of October as the Board of Directors may designate, and at such time and place as may be fixed by the Board of Directors and set out in the notice of the meeting. The October meeting shall be considered the Annual Meeting.
- (b) Special meetings may be held at any time on call of the Board of Directors or by petition signed by twenty percent (20%) of the members and filed with the Secretary of the Association.

Section 2. (Notice). The members of the Association shall be notified by a printed or written notice signed by an officer of the board and mailed to the last known address of the members at least ten (10) days before the date of the Regular meeting, stating the time and place of the meeting.

Special meetings may be called in like manner after five (5) days notice but any such notice shall designate the purpose of the meeting. In all such cases the mailing of the notice shall be considered as the notice required to be given, and notice need only be given to members appearing as such on the books of the Association.

Section 3. (Quorum). At any Regular or Special Association Meeting, twenty (20) voting members or five percent (5%) of the voting members, whichever is greatest,

shall constitute a quorum for the transaction of business. If the meeting be not held at the time specified because of the lack of a quorum or other cause, the meeting may be adjourned from day to day until a quorum can be had, or until a day certain.

## ARTICLE VII – BOARD OF DIRECTORS MEETINGS

Section 1. (Meetings and Notice). Regular meetings of the Board of Directors shall be held at least once each month as such times and place as the Board of Directors may designate. No notice of the regular meetings of the Board of Directors shall be required to be given.

Special meetings of the Board of Directors may be held at any time on call of the Secretary, or the President, or the Vice-President, by written notice, stating the time, place and purpose of the meeting, mailed to the last known address of the Directors at least two (2) days before the date of the meeting. The mailing of such notice shall be considered as the notice required to be given, or a like written notice may be served by any one personally upon the Directors at least one (1) day before such meeting.

Section 2. (Absenteeism). Should any member of the Board of Directors absent himself from Board of Director meetings for two (2) consecutive months without valid cause in the opinion of the Board of Directors, his office may be declared vacant on vote of a majority of all the Board of Directors.

Section 3. (Waiver of Notice). Any Director may waive notice of the Board of Directors meeting, either before or after such meeting occurs. Such waiver shall be in writing.

Section 4. (Director's Vote). Directors must be present at the director's meeting to vote.

## ARTICLE VIII – VOTING

Section 1. (Written Ballot). Voting on matters of business of the Association shall be by written ballot, except when waived by a majority of those members present.

Section 2. (Number of Votes). Each member entitled to vote as provided in Article II Section 6 thereof, shall have one vote for each vacancy to be filled or on each question. Fractional voting or cumulative voting shall not be valid.

Section 3. (Ballots to be signed with exception). All ballots shall be signed by the member voting or his authorized representative, stating the members address, except, Board of Directors may at their discretion provide a system of secret voting for members desiring to vote secretly.

Section 4. (Proxies). Proxy voting shall be allowed provided a duly sign copy of the proxy is filed with the Secretary of the Association before the vote is to occur. No person shall be allowed to vote more than three (3) proxies.

Section 5. (Canvassers). Before the vote is taken at an election at an Association meeting, the President of the Association shall appoint a committee of at least five (5) members whose duty shall be to distribute ballots, canvass, tally the votes, and announce the results.

All ballots shall be finally validated by a committee which shall consist of the Rules Committee and the Chairman of the remaining Standing Committees.

Section 6. (Protest). Unless a written protest is filed with the Secretary of the Association within 30 days after the vote on any subject or election, all voting as to those matters shall be conclusive, after which time the ballots shall be destroyed.

## ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. (Nominations). Nominations shall only be made in the following way:

At least ten (10) days prior to the Annual Homes Association Meeting, a primary election shall be held in each of the fifteen (15) Districts shown on the plat appended hereto and incorporated herein by reference. Said primary election to be held for the purpose of selecting two candidates from each District for the Board of Directors of the Homes Association. The names of the two (2) candidates receiving the highest total of votes in each of the fifteen Districts shall appear on a printed ballot at the Annual Meeting. Fifteen Directors for the Association shall be elected from the thirty (30) candidates selected in the Primary Election, with only one Director to be elected from each District.

Section 2. (Introducing Candidates). Each candidate for an office to be filled by an election shall be introduced at the Association meeting in which the election occurs.

Candidates may state their address and that they are willing to serve if elected. Campaign speeches shall be out of order on the floor at the Association meeting.

Section 3. (Ballot). At the Association meeting in which the election occurs, each member or his duly qualified representative shall be furnished a ballot on which the names of the candidates for office shall be printed, together with a statement of the number of Directors to be elected. The voter will place a cross opposite the name or names of the candidate or candidates for whom he wishes to vote. If a cross is placed opposite more than this number, the ballot shall be void. If a voter desires to write in candidates, they shall be allowed.

#### ARTICLE X – POWER OF THE BOARD OF DIRECTORS TO EXPEND MONEY OR BIND THE ASSOCIATION LIMITED

The Board of Directors shall at no time expend or obligate the Association to expend in one or more years more money than the amount of assessment collected in a one year period in addition to any surplus held over from previous periods.

#### ARTICLE XI – MISCELLANEOUS

Section 1. (Restrictions). Members of the Association shall comply with the Restrictions Affecting Terrace Lake Gardens. Any member may appeal the decision of the Restrictions Committee to the Board of Directors for their decision. Likewise, any member may appeal the decision of the Board of Directors concerning a decision on a violation of the Restrictions to the membership at a Special Meeting of the Association members, but all such appeals to the membership shall be at the expense of the member making the appeal.

#### ARTICLE XII – AMENDMENTS

These By-Laws may be amended at any Association meeting provided that Notice of such proposed Amendment has been sent to each member within a period of not less than thirty (30) days prior to action at an Association meeting. Any amendment must be approved by at least two-thirds (2/3) of those voting. Proposed amendments are to be first submitted to the Rules Committee for consideration and consultation.