



property owners in the subdivision, or to which all such property owners have access and the use thereof, subject to the provisions contained in **Article VI, Section A, 5.**

7. To provide a swimming pool and recreation areas for the use and enjoyment of Association members and families and to provide for the proper maintenance thereof subject to the provisions contained in **Article VI, Section A, 5.**

### **ARTICLE III. MEMBERSHIP.**

**Section A. Qualifications.** The membership of the Association shall consist of the owners from time to time of completed residences within Silver Lake Subdivision, Lakeshore Meadows Subdivision, Lake Shore Place Subdivision, Sandy's Addition, and any other subdivisions contiguous to Silver Lake that are located on lots that have been or shall hereafter become subject to the "Declaration creating Silver Lake Homes Association" and the "Declaration of Restrictions for Silver Lake" as amended from time to time which are recorded with the Cass County Recorder of Deeds.

**Section B. Voting Rights.** The owner or owners of each lot which qualifies for membership under Section A above shall be entitled to cast one (1) vote for each unit owned by such person or persons. No member who is delinquent or whose unit is delinquent in the payment of any assessment shall be entitled to vote until such delinquency shall have been fully paid.

### **ARTICLE IV. MEMBERSHIP DUES.**

**Section A. Annual Dues.** The amount of the annual dues shall be determined by a majority vote of the members present at the annual meeting held in accordance with these Bylaws and subject to the provisions contained in **Article VI, Section A, 3.**

**Section B. Special Assessments.** Except as hereinafter provided, the Association, upon approval of a majority of the members of the Association, shall have the power to levy a special assessment of a reasonable amount. Special assessments may be made for the purpose of repairing, updating, and remodeling the clubhouse and recreation areas or for repairing, maintaining and dredging of Silver Lake and the Silver Lake dam and spillway. Approval of a majority of the members must be obtained at an annual membership meeting or at a duly called special meeting of the members. All members of the Association shall be given notice prior to such annual or special meeting of the purpose of the special assessment and the amount of the special assessment. Said notification shall be in writing and mailed via U. S. Mail, postage prepaid, to the last

known address of the member not more than thirty (30) days nor less than fifteen (15) days prior to any such meeting. Said notification shall include a ballot which may be used by the member to vote in favor of or against the special assessment. The provisions of **Article VI, Section C** regarding voting by mail shall apply to the voting on the levy of a special assessment. All funds received by the Association attributable to said special assessment shall be used solely for the purpose for which the special assessment was made. Provided however, any surplus of funds attributable to a special assessment after the project for which the special assessment was made has been completed and paid for shall be kept by the Association and placed in the major maintenance account for future /use.

**Section C. Payment of Dues and Special Assessments.** Within ten (10) days of the determination of the amount of annual dues as provided for in **Article IV, Section A**, or the levy of any special assessment as provided for in **Article IV, Section B**, the Association shall notify all members of the amount of the annual dues or special assessment. Annual dues shall be due on March 1 of each year. Special assessments shall be due within sixty (60) days from the date of levying the special assessment. The annual dues and special assessment, if any, notice given by the Association shall be in writing and mailed via U. S. Mail, postage prepaid, to the last known address of the member. If the member shall fail to pay the annual dues or special assessment, if any, within thirty (30) days after the due date thereof, then said dues and assessments shall be delinquent and shall bear interest at fifteen percent (15%) per annum from the due date. If it is necessary for the Association to file suit for the collection of dues or special assessments, the Association shall be entitled to recover reasonable attorney's fees and court costs in addition to interest provided above. Failure of the Association to make the annual dues assessment prior to March 1<sup>st</sup> of any year, for the next succeeding year shall not invalidate any such assessment subsequently made for annual dues or a special assessment for any one (1) year affect the right of the Association to do so for any subsequent year. When any annual dues levy is made subsequent to March 1<sup>st</sup> of any year, then it shall become due and payable not later than thirty (30) days from the date of levying the assessment.

**ARTICLE V. MEETING OF MEMBERS**

**Section A. Annual Meetings.** The annual meeting of the Association's members shall be held at such place within Cass County, Missouri as may from time to time designated by the Board of Directors. In the absence of any such designation, the annual meeting shall be held at the Association's clubhouse. The annual meeting of members shall be held at such time as may from time to time be designated by the Board of Directors, provided that there shall be at least one annual meeting of the members in each calendar year. In the absence of any such designation, the annual meeting shall be held at 7:30 p.m. on the first Monday of February of each year. Any designation by the Board of Directors of the time or place of the annual meeting of the Association's members shall be given as provided in **Article V, Section C**.

**Section B. Special Meetings.** Special meetings of the members may be held at any time and for any purpose or purposes at such place within Cass County, Missouri as may be designated from time to time by the Board of Directors. Special meetings may be called by the President, the Board of Directors, or by members having one-fourth (1/4) of the votes entitled to be cast at such meeting. It shall be the duty of the President to call a special meeting upon a petition requesting a special meeting signed and presented to the Association. The time of the special meeting shall be at the discretion of the President, but shall be held within forty (40) days after presentment to the Secretary of the petition requesting a special meeting. Notice containing the purpose or purposes of the special meeting shall be given as provided in **Article V, Section C.** No business shall be transacted at a special meeting except as stated in the notice.

**Section C. Notice.** Written notice of all meetings stating the place, day, and hour of the meeting, and the purpose or purposes for which the meeting was called shall be delivered not more than thirty (30) days nor less than fifteen (15) days before the date of the meeting, either personally or by mail, to each member. Notice of annual meetings and special meetings called by the President or Board of Directors shall be given by or at the direction of the President or Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the U. S. Mail, addressed to the member at his address as it appears on the records of the Association, with postage thereon paid. Notice given to any one of several owners of a unit (lot with completed residence) shall be notice to all owners of such unit.

**Section D. Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws, or of any law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at, or, after the time stated therein, shall be deemed the equivalent to the giving of such notice. To the extent permitted by law, attendance of a member at any meeting shall constitute a waiver of notice of such meeting.

**Section E. Quorum.** Fifteen percent (15%) of the members of the Association must be present in person at any meeting to constitute a quorum. Every decision of a majority of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law or by these Bylaws.

**Section F. Meeting Procedures.** All meetings of the Association's members shall be conducted according to parliamentary procedure as set forth in the latest revision of Robert's Rules of Order.

## **ARTICLE VI. DIRECTORS.**

**Section A. Powers and Duties.** The property and affairs of the Association shall be managed by a Board of Directors. Except as limited by law, the Declaration of Restrictions, the Declaration Creating Silver Lake Homes Association, and

these Bylaws, the Board of Directors shall have and is vested with the power and authority to do, or cause to be done, any and all things for and on behalf of the Association. Such powers and duties of the Board of Directors shall include, but not be limited to, the following:

1. Operation, care, upkeep and maintenance of the property of the Association.
2. Determination and payment of the expenses incurred in Conducting the affairs of the Association subject to the provisions contained in **Article IV**, assessment and collection of annual dues and special assessments, if any, and subject to the provisions contained in **Article VI, Section 5**, below.
3. The Board of Directors shall prepare a budget for each Calendar year on or before the second Monday of December of the year preceding the year for which the budget is made, which budget shall contain estimates of the cost of performing the functions of the Association, taking into considerations overages and/or shortages from the previous years, making provision therefore, including but not limited to, alterations, improvements, reconstruction repairs, and reserves for emergencies. Simultaneously therewith, the Board of Directors shall determine the amount of proposed annual dues to be assessed against each member. A copy of the proposed annual budget, together with the proposed annual dues assessment, shall be mailed to each member on or before the 15<sup>th</sup> day of January of each year. Said proposed annual budget and proposed annual dues assessment must be approved by a majority of the members constituting a quorum present at the annual meeting of members to be held each year. In the event the proposed annual budget and annual dues assessment is not approved by a majority of the members, the annual budget and annual dues assessment from the previous year shall remain in effect, in the event the proposed annual budget and proposed annual dues assessment is not approved by a majority of the members, nothing contained herein shall prevent or prohibit the Board of Directors from submitting a revised annual budget and revised annual dues assessment to the members and calling for a special meeting for approval of the revised annual budget and revised annual dues assessment. The revised annual budget and revised annual dues assessment shall be mailed to the members not more than thirty (30) days nor less than fifteen (15) days prior to the date of any duly called special meeting.
4. On or before the 30<sup>th</sup> day of January of each year the Board of Directors shall mail to all members an annual report of the assets and liabilities of the Association as well as an annual report of the income and expenditures of the Association for the previous year.
5. Notwithstanding the provisions of this Article, the Board of Directors shall not, on behalf of the Association, enter into any contract(s) of indebtedness with any person(s) or entities for sum(s), which in the cumulative exceed

twenty-five percent (25%) of the current year's annual budget as approved by the majority of the members of the Association. Nothing contained herein shall prevent or prohibit the board of Directors, upon proper notification as provided by these Bylaws, from calling a special meeting of the members of the Association for the purpose of seeking approval for authority to exceed the limit imposed by this subsection 5. However any grant of authority to exceed this limitation must be approved by two-thirds (2/3) of the members of the Association.

**Section B.**                    **Number.**    The Board of Directors shall consist of seven (7) individuals, each of whom shall be a member of the Association.

**Section C.**                    **Nominations and Elections.**    The election of Directors shall occur at the annual meeting of the members each year. Each year, at least sixty (60) days prior to the Association's annual meeting, a Nominations Committee shall be named by the President. The Nominations Committee shall nominate at least one candidate for each of the vacancies to be filled. No candidate's name may be presented without his or her consent. Candidates should submit an application for a position on the Board stating their education, occupation, and reason why they would like to serve on the Board.

The report of the Nominations Committee shall be published at least thirty (30) days before the Association's annual meeting, with notice of the provision for independent nominations.

Independent nominations may be made by petition of not fewer than five (5) members if delivered to the President or Secretary not more than fifteen (15) days after publication of the Nominations Committee report. Such petition must be accompanied by the written permission of the candidate. Proponents of such petition shall have access to the list of Association members for the purpose of circularizing membership. Nominations may also be made from the floor at the annual meeting of the members.

Not more than thirty (30) days nor less than fifteen (15) days before the Association's annual meeting, the Association shall send to each member a ballot containing the names of the candidates proposed by the Nominations Committee and any independent nominations.

To vote by mail in the election for directors, a member's ballot must be postmarked and received at the Association's principal office not later than the day preceding the annual meeting of the members and shall be delivered to the meeting by the Secretary in the original sealed envelope. The counting of the mailed ballots shall be done at the annual meeting of the members by three (3) members who are not members of the Board of Directors. All ballots received by mail must be clearly marked "Ballot" and shall be verified against a list of current members to ensure only one member has voted per unit.

The candidates receiving the largest number of votes shall be deemed elected.

**Section D.**                **Term of Office.**    At the 1996 annual meeting of the members There shall be nominated and elected three (3) directors for three (3) year terms. At the 1997 annual meeting of members there shall be nominated and elected two (2) directors for three (3) year terms and two (2) directors nominated and elected for one (1) year terms. Commencing at the 1998 annual meeting of members and each year thereafter, each director position to be filled shall be filled by directors nominated and elected for three (3) year terms. No individual shall be elected as a director for more than two (2) consecutive three (3) year terms.

**Section E.**                **Commencement of Term of Office.**    Newly elected directors shall be installed and commence their term of office at the annual meeting of the Board of Directors.

**Section F.**                **Removal.**    Any one or more members of the Board of Directors may be removed by a vote of a majority of the Board of Directors at any regular or special meeting called for that purpose. At any annual meeting or duly called special meeting of the members of the Association, on or more members of the Board of Directors may be removed by a majority vote of the members. Any one or more members of the Board of Directors who shall fail to attend sixty percent (60%) of all regular or special Board of Directors meeting within a one (1) year period shall be removed. Any director whose removal has been proposed shall be given the opportunity to be heard at any meeting wherein his removal is proposed.

**Section G.**                **Resignation.**    Any member of the Board of Directors may resign at any time by giving written notice thereof to the President or the Board of Directors. Such resignation shall take effect at the time specified therein.

**Section H.**                **Vacancies.**    Vacancies on the Board of Directors resulting from removal, resignation or any other cause, including an increase in the number of directors, shall be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting or at a special meeting called for that purpose. Upon becoming a director, except such candidate who has become a director by virtue of an increase in the number of directors, the new director shall serve for the unexpired term of his predecessor in office or until his successor has been elected and commences his term of office. A director appointed because of an increase in the number of directors shall serve for the term for which appointed or until his successor shall have been elected and commences his term of office. All vacancies shall be filled by the Board of Directors within sixty (60) days.

**Section I.**                **Meetings.**    Notice of the date, time and place of all meetings of the Board of Directors, except special meetings as set forth in **Section L** below shall be published not more than thirty (30) days nor less than fifteen (15) days prior to the date of such meeting. Meetings of the Board of Directors shall be open to members of the

association. All meetings of the Board of Directors shall be held at the Association's clubhouse unless clubhouse usage conflicts therewith. Should the Board of Directors be unable to meet at the Association's clubhouse then such meeting may be held at any place within Cass County, Missouri as the Board of Directors may determine by resolution or by written consent of all members of the Board.

**Section J.**                **Annual Meetings.**   The annual meeting of the Board of Directors, at which time newly elected directors shall commence their term of office, shall be held not more than fifteen (15) days after the annual meeting of the members of the Association.

**Section K.**                **Regular Meetings.**   Regular meetings of the Board of Directors, if held, shall be held at such time or times and place or places, subject to the provisions of **Section I** above, as shall be fixed by resolution of the Board of Directors. Any business of the Association may be transacted at a regular meeting.

**Section L.**                **Special Meetings.**   A special meeting of the Board may be called At any time by the President, or by any three (3) or more members of the Board of Directors, by giving at least five (5) days notice of such meeting to each member of the Board of Directors, either personally or by mail, stating the time, place and purpose of any such meeting.

**Section M.**                **Waiver of Notice.** Any notice provided or required to be given to the directors may be waived in writing by any of them, whether before, at or after the times stated therein. The attendance of a director at any meeting shall constitute waiver of notice of such meeting except where the director attends, and so states at the opening of the meeting, for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

**Section N.**                **Quorum.**   At all meeting of the Board of Directors, a majority of the whole Board shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum, except as may be otherwise specifically provided by law or by these Bylaws, shall be the act of the Board of Directors.

## **ARTICLE VII.                               OFFICERS.**

**Section A.**                **General.**   The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer.

**Section B.**                **Election.**   The Board of Directors, at its annual meeting held following the annual meeting of the members of the Association, shall elect from then-own number a President, a Vice President, a Secretary and a Treasurer. A majority of the whole number of the Directors shall be necessary for the election of each of the officers.

**Section C. Term of Office.** Each officer of the Association shall hold office for a term of one (1) year or until a successor is duly elected and commences his term of office, unless he is removed or resigns from the Board of Directors before such time. Nothing contained herein shall preclude an officer from succeeding himself, however, no officer may serve more than two (2) consecutive one (1) year terms in the same office, with the exception of the Treasurer who shall not serve more than six (6) consecutive one (1) year terms.

**Section D. Removal.** Any officer may be removed by the vote of a majority of the Board of Directors present in person at any regular meeting or at any special meeting called for that purpose. Any officer may be removed by a vote of a majority of the Association's members present in person at any annual meeting or special meeting called for that purpose. Any officer whose removal is proposed at any meeting shall have the opportunity to be heard at such meeting.

**Section E. Resignation.** Any officer may resign at any time by giving Written notice of such resignation to the President or Secretary of the Association and such resignation shall take effect at the time specified therein.

**Section F. Vacancies.** Vacancies caused by the death, resignation, incapacity, removal or disqualification of any officer shall be filled by the Board of Directors. Any person so appointed shall fill such vacancy for the unexpired term of his predecessor or until his successor is elected and commences his term of office.

**Section G. President.** The President shall preside at all meetings of the members and the Board of Directors. He shall also, at the annual meeting of the members of the Association and at such other times as he deems proper, communicate to the members and the Board of Directors such matters and make such suggestions as may, in his opinion, tend to promote the prosperity and welfare and increase the usefulness of the Association. In addition, he shall perform such other duties as are necessarily incident to the office of the President. Not less than three (3) days prior to all regular meetings of the Board of Directors, the President shall prepare an agenda for the next meeting. Emergency agenda items not included in the agenda may be brought before the Board of Directors at the discretion of the President.

**Section H. Vice President.** The Vice President shall act in the capacity of the President in the event of the President's absence, disability, death or removal from office and shall perform such other specific supervisory duties as may be assigned to him by the President or the Board of Directors.

**Section I. Secretary.** The Secretary shall attend all meetings of the members and the Board of Directors, and shall record and cause to be recorded, all votes taken and the minutes of all proceedings. He shall coordinate like duties for the committees. He shall keep in safe custody the seal of the Association and when

authorized to do so, shall affix the same to any instrument requiring the seal, and when so affixed, he shall attest the same by his signature. The Secretary shall give or cause to be given, notice of all meetings of the members, the Board of Directors and committees, but this shall not lessen the authority of others to give such notice as provided in these Bylaws. The Secretary shall give such notice as provided in these Bylaws. The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation and shall perform such other duties as may be prescribed from time to time by the President or the Board of Directors.

**Section J.**                    **Treasurer.**    The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the Association, and shall keep, or cause to be kept, a full and accurate account of all receipts and disbursements and books belonging to the Association. He shall keep or cause to be kept, all other books of account and accounting records of the Association as shall be necessary, and shall deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall disburse, or permit to be disbursed, the funds of the Association whenever and in whatever manner ordered or authorized generally, by the Board of Directors, and shall render to the President and the Board of Directors, whenever they may require it, an account of his transactions and of the financial condition of the corporation. He shall perform such other duties as may be prescribed from time to time by the President or the Board of Directors. The Treasurer shall assist the Board of Directors in the preparation of the proposed annual budget and proposed annual dues assessment as required by **Article VI, Section A, 5** of these Bylaws. The Treasurer shall assist the Board of Directors in the preparation of the annual reports of the assets, liabilities, income and expenditures of the Association as required by **Article VI, Section A, 7** of these Bylaws.

**Section K.**                    **Delegation of Duties.**    If any officer of the Association is absent, or unable to act, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, agent or employee of the Association, provided a majority of the whole Board concurs therein.

**Section L.**                    **Appointment of Other Officers and Agents.**    The Board of Directors may also appoint, from time to time, such other officers, agents and attorneys-in-fact as it may deem necessary or advisable. All appointed officers, agents and attorneys-in-fact shall hold their respective positions at the pleasure of the Board or for such terms as the Board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors or by an elected officer empowered by the Board to make such determination.

## **ARTICLE VIII.                    GENERAL PROVISIONS.**

**Section A.**                    **Fiscal Year.**    The fiscal year of the Association shall be the calendar year.

**Section B. Financial Controls.** Funds of the Association shall be handled and expended in keeping with accepted budget and accounting practices under policies outlined in these Bylaws.

**Section C. Bond.** Any officer or employee handling money or securities for the Association may be bonded at the Association's expense and in such amount as may be determined by a majority of the Board of Directors.

**Section D. Indemnification of Directors, Officers and Employees.** Each person who is or was a director, officer, employee or agent of the Association shall be indemnified by the Association to the full extent permitted or authorized by the laws of the State of Missouri. The indemnification provided by this Bylaw shall be indemnification against expenses, attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

No person shall be liable to the Association for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as a director, officer, employee or agent of the Association if he exercised the same degree of care and skill as a prudent man would have exercised the same degree under the circumstances in the conduct of his own affairs, or if he took, or omitted to take, such action in reliance upon the advice of counsel for the Association or upon statements made or information given.