

**BY-LAWS OF NEWBERRY  
HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
OWNERSHIP**

Section 1. Ownership. The project located near Bailey Road and Newberry Drive, City of Lee's Summit, State of Missouri, known as "Newberry" ( First Plat and Second Plat) is subject to the provisions of the Declaration of Covenants, Conditions and Restrictions recorded March 8, 1999, as amended.

Section 2. By-Laws Applicability. The provisions of the By-Laws are applicable to the project (The term "project" as used herein shall include the land)

Section 3. Personal Application. All present or future Owners, tenants, future tenants, or their employees, or any other person that might use the facilities of the project in any manner, are subject to the regulations set forth in these By-Laws and to the recorded Declaration.

The mere acquisition or rental of any or the living units, as defined in the Declaration (hereinafter referred to as "Units") of the project or the mere act of occupancy of any of said Units will signify that these By-Laws and provisions of the Declaration are accepted and will be complied with.

**ARTICLE II  
VOTING, MAJORITY FO OWNERS, QUORUM, PROXIES**

Section 1. Voting Voting shall be on a basis as set out in the Declaration.

Section 2. Majority of Owners. As used in the By-Laws the term "majority of Owners" shall mean those Owners holding 51% of the votes in accordance with the percentages assigned in the Declaration.

Section 3. Quorum. Except as otherwise provided in the By-Laws, the presence in person or by proxy of Majority of Owners as defined in Section 2 of this Article shall constitute a quorum.

Section 4. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with Secretary before the appointed time of each meeting.

ARTICLE III  
ADMINISTRATION

Section 1. Association Responsibilities. The owners of the units will constitute the members of the Association of Owners (hereinafter referred to as "Association") who will have the responsibility of administering the project, approving the annual budget, establishing and collecting monthly, annual, special, and parcel assessments and relating to the duties, obligations, removal and compensation of the management agent. Except as otherwise provided, decisions and resolutions of the Association shall require approval by a majority of owners.

Section 2. Place of Meetings. Meeting of the Association shall be held at the principal office of the project or such other suitable place convenient to the owners as may be designated by the Board of Directors.

Section 3. Annual Meetings. The first annual meeting of the Association shall be held within 60 days of the transfer of the first unit to an owner not the declarant. Thereafter, the annual meeting of the Association shall be held on the 2<sup>nd</sup> Tuesday of January each succeeding year. At such meetings there shall be elected by ballot of the owners a Board of Directors in accordance with the requirements of Section 5 of Article IV of the By-Laws. The owners may also transact such other business of the Association as may properly come before them.

Section 4. Special Meetings. It shall be the duty of the President to call a special meeting of the owners as directed by resolution of the Board of Directors or upon a petition signed by a majority of the owners and having been presented to the secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of 4/5<sup>th</sup> of the owners present, either in person or by proxy.

Section 5. Notice of Meetings. It shall be the duty of the secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each owner of record, at least 5 but not more than 10 days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered notice served.

Section 6. Adjourned Meetings. If any meetings of owners cannot be organized because a quorum has not attended, the owners who are present, either in person or by proxy, may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

Section 7. Order of Business. The order of business at all meeting of the owners of units shall be as follows: a) Roll call – b) Proof of notice of meeting or waivers of notice – c) Reading of minutes of preceding meetings – d) Report of officers – e) Report of committees – f) Election of directors – g) Unfinished business – h) New business.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of 5 persons, all whom must be owners of units in the project.

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these By-Laws directed to be exercised and done by the owners.

Section 3. Other Duties. In addition to duties imposed by these By-Laws or by resolutions of the Association, the Board of Directors shall be responsible for the following:

- a) Care, upkeep and surveillance of the project and any common areas.
- b) Collection of assessments from the owners
- c) Designation and dismissal of the personnel necessary for the maintenance and operation of the project and the common areas.

Section 4. Management Agent. The Board of Directors may employ for the Association a Management Agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in Section 3 of this Article.

Section 5. Election and Term of Office. At the first annual meeting of the Association the term of office of 2 Directors shall be fixed for 3 years. The term of office of 2 Directors shall be fixed 2 years and term of office of 1 Director shall be fixed at 1 year. At the expiration of the initial term of office of the term of office of each respective Director, his successors shall be elected to serve a term of three 3 years. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum: and each person so elected shall be Director until a successor is elected at the next annual meeting of the Association.

Section 7. Removal of Directors. At any regular or special meeting duly called, any one or more Directors may be removed with or without cause by a majority of the owners and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

Section 8. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within 10 days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least 2 such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least 3 days prior to the day named for such meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on 3 days notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place ( as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least 3 directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, and director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting or the board, no notice shall be required and any business may be transacted at such meeting.

Section 12. Board of Director's Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Fidelity Bonds. The Board may require that all officers and employees of the Association handling or responsible for Association funds may furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

## ARTICLE V OFFICERS

Section 1. Designation. The principal officers of the Association shall be a President, Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors. The directors may appoint an assistant treasurer, and an assistant secretary, and such other assistant officers as in their judgement may be necessary, who need not be members of the Board.

Section 2. Term. The officers of the Association shall serve for a term of 3 years, unless they are removed from office as provided herein or resign or otherwise fail to complete their term, in which case they will be replaced as set out below.

Section 3. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

Section 4. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 5. Successors. In the event an officer of the Association tenders his resignation or otherwise fails to fulfill his obligations, the Board shall at a regular meeting or special meeting of the Board, elect his successor.

Section 6. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the owners from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 7. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board.

Section 8. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association, he shall have charge of such books and papers as the Board of Directors may direct, and he shall, in general, perform all the duties incident to the office of Secretary.

Section 9. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be

responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Association in such depositaries as may from time to time be designated by the Board of Directors.

## ARTICLE VI OBLIGATIONS OF THE OWNERS

Section 1. Assessments. All owners are obligated to pay monthly, annual, special, and parcel assessments imposed by the Association to meet all Common Expenses, which may include a liability insurance policy premium and an insurance premium for a policy to cover repair and reconstruction work in case of hurricane, fire, earthquake or other hazard, coverage however, to be limited to the Common Areas. The assessments shall be made pro rata according to the unit of units owned, as stipulated in the Declaration. Such Assessments shall include monthly payments to such reserve and capital funds as may be required in the Declaration

Section 2. Maintenance and Repair.

- a) Every owner must perform promptly all maintenance and repair work for their own unit, which if omitted would affect the Project in its entirety or in a part belonging to other owners, being expressly responsible for the damages and liabilities that failure to do so may engender.
- b) All the repairs of the unit shall be at the owner's expense.
- c) An owner shall reimburse the Association for any expenditure incurred in repairing or replacing a Common Elements damaged through owners fault.

Section 3. Use of Common Elements.

- a) All Common Areas shall be available for use by all owners, and their families, tenants, or guest, and shall not be for the exclusive use of any one owner.
- b) Owners, their families, tenants and guest, shall use the Common Areas in a manner which will no interfere with any other owner's use of the Common Areas and in a way which will no lead to injury to any owner, family, tenants, and guest, nor to any employee, agent, or invitee of the Association or the personal property of any such person .

Section 4. Rules of Conduct – In addition to and in Coordination with the Use Restrictions of the Declaration.

- a) No resident of the Project shall post any advertisements, or posters of any kind in or on the Project except as authorized by the Declaration.
- b) The keeping of domestic animals will be governed by the ordinances of the City of Lee's Summit, Missouri, except as otherwise provided in the Use Restrictions.

## ARTICLE VII AMENDMENTS TO BYLAWS

Section 1. By-Laws. The By-Laws may be amended by the Association in a duly constituted meeting for such purpose and no amendment shall take effect unless approved by owners representing at least 67% of the members of the Association, or as otherwise determined in accordance with the Declaration.

ARTICLE VIII  
MORTGAGEES

Section 1. Notice of Unpaid Assessments. The Association shall at the request of a mortgagee of a unit report any unpaid assessments due from the owner of such unit.

ARTICLE IX  
COMPLIANCE

These By-Laws are set forth to comply with the requirements of the Laws of the State of Missouri.

In case any of these By-Laws conflict with the provisions of said Laws, it is hereby agreed and accepted that the provisions of the Laws will apply.

NEWBERRY HOME OWNERS ASSOCIATION, INC.

Signed by: *Ross S. Barber*  
President – Chapel Oaks Development Company, Inc.

Notarised by: *Kimberly S. Massey* August 5, 1999