

BYLAWS OF  
WARD PARK PLACE HOMES ASSOCIATION

ARTICLE I

OFFICES

1.1 Name. The name of the corporation is Ward Park Place Homes Association. It is incorporated under the laws of the State of Missouri a not-for-profit, non-stock corporation. The corporation is the homes association referenced in the Declaration (as defined below).

1.2 Location. The principal office of the corporation shall be located in Raymore, Cass County, Missouri, but meetings of members and directors may be held at such other places in Cass County, Missouri as may be designated by the Board of Directors from time to time.

ARTICLE II

DEFINITIONS

2.1 Association shall mean Ward Park Place Homes Association, its successors and assigns.

2.2 Subdivision shall mean all of the property which is now or hereafter within the jurisdiction of the Association as provided in the Declaration.

2.3 Common Areas shall have the meaning set forth in the Declaration.

2.4 Lot shall mean and refer to any plot of land shown upon any recorded subdivision, survey or map of the Existing Property as that term is defined in Article I of the Association's Declarations.

2.5 Owner shall have the meaning set forth in the Declaration.

2.6 Developer shall mean the "Developer" (or its assignee) under the Declaration.

2.7 Declaration shall mean, collectively, (i) Ward Park Place of Raymore, Missouri Declaration recorded as instrument number \_\_\_\_\_ in Book \_\_\_\_ at Page \_\_\_\_ in the Office of the Register of Deeds of Cass County, Missouri (the Register's Office), as such may be amended and supplemented from time to time and (ii) any additional declarations as may be recorded from time to time with the Register's Office which relate to the subdivision commonly known as "Ward Park Place", or any other subdivision under the jurisdiction or coverage of the Association from time to time.

ARTICLE III

MEMBERSHIP

3.1 Membership Generally. Membership in the Association shall be limited to persons or entities who are the Owners of the fee interest in any lot which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separate from ownership of a lot.

ARTICLE IV

VOTING RIGHTS

4.1 Voting. Member's voting rights are set forth and defined in Article II of the Declaration as amended. Notice and quorum requirements are set forth hereinafter at Article X.

4.2 Representatives. Where a lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such lot and to serve, if elected or appointed, as a director of the Association, such designation to be made by filing a written instrument to that effect with the Association.

#### ARTICLE V

##### USE OF COMMON AREAS

5.1 Common Areas. The Owners of Lots within the Subdivision shall have the non-exclusive right to the use of all Common Areas to the extent not located on any lot.

5.1 Rules and Regulations. The Association shall have the right and the power to make reasonable rules and regulations which shall govern the use of the Common Areas.

#### ARTICLE VI

##### BOARD OF DIRECTORS

6.1 Number. The affairs of the Association shall be managed by a Board of Directors. The initial director shall be the incorporator named in the Articles of Incorporation of Ward Park Place Homes Association, who shall hold office until the first annual election of directors or until his or her earlier resignation or removal. Thereafter, the board shall composed of at least three (3), but not more than nine (9) directors. Each individual elected as a director shall serve until the next annual election and until his or her successor is duly elected and has commenced his or her term of office or until his or her earlier resignation or removal.

6.2 Qualification. After the first annual election of directors, each director must be and remain a member in good standing of the Association in order to be elected and remain as a director.

6.3 Removal. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the Board of Directors, or by a majority vote of the members of the Association entitled to vote. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.

6.4 Compensation. No director shall receive compensation for the service he or she may render to the Association as a director. However, any director may be reimbursed for his or her reasonable pre-approved out-of-pocket expenses incurred in the performance of his or her duties.

6.5 Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, unless it is otherwise provided in the Articles of Incorporation or these Bylaws, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

#### ARTICLE VII

##### MEETING OF DIRECTORS

7.1 Annual Meetings. Annual meetings of the Board of Directors shall be held within 60 days following the annual meeting of the members, at such place as may be fixed by the Board.

7.2 Regular Meetings. Regular meetings of the Board of Directors may be held without notice and shall be held at such place and time as may be fixed from time to time by the Board.

7.3 Special Meetings. Special meetings of the board of Directors shall be held at such place and time as may be specified by and when called by the president of the Association or by any two or more directors.

7.4 Notice of Special Meetings. Written or printed notice stating the place, day and hour of a special meeting and the purpose or purposes for which the meeting is called, shall be delivered to each director not less than five (5) days before the date of the special meeting, either personally or by mail, by or at the direction of the person(s) calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Association, with postage thereon prepaid. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all directors shall be present.

7.5 Quorum. Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law or as provided in Article XV hereof, 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 of Directors.

7.6 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

7.7 Meetings by Conference Telephone or Similar communications Equipment. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereof shall constitute presence in person at such meeting.

7.8 Action Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

## ARTICLE VIII

### NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board of Directors may be made in writing by any member delivered to the secretary of the Association in advance of the annual meeting or from the floor at the annual meeting of the members.

8.2 Election. Election to the Board of Directors shall be by written ballot. At any such election, the members entitled to vote or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

8.3 Commencement of Term of Office. A director shall be deemed elected at the time of his or her election, but he or she shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director until the time he accepts the office of director either by a written acceptance or by participating in the affairs of the Association at a meeting of the Board of Directors.

## ARTICLE IX

### POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the powers and authorities as set forth and described in the Declaration as amended.

## ARTICLE X

### MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meeting of the members of the Association on November 15 of each year or at such other date as fixed by the Board of Directors. The annual meeting shall occur at such place and time as may be fixed by the Board of Directors. If the day for the annual meeting of members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered, and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of members holding at least one-tenth (1/10th) of the votes of the members.

10.3 Place and Notice of Meetings. All meetings of the members shall be held in Cass County, Missouri at such place as may be designated in the notice of the meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the person(s) duly calling the meeting, by mailing a copy of such notice, postage prepaid, not less than seven (7) days nor more than forty (40) days prior to such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose(s) of the meeting. Such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon so addressed to the member.

10.4 Quorum. Any number of members present at a regular or special meeting shall constitute a quorum. A majority of all votes cast, whether in person or by proxy, at any meeting of the members shall determine any question, unless otherwise provided by these Bylaws.

10.5 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the start of the meeting. Every proxy shall be revocable and shall automatically cease to be effective, if not sooner terminated by its terms or revoked, upon the expiration of eleven (11) months from the date of its issuance or upon conveyance by the member of his or her Lot, whichever event shall occur first.

## ARTICLE XI

### OFFICERS AND THEIR DUTIES

11.1 Enumeration of Offices. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer, who shall be elected from among the members of the Board of Directors, and such other officers as the Board of Directors may from time to time elect.

11.2 Election of Officers. Initially, the officers shall be elected by the Board of Directors named in the Articles of Incorporation at the first meeting of that body, to serve at the pleasure of the Board until the first annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

At the first and each subsequent annual meeting of the Board of Directors, the newly elected Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require of such person his or her written acceptance and promise faithfully to discharge the duties of such office.

11.3 Special Appointments. The Board of Directors may appoint such other officers and agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties consistent with these Bylaws as the Board may, from time to time, determine.

11.4 Resignation and Removal. Any officer may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board through the president or the secretary. Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.5 Vacancies. A vacancy in any office may be filled by the Board of Directors at any time. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

11.6 Multiple Offices. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

11.7 Duties. The duties of the officers are as follows:

President. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Association. He or she shall preside at all meetings of the membership and at all meetings of the Board of Directors. He or she shall be a non-voting *ex officio* member of all standing committees (and, may also be a voting member of any such committee, in the capacity of an official appointee, as the case may be) and shall have the general powers and duties of management usually vested in the office of president and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Vice President. The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board of Directors.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members, shall keep the corporate seal, if any, of the Association and affix it on all papers required to have the seal affixed thereto, shall serve notice of meeting of the board and of the members, shall keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties, and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of secretary.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of treasurer. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

11.8 Compensation. Officers of the Association shall not receive any compensation or salary for their services, but may be reimbursed for the reasonable pre-approved out-of-pocket expenses incurred in the performance of the duties of their offices.

#### ARTICLE XII ASSESSMENTS

12.1 Purpose. The assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers, maintain the improvements and render the services provided for in those Bylaws, the Declaration and the Articles of Incorporation.

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declaration.

#### ARTICLE XIII

##### BOOKS AND RECORDS

The books and records of the Association shall, at all times during reasonable hours and upon reasonable notice, be subject to inspection by any member for proper purposes. The Declaration, Articles of Incorporation and Bylaws of the Association shall also be available during reasonable hours for inspection by any member.

#### ARTICLE XIV

##### GENERAL PROVISIONS

14.1 Depositories and Checks. The moneys of the Association shall be deposited in such banks or financial institutions and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors from time to time.

14.2 Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.

14.3 Absence of Personal Liability. The directors, officers and members of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.

14.4 Indemnification. The Association shall indemnify and advance expenses to each person who is or was an officer or director of the Association or a member of a committee to the full extent permitted by the laws of the State of Missouri from time to time.

#### ARTICLE XV

##### AMENDMENT

These Bylaws may from time to time be altered, amended, or repealed, or new bylaws may be adopted by a three-fourths (3/4) vote of the entire Board of Directors.

#### ARTICLE XVI

##### CONFLICT

In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

#### ARTICLE XVII

##### FISCAL YEAR

The Board of Directors shall have power to fix and from time to time change the fiscal year of the Association. In the absence of action by the Board of Directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XIX


WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes of Missouri, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members, directors or members of a committee of directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

The undersigned secretary of Ward Park Place Homes Association, a Missouri not-for-profit corporation, hereby certifies that the foregoing Bylaws are the original bylaws of said corporation adopted by the initial directors.

Dated: \_\_\_\_\_

3/10/09

  
\_\_\_\_\_  
Brian Ripley, Secretary

**ARTICLES OF INCORPORATION  
OF  
WARD PARK PLACE HOMES ASSOCIATION**

The undersigned natural person of the age of eighteen years or more, for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is: Ward Park Place Homes Association.

**ARTICLE TWO**

The corporation is a Mutual Benefit Corporation.

**ARTICLE THREE**

The period of the duration of the corporation is perpetual.

**ARTICLE FOUR**

The name of and the address of the corporation's initial registered office in the State of Missouri is: Brian Ripley, 19005 E. State Route 58, Pleasant Hill, MO 64080.

**ARTICLE FIVE**

The name and address of the incorporator is: Brian Ripley, 19005 E. State Route 58, Pleasant Hill, MO 64080.

**ARTICLE SIX**

The corporation has members.

**ARTICLE SEVEN**

The number of directors to constitute the first board of directors is one (1). Thereafter the number of directors shall be fixed by, and in the manner provided in, the bylaws of the corporation.

**ARTICLE EIGHT**

The Association may be dissolved in the manner provided by the laws of the State of Missouri. Upon dissolution of the Association and after payment of or the making of adequate provision for all debts, liabilities and obligations of the Association, the remaining assets, both real and personal, of the Association shall be dedicated to an appropriate government entity or public agency or to a non-profit corporation, association, society, trust or other organization, determined by the board of directors to be devoted to purposes as nearly as practicable as those to which they were to be devoted by the Association.

**ARTICLE NINE**

The corporation is formed for the following purposes: To serve as a homeowners association for the Ward Park Place Subdivision located in Cass County, Missouri; to carry out the purposes, responsibilities and authorities of the Ward Park Place Subdivision, as developed by Brian Ripley; and, in general, the transaction of any lawful activity.



ARTICLE TEN

The effective date of this document is the date it is filed by the Secretary of State of Missouri.

In affirmation of the facts above stated, the following person signs as incorporator.

  
\_\_\_\_\_  
Brian Ripley, Incorporator

**UNANIMOUS WRITTEN CONSENT OF  
THE INCORPORATORS OF  
WARD PARK PLACE HOMES ASSOCIATION**

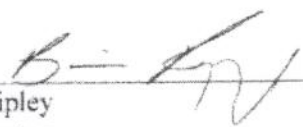
Pursuant to Section 351.080.1 of The General and Business Corporation Law of Missouri, the undersigned, being the (sole) incorporator(s) of Ward Place Homes Association, a Missouri corporation (the "Corporation"), hereby adopts the following resolutions for the Corporation and consents to the taking of the actions therein described, such consent to have the same force and effect as a unanimous vote of the incorporators of the Corporation at a meeting duly held:

Resolved, that the following individuals are hereby named to constitute the first board of directors of the Corporation until their respective successors are duly elected and qualified unless sooner removed by action of the shareholders, as provided in the bylaws of the Corporation:

Brian Ripley

Further Resolved, that the bylaws in the form attached hereto are hereby adopted as the Bylaws of the Corporation and shall govern the business of the Corporation.

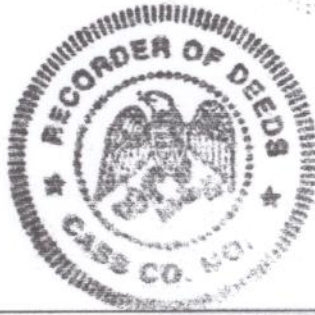
Dated as of the 10th day of March 2008.

  
\_\_\_\_\_  
Brian Ripley  
Incorporator

Sandra A. "Sandy" Gregory  
Recorder of Deeds  
Cass County Courthouse  
102 East Wall Street  
Harrisonville, Missouri 64012  
1 (816)380-8117  
gregoryjesagreg@aol.com

FILE NUMBER 469121  
OR BK 03418 PG 0404  
RECORDED 12/30/2010 11:08:16 AM  
RECORDING FEE 57.00  
SANDRA A (SANDY) GREGORY, RECORDER OF DEEDS  
CASS COUNTY, MISSOURI

H A



Total fee this Document \$

5700

(Space above reserved for Recorder of Deeds certification)

Title of Document:

By-laws

Date of Document:

12-29-2010

Grantor(s):

Ward Park Place

Grantee(s):

Mailing Address:

Reference Book and Page:

2188/157 + 2405/120

Legal Description

ALL Lots in Ward Park Place Subdivision  
Plat # 1, 2 + 3 Sec 12, Township 46 N, Range 32 W

If there is not sufficient space on this page for the information required, state the page reference where it is contained within the document

Statutory Recorders Fees First Page of Each Document

Homeless Fee-State	\$3.00
User Fee-State	\$2.00
State Statutory Pool	\$2.00
County Employee Retirement Fund	\$7.00
Record Preservation-Recorder	\$2.00
Technology Fund-Recorder	\$1.25
General Revenue-County	\$6.75
<b>Total Fees First Page</b>	<b>\$24.00</b>
\$3.00 each additional page	

Return To:

Bylaws of  
Ward Park Place Homes Association

**Article I**

Offices

- 1.1 The name of the corporation is Ward Park Place Homes Association. It is incorporated under the laws of the State of Missouri a not-for-profit, non-stock corporation. The corporation is the homes association referenced in the Declarations (as defined below).
- 1.2 Location. The principle office of the corporation shall be located in Raymore, Cass County, Missouri, but meetings of members and directors may be held at such other places in Cass County, Missouri as may be designated by the Board of Directors from time to time.

**Article II**

Definitions

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- 2.2 Subdivision shall mean all of the property which is now or hereafter within the jurisdiction of the Association as provided by the Declarations.
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- 2.5 Owner shall have the meaning set forth in the Declaration.
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- 2.7 Declaration shall mean, collectively, (i) Ward Park Place of Raymore, Missouri Declaration recorded as instrument number \_\_\_ in Book \_\_\_ at Page \_\_\_ in the Office of the Register of Deeds of Cass County, Missouri (the Register's Office), as such may be amended and supplemented from time to time and (ii) any additional declarations as may be recorded from time to time with the Register's Office which relate to the subdivision commonly known as "Ward Park Place", or any other subdivision under the jurisdiction or coverage of the Association from time to time.

**Article III**

Membership

- 3.1 **Membership Generally.** Membership in the Association shall be limited to persons or entities who are Owners of the fee interest in any lot which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separate from ownership of a lot.

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- 4.1 **Voting.** Member's voting rights are set forth and defined in Article II of the Declaration as amended. Notice and quorum requirements are set forth hereinafter at Article X.
- 4.2 **Representatives.** Where a lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such lot and to serve, if elected or appointed, as a director of the Association, such designation to be made by filing a written instrument to that effect with the Association.

#### **Article V**

##### Use of Common Area

- 5.1 **Common Area.** The Owners of Lots within the Subdivision shall have non-exclusive rights to the use of all common areas to the extent not located on any lot.
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- \*\*\* The acting President will stay on the Board of Directors for the following term in a voting advisory position once a new President has been elected. (Approved 5/0 June 10, 2010)
- 6.2 Qualification. After the first annual election of directors, each director must be and remain a member in good standing of the Association in order to be elected and remain as a director.
- \*\*\* Residents seeking office on the Ward Park Place Board may not hold any other positions on city/state boards, HOA boards or work for a company Ward Park Place has under contract. (Political gain/ conflict of interest). (Approved 4/0 July 8, 2010)
- 6.3 Removal. Any director may be removed from the Board of Directors with or without cause by a majority vote of the Board of Directors or by a majority vote of the members of the Association entitled to vote. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.
- 6.4 Compensation. No director shall receive compensation for the service he or she may render to the Association as a director. However, any director may be reimbursed for his or her reasonable pre-approved out of pocket expenses incurred in the performance of his or her duties.
- 6.5 Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, through less than a quorum, or by the sole remaining director, unless it is otherwise provided in the Articles of Incorporation or by these Bylaws, and the directors so chosen to hold office until the next annual election and until their successors are duly elected and qualified, or until their

earlier resignation or removal. If there are no directors in office then an election of directors may be held in the manner provided by statute.

## Article VII

### Meeting of Directors

- 7.1 **Annual Meeting.** Annual meetings of the Board of Directors shall be held within 60 days following the annual meeting of the members, at such place as may be fixed by the Board.
- 7.2 **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice and shall be held in such place and time as may be fixed from time to time by the Board.
- 7.3 **Special Meetings.** Special meetings of the Board of Directors shall be held at such place and time as may be specified by and when called by the president of the Association or by any two or more directors.
- 7.4 **Notice of Special Meetings.** Written or printed notice stating the place, day and hour of a special meeting and the purpose or purposes for which the meeting is called, shall be delivered to each director not less than five (5) days before the date of the special meeting, either personally or by mail, by or at the direction of the person(s) calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Association, with postage thereon prepaid. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all directors shall be present.
- 7.5 **Quorum.** Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law or as provide in Article XV hereof, 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 of Directors.
- 7.6 **Adjournment.** If a quorum shall not be present at any such meeting the directors present shall have the power successively to adjourn the meeting, without notice other than announced at the meeting, to a specified date. At any such adjournment

meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

- 7.7 Meetings by Conference Telephone or Similar communication equipment. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereof shall constitute presence in person at such meeting.
- 7.8 Action Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

## Article VIII

### Nomination and Election of Directors

- 8.1 Nominations. Nominations for election to the Board of Directors may be made in writing by any member delivered to the secretary of the Association in advance of the annual meeting or from the floor at the annual meeting.
- \*\*\* Nominations from the floor will not be taken for election of Directors (Approved 3/0 October 14, 2010)
- 8.2 Election. Election to the Board of Directors shall be by written ballot. At any such election the members entitled to vote on their proxies may cast, in respect to each vaccine, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.
- 8.3 Commencement of Terms of Office. A director shall deemed elected at the time of his or her election, but he or she shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director until the time he accepts the office of director either by a written acceptance or by participating in the affairs of the Association as a meeting of the Board of Directors.



## Article IX

### Powers of the Board of Directors

The Board of directors shall have the powers and authorities as set forth and described in the Declaration as amended.

## Article X

### Meetings of Members

- 10.1 Annual Meetings. The annual meeting of the members of the Association on Nov. 15<sup>th</sup> of each year or at such other date as fixed by the Board of Directors. The annual meeting shall occur at such place and time as may be fixed by the Board of Directors. If the day for the annual meeting of members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered and any other business within the powers of the membership may be transacted.
- \*\*\* **Annual Meeting Date:** The bylaws have been changed from November to January per the vote of member's attending April's Residents meeting. (April 30, 2009)
- 10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of members holding at least one-tenth (1/10<sup>th</sup>) of the vote of the members.
- 10.3 Place and Notice of Meetings. All meetings of the members shall be held in Cass County, Missouri at such place as may be designed in the notice of the meeting. Written notice of each meeting of the members shall be given by, or at the direction of the person(s) duly calling the meeting by mailing a copy of such notice, postage prepaid not less than seven (7) days nor more than forty (40) days prior to such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting the purpose(s) of the meeting. Such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon so addressed to the member.

- 10.4 Quorum. Any number of members present at a regular or special meeting shall constitute a quorum. A majority of all votes cast, whether in person or by proxy, at any meeting of the members shall determine any questions, unless otherwise provided by these Bylaws.
- 10.5 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the start of the meeting. Every proxy shall be revocable and shall automatically cease to be effective if not sooner terminated by conveyance by the member of his or her lot, whichever event shall occur first.

## Article XI

### Officers and Their Duties

- 11.1 Enumeration of Offices. The offices of the association shall be a president, a vice president, a secretary and a treasurer, who shall be elected from among the members of the Board of Directors, and such other officers as the Board of Directors may from time to time elect.
- 11.2 Election of Officers. Initially, the officers shall be elected by the Board of Directors named in the Articles of Incorporation at the first meeting of that body, to serve at the pleasure of the Board until the first annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

At the first and each subsequent annual meeting of the Board of Directors, the newly elected Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require of such person his or her written acceptance and promise faithfully to discharge the duties of this office.

- \*\*\* Director's Terms in office will be staggered 2 year terms. Treasurer and Member(s) at Large to be elected January 2010. President, Vice President &

Secretary to be elected in January, 2011. Every year after, elections will be held for staggered terms (Approved 3/0 July 9, 2009/ June 11, 2009/ April 30, 2009)

- 11.3 Special Appointments. The Board of Directors may appoint such other officers and agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties consistent with these Bylaws as the Board may from time to time determine.
- 11.4 Resignation and Removal. Any officer may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board through the president or the secretary. Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 11.5 Vacancies. A vacancy in any office may be filled by the Board of Directors at any time. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.
- 11.6 Multiple Offices. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.
- 11.7 Duties. The duties of the officers are as follows:
- President: The president shall be the chief executive officer of the Association and shall subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Association. He or she shall preside at all meetings of the membership and at all meetings of the Board of Directors. He or she shall be a non-voting ex officio member of all standing committees (and may also be a voting member of any such committee, in the capacity of an official appointee, as the case may be) and shall have the general powers and duties of management usually vested in the office of president and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.
- \*\*\* Before becoming President of the W.P.P. Home's Association a candidate should first serve on the Board in another position. The President's position will be chosen from members who have sit in other positions on past W.P.P. board's so they have some knowledge of the undertakings required. (Approved 4/0 July 8,2010).

Vice President: The Vice President shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board of Directors.

Secretary: The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board of Directors and of the members, shall keep the corporate seal if any, of the Association and affix it on all papers required to have the seal affixed therein, shall serve notice of the meeting of the board and of the members, shall keep appropriate current records, showing the members of the Association, together with their addresses and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of secretary.

Treasurer: The Treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate and shall perform such other duties and have other powers as may be prescribed by the Board of Directors or usually vested in the office of treasurer. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

- 11.8 Compensation. Officers of the Association shall not receive any compensation or salary for their services but may be reimbursed for the reasonable pre-approved out of pocket expenses incurred in the performance of the duties of their offices.

## Article XII

### Assessments

- 12.1 Purpose. The assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers, maintain the improvements and render the services provided for in those Bylaws, the Declarations and the Articles of Incorporation.
- 12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declarations.

## Article XIII

## Books and Records

The books and records of the association shall at all times during reasonable hours and upon reasonable notice, be subject to inspection by any member for proper purposes. The Declaration, Articles of Incorporation and Bylaws of the Association shall also be available during reasonable hours for inspection by any member.

## Article XIV

### General Provisions

- 14.1      **Depositories and Checks.** The moneys of the Association shall be deposited in such banks or financial institutes and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors from time to time.
- \*\*\*      Motion made to have President and Treasurer approve all bills paid – 2 signatures (4/0 4/09/2009)
- 14.2      **Certain Loans Prohibited.** The Association shall not make any loan to any officer or director of the Association.
- 14.3      **Absence of personal Liability.** The directors, officers and members of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.
- 14.4      **Indemnification.** The Association shall indemnify and advance expenses to each person who is or was an officer or director of the Association or a member of a committee to the full extent permitted by the laws of the State of Missouri from time to time.

## Article XV

### Amendment

These Bylaws may from time to time be altered, amended or repealed, or new Bylaws may be adopted by three-fourths (¾) vote of the entire Board of Directors.

Article XVI

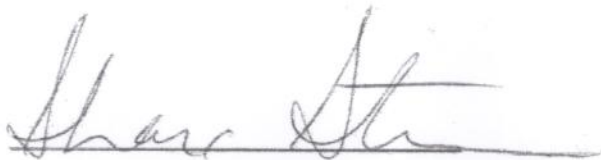
Conflict

In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these Bylaws, the Declarations shall control.

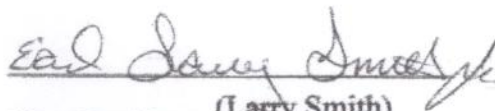
Article XVII

Fiscal Year

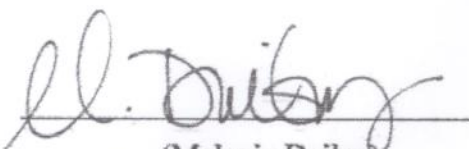
The Board of Directors shall have power to fix and from time to time change the fiscal year of the Association. In the absence of action taken by the Board of Directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.



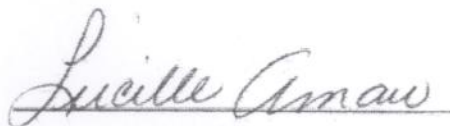
President (Shara Streitenberger)



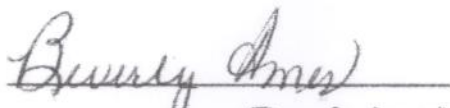
Vice President (Larry Smith)



Secretary (Melanie Dailey)



Treasurer (Lucille Amaro)



Member at Large (Beverly Ames)

State of Kansas  
County of Johnson  
Signed and sworn before me this 29th day of December 2010  
Monica Blair

