

AMENDED AND RESTATED BYLAWS LEA MANOR HOMES ASSOCIATION

ARTICLE I – NAME & LOCATION

Section 1. The name of this organization shall be Lea Manor Homes Association ("Association"), a nonprofit corporation incorporated in the State of Missouri.

Section 2. The principal office of the Association shall be determined from time to time by the Board of Directors ("Board") and shall at all time be a residence in Lea Manor, Kansas City, Missouri.

ARTICLE II – OBJECTIVES

The objectives of this Association shall be:

1. To advance the general welfare of the community known as Lea Manor.
2. To accept and execute the powers and trusts set out in the Declaration dated April 22, 1955 and recorded in Book B4980 at pages 658-661; Homes Association Declaration dated the 30th day of July, 1955, and recorded in Book 8-4989, pages 242-248, in the office of the Recorder of Deeds of Jackson County, Missouri, at Kansas City; Declaration dated December 27, 1954 and recorded in Book 8-4971, at pages 233 & 234 in said office and also in the Declaration filed April 27, 1955, and recorded in Book B-4981 at page 63; Declaration of Restrictions dated December 28, 1954 and recorded at Book B14532, page 709; Supplemental Declaration of Restrictions dated July 30, 1955, recorded at Book 4989, page 216; . Also included are any amendments or supplements subsequent to these documents, duly recorded, filed and numbered as instruments, such as, Document# B223591 in Book B7029, pages 545-546, dated 12 Feb 1957, Document 5127, Book B280350, pages 539-540 dated September 11, 1958, Document# K50486, Book K115, pages 1435-37 amending Book 84989, page 243, dated 23 May 1969, and Document# 8225546 in Book 87031, page 415, dated 4 Mar 1957 (together, these documents are referred to as either "Declarations" or "Restrictions");
3. To carry out the provisions of the recorded Declarations; to enforce in the Association's name or in the name of any owner any and all Restrictions which have heretofore, or may hereafter be imposed on the properties in Lea Manor, either as originally stated or as modified subsequently thereto;

4. To levy assessments, collect and expend funds for such purposes in accordance with the above-mentioned Declarations, and enforce payment by lien filing and/or lawsuit; and
5. To exercise such other powers and rights as are pertinent thereto and may be exercised under the Statutes of Missouri, relating to Not-For-Profit Corporations.

ARTICLE III – MEMBERSHIP

Any person or corporation, who shall be the owner of the legal title of any lot or tract in Lea Manor, a subdivision in Kansas City, of Jackson County, Missouri, shall be a member of the Association (“Member(s)”). The Members in each home or residence are entitled to one vote per house.

ARTICLE IV – DUES

Section 1. Establishment of Dues. All lots in Lea Manor shall be subject to an annual assessment due to the Association, on March 31 of each year, by the respective owners of lots in said subdivision. The amount of such assessment shall be fixed by the Board, but shall not exceed the rate of \$75.00 per annum per residence, in accordance with the Declarations. The amount of the assessment, however may be changed, however, if the assessment is insufficient in carrying out the purposes of the Association, in which event the owners of a majority of the front feet of said property may increase said assessment at a meeting held in accordance with these By-Laws.

Section 2. Levy and Delinquency. Written or printed notice thereof, deposited in the United States post office to the respective owners at the last address listed with the Association, shall be deemed sufficient and proper notice of the levy of said assessment. If the Board deems appropriate, notice of unpaid assessments may also be sent to Members via e-mail. The Board may file a lien for unpaid assessments. If the owner shall fail to pay said assessment by March 31, then the assessment shall be delinquent and shall bear interest at a rate of 8% per annum until finally paid, in accordance with the Declarations.

Section 3. Enforcement of Lien. Any lien shall continue for a period of two (2) years from the date of delinquency and no longer, unless within such time, suit shall have been instituted for the enforcement of said lien in which case the lien shall continue until the termination of the suit, and until the sale of the property under execution of the judgment establishing same. In the event that suit is instituted for the enforcement of any said lien, the owners shall pay, as an additional amount, reasonable attorneys’ and costs of which the minimum amount shall be \$50.00 for each yearly assessment.

ARTICLE V – MEETING OF MEMBERS

Section 1. Annual Meeting. Annual Meetings of the Association shall be held in the month of December of each year, or at such other date as fixed by the Board.

Section 2. Special Meetings. Special meetings of the Association may be called by the Board at any time; or shall be called by the President upon receipt of a written request by twenty (20) Members and must be held within thirty (30) days after submitting such request to the President.

Section 3. Notice of Meeting. Written notice of the Annual Meeting or Special Meetings shall be mailed to each Member at the last known address not less than ten (10) days, nor more than thirty (30) days, before the date of the meeting. In lieu of mailing, notice of meetings may be sent via e-mail.

Section 4. Voting. At all meetings of the Association, each residence shall have only one (1) vote.

Section 5. Voting by Mail. Proposals to be offered to the residences for a mail vote shall first be approved by the Board unless the proposal is endorsed by twenty (20) residences, in which case Board approval shall not be necessary. A ballot and a self-addressed stamped return envelope shall be provided to all residences. On any mail vote, no less than a majority of those voting must return ballot in the affirmative by the stated deadline to constitute and determine a valid action unless otherwise stipulated in these Bylaws.

Section 6. Quorum of Members. At an Annual or Special Meeting of the Association, unless otherwise indicated in these Bylaws, a quorum shall consist of fifty percent (50%) of those Members present at said meeting, providing that no less than ten percent (10%) of residences are present.

Section 7. Rules of Order. The meetings and proceedings of this Association shall be regulated and controlled according to Roberts Rules of Order (Revised) for parliamentary procedure, as closely as practical, except as maybe otherwise provided in these Bylaws.

ARTICLE VI – OFFICERS

Section 1. Elected Officers. The elected officers of this Association shall be a President, Vice President, Secretary, and Treasurer (collectively “Officer(s)”) to be elected at the Annual Meeting of the Association. Officers must be Members of the Association.

Section 2. Term of Office. Each elected Officer shall take office on the first day of the first month following the Annual Meeting in which the election took place and shall serve for a term of two (2) years. Each elected Officer shall serve concurrently as a member of the

Board. With the exception of the voting of Officers to take place in December 2018, the President and Secretary shall be elected in even numbered years, with their two-year term starting January 1 of the next year. The Vice President and Treasurer shall be elected in odd numbered years, with their two-year term starting January 1 of the next year.

Section 3. Re-election. Re-election is permitted annually without limit.

Section 4. Vacancies – Removal. Any Officer may resign his/her office at any time, said resignation to be in writing, and to take effect from the time of the receipt by the President or Vice President, unless a specific date is fixed in the resignation, and then from that time. Vacancies in any elective office may be filled for the balance of the term thereof by the Board by a majority vote at any regular or special meeting of the Board.

The Board, in its discretion, by a two-thirds (2/3) vote of all its members, may remove any Officer from office for cause.

ARTICLE VII – DUTIES OF OFFICERS

Section 1. President. The President shall serve as Chairman/Chairwoman of the Board. He/she shall also serve as a member, ex officio, on all committees except for the Nominating Committee. The President shall make all required appointments of standing and special committees with the approval of the Board.

At the Annual Meeting of the Association and at such other times as he/she shall deem proper, the President shall communicate, via a newsletter to the Association, such matters and make suggestions as may, in his opinion, tend to promote the welfare and increase the usefulness of the Association. He/she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board. The newsletter may be sent via US Mail or e-mail or other electronic means, including posting to the Association website, if any.

The President shall preside at all meetings; shall set the agenda for each meeting; shall have general and active management of the Association; see that all orders and resolutions of the Board be carried into effect; subject to the right of the Board to delegate any specific powers to others. Subject to the approval of the Board, the President shall execute bonds, mortgages, deeds, contracts, and other agreements, under the seal of the Association, so long as such actions are permitted under the Declarations. The President shall maintain the master files and any equipment of the Association.

Further, The President is the general manager of the Association and has, subject to the control of the Board, general supervision, direction and control of the Association's business, activities and Officers of the Association. The President has the general powers and duties of management usually vested in the office of president and general manager of a

corporation (not for profit or otherwise) and such other powers and duties as may be prescribed by the Board. Among other things, the President shall be responsible for:

- (a) Ensuring the Associations' activities are compliant and in furtherance of its mission,
- (b) Leading, managing, and developing the Association's Board, volunteers, and committee members,
- (c) Developing, implementing, monitoring, and assessing the Association's programs (including their impact),
- (d) Developing, implementing, monitoring, and assessing sound and compliant financial management practices (including budgeting),
- (e) Developing, informing, and supporting the Board and its committees to carry out their governance functions,
- (f) Ensuring effective external communications about the Association and its mission, priorities, importance, programs, and activities,
- (g) Championing the Association and advocating its mission to internal and external stakeholder,
- (h) Keeping informed and the Association's leadership informed of significant developments and changes in the internal and external environment,
- (i) Leading the Association's planning processes; and
- (j) Ensuring legal compliance (including all required filings) and sound risk management practices.

Section 2. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He/she shall be responsible for such duties as assigned by the President with approval of the Board.

Section 3. Secretary. The Secretary shall attend all meetings of the Association and record the minutes of the proceedings, and when authorized by the Board, affix his/her signature to any instrument requiring same including, but not limited to, meeting minutes and these By-Laws. The Secretary shall assist the Treasurer in the proper and timely mailing or e-mailing of notices to Members and other correspondence. The Secretary shall keep a complete copy of minutes of past meetings and surrender the files to his/her successor at the expiration of his/her term of office.

Section 4. Treasurer. The Treasurer shall be in charge of the Association's funds and records thereof. The Treasurer shall collect all dues and/or assessments from the Members; shall have established proper accounting procedures for the handling of the Association's funds, and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Board. The Treasurer shall prepare and report on the financial condition of the Association at all meetings of the Board and at other such times when called upon by the President but in any event, no less than two times per year. The report can be mailed or sent via email to the Members.

The Treasurer shall insure that a minimum of three (3) authorized signatories for checks are identified as the first order of business of the Association and/or Board following the election of its officers. Two (2) signatures shall appear on all monetary transactions.

At the expiration of his/her term of office, the Treasurer shall deliver over to his/her successor all books, money, and other property in his/her charge, or in the absence of a successor, he/she shall deliver such properties to the President.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of this Association shall be the Board. The Board shall have supervision, control, and direction of the affairs of the Association, its committees and publications; shall determine its policies of changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations in addition to, or in clarification of, the powers and trusts set out in the Declarations of ARTICLE II, paragraph (2) as shall be deemed advisable so long as they do not conflict with and are within the scope of either the Declarations or Restrictions. Any such rules or regulations shall be announced to the membership within sixty (60) days following enactment and subsequently published in the next Association roster.

Section 2. Composition. The members of the Board shall consist of seven (7) regular voting members to include the Officers and three (3) Members-at-Large directors (Member One, Member Two, and Member Three), who shall be elected as herein provided, as well as the immediate past President of the Association. The immediate past President may serve two one (2) years on the Board, at his/her discretion, as an ex-officio non-voting member.

Section 3. Manner of Election of the Members-at-Large. The Board members who are Members-at-Large must be Members of the Association and shall be, with the exception of the December 2018 election, elected at the Association's Annual Meeting by a vote of the Members as follows: Member One and Member Three shall be elected in odd numbered years, with their term to start the January 1 following; Member Two shall be elected in even numbered years, with their term starting January 1 following. Any Member of the

Association may be nominated by the Nominating Committee provided he/she is in good standing with the Association. In addition, any Member in good standing with the Association can declare his/her candidacy for any vacant Officer or Member-at-Large position at the Annual Meeting. Nominations will be made to fill vacancies to reach the required seven (7) Board positions. Each residence of the Association shall vote for only one (1) of the nominees or candidates to fill each vacancy. Voting shall be by secret ballot. Those receiving the most votes per vacancy shall be elected for two (2) year terms. If the number of nominees or candidates equals the number of vacancies to be filled, election may take place by acclamation.

Section 4. Term of Office. Each elected Officer and Board member shall take office on the first day of the first month following the Annual Meeting in which the election took place and shall serve for a term of two (2) years.

Section 5. Vacancies & Removal of Members-at-Large. The Board, in its discretion, by a two-thirds (2/3) vote of all its members, may remove any Member-at-Large from office for cause.

Section 6. Re-election of Members at Large. Re-election is permitted annually without limit.

Section 7. Nominations. The Nominating Committee, acting in accordance with ARTICLE IX, Section 1 of these Bylaws, shall present to the Association, at the last published notice prior to the annual meeting, one (1) nomination for each seat on the Board and/or office which is vacant and/or about to expire. Additional nominations may be made from the floor at the annual meeting.

Section 8. Quorum of the Board. At any meeting of the Board, no less than four (4) members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon a majority of those present.

Section 9. Meetings of the Board. Board meetings are normally held quarterly; however, at such place as the Board may prescribe. Notice, by email, of all meetings shall be given to the Directors not less than seven (7) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three (3) members of the Board by notice mailed, delivered, emailed, or telephoned to each member of the Board not less than forty-eight (48) hours before the scheduled meeting date.

Section 10. Voting. Voting rights of a member of the Board shall not be delegated to another nor exercised by proxy. Voting on specific issues may take place via email, in the event that a meeting of the Board is not practical. The Board shall, at the next in person Board meeting, ratify the email vote and place such outcome in the meeting minutes.

Section 11. Absence. Should any member of the Board be absent from two (2) consecutive regular meetings of the Board during a single year, he/she may be asked to vacate his/her seat on the Board. This vacancy shall be filled as provided by these Bylaws. However, the Board shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 12. Vacancies & Removal. Any vacancy occurring on the Board between Annual Meetings may be filled by the Board as its sole discretion. Any Board member so elected to fill a vacancy shall serve the unexpired term of his/her predecessor.

The Board may, in its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any member of the Board for cause.

Section 13. Compensation. Board members shall not receive any compensation for their services; however, Board members shall be reimbursed for all expenses incurred as it relates to the execution of their duties as provided herein.

Section 14. December 2018 Board and Officer Elections. In an effort to stagger the terms of the Board members (both Officers and Members-at-Large), the December elections shall take place, one time only, as follows:

- (k) All of the current Board members terms shall expire on December 31, 2018,
- (l) At the December Annual Meeting, each Officer position and each Member-at-Large position shall be open for vote,
- (m) The President and Secretary, elected in December 2018, shall begin their two-year term on January 1, 2019,
- (n) The Vice President and Treasurer, elected in December 2018, shall begin their one-year term on January 1, 2019 (with each odd year election thereafter serving a two-year term),
- (o) Member One and Member Three, elected in December 2018, shall begin their one-year term on January 1, 2019 (with each odd year election thereafter serving a two-year term),
- (p) Member Two, elected in December 2018, shall begin their two-year term on January 1, 2019; and
- (q) All future elections, the next after to be December 2019, shall follow the normal election procedures as set forth in these By-Laws.

ARTICLE IX – SPECIAL & STANDING COMMITTEES

Section 1. Nominating Committee. The President shall appoint a Nominating Committee which shall consist of any three (3) members of the Board. The President shall announce to the Association, via newsletter, those committee members appointed.

Section 2. Special Committees. The President, with the approval of the Board, shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committee shall be prescribed by the Board upon such appointment.

ARTICLE X – FINANCE, LITIGATION EXPENSE, LIABILITY INSURANCE PROTECTION

Section 1. Fiscal Period. The fiscal period of the Association shall be from January 1 through December 31 of each year.

Section 2. Litigation Expenses of Directors or Officers. The Association shall, to the extent legally permissible and to the extent such acts are covered by insurance, indemnify and defend each person who is serving, or who has served, at any time as an Officer or Director of the Board against all claims, demands, costs, expenses and liabilities, including, without limitation, attorneys' fees and costs, judgments, damages, awards, fines, taxes, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity. No indemnification or defense shall be provided, however, for any person who shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association or whose acts were determined either to be intentional or criminal. The right of indemnification under this Article shall be in addition to, and not exclusive of, all other rights to which any person may be entitled.

Section 3. Liability Insurance Protection. Fiduciary or directors and officer's liability insurance shall be obtained, if available, by the Association through normal conduct of business of the Board. The amount of such insurance shall be determined by the Board and the cost paid by the Association.

Section 4. Budget. With assistance from the Treasurer, the President shall present a budget to the Board to adopt at its first meeting in the fiscal year, covering all projected and known activities and expenses of the Association.

The Treasurer shall furnish the Board within ninety (90) days following the end of each annual fiscal period a financial report for the year just completed. The report shall be furnished to any Member upon request.

Section 5. Audit. The account(s) of the Association shall be audited not less than every three (3) years by a Certified Public Accountant who shall be appointed by the President with the approval of the Board, and who shall provide a report to the Board

ARTICLE XI – DISSOLUTION

Section 1. When other means to advance the general welfare of Lea Manor are acceptable and/or the Association is deemed to be no longer serving in a useful capacity, it may be terminated; releasing all from the terms and provisions hereof. Dissolution will be by vote of the majority of front feet of the lots, pursuant to the Declarations, of the Members within Lea Manor.

Section 2. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the Members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

Section 3. The disposition and effective date of such decision to dissolve and distribute funds shall be filed and recorded in the office of the Recorder of Deeds of Jackson County, Missouri.

ARTICLE XII – BYLAWS AMENDMENTS AND DISTRIBUTION

Section 1. Bylaws Distribution. A copy of these Bylaws and any amendments will be provided to each and every Member of Lea Manor. Copies may be sent via US Mail or email, or by other electronic means. A copy will be provided to each new residence upon initial contact by a member of the Board as soon as possible following learning of arrival.

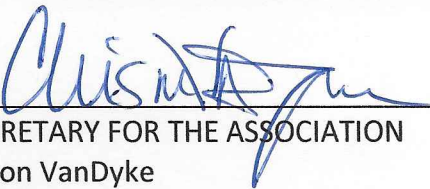
Section 2. Amendments. These Bylaws may be amended or repealed in one of the following manners:

- A. **Regular Meeting 2/3 vote.** Amendments may be proposed by a majority vote of the Board on its own initiative, or upon petition of any twenty (20) Members addressed to the Board. All such proposed amendments shall be presented by the Board without recommendation. Then, by a two-thirds (2/3) vote of the Members present at any meeting of the Association called and regularly held, notice of such proposed changes having been sent in writing to the Association no less than ten (10) nor more than thirty (30) days before such meeting; or
- B. **Mail-in Ballot 2/3 vote.** Amendments may be proposed by a majority vote of the Board on its own initiative, or upon petition of any twenty (20) Members addressed to the Board. All such proposed amendments shall be presented by


the Board to the Association without recommendation then, by a two-thirds (2/3) vote of the membership voting by a thirty (30) day mail ballot; or

C. **Board of Directors vote.** By the unanimous vote of the entire Board.

These Amended and Restated Bylaws were adopted on the 22nd day of January, 2018.



SECRETARY FOR THE ASSOCIATION
Alison VanDyke



DATE

Previous By-Laws:
December 7, 2013
August 11, 1999