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FIRST AMENDED AND FULLY RESTATED  
BY-LAWS OF  
NORTH LAKES HOMES ASSOCIATION

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**FIRST AMENDED AND FULLY RESTATED**

**BY-LAWS**

**OF**

**NORTH LAKES HOMES ASSOCIATION**

**ARTICLE I**

**NAME AND LOCATION:** The name of the Corporation is NORTH LAKES HOMES ASSOCIATION, hereinafter referred to as the "ASSOCIATION". The principal office of the Corporation shall be located at 5716 N. Broadway, Kansas City, Missouri 64118 but meetings of members and directors may be held at such places within or without the State of Missouri, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

**SECTION 1.** "ASSOCIATION" shall mean and refer to NORTH LAKES HOMES ASSOCIATION, its successors and assigns.

**SECTION 2.** "COMMON PROPERTIES" shall mean all real and personal property, including but not limited to; lakes, private open areas, clubhouses, swimming pools, tennis courts, jogging trails and walkways now or hereafter owned in fee by the Association or designated on any Plat of NORTH LAKES as private open space or private open area for the common use and enjoyment of the members as provided herein. The Common Properties in NORTH LAKES, FIRST PLAT, are Tracts A, B, C, D and E as shown on the said NORTH LAKES, FIRST PLAT.

**SECTION 3.** "DECLARATION" shall mean, the Homes Association Declaration for NORTH LAKES filed June 17, 1987, in Book 104 at Page 827, as Document Number 43678 in the Office of the Recorder of Deeds for Platte County, Missouri, as amended; and the Declaration of Restrictions applicable to the Properties recorded in the Office of the Recorder of Deeds for Platte County, Missouri in Book 704 at Page 113 as Document Number 42959, as amended.

**SECTION 4.** "LOT" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Properties.

**SECTION 5.** "MEMBER" shall mean and refer to those persons entitled to membership as provided in the Declaration. Each Owner of a Lot, in good Membership standing, shall be entitled to one (1) vote for each Lot he/she holds fee simple title. When more than one person holds such interest in any Lot, all such persons shall be Members and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot.

**SECTION 6.** "OWNER" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

**SECTION 7.** "PROPERTIES" shall mean and refer to that certain real property described in NORTH LAKES FIRST PLAT recorded June 17, 1987, in Book 17 at Page 208, the Declaration of Restrictions for NORTH LAKES recorded June 17, 1987, in Book 704 at Page 13 and the Homes Association Declaration for NORTH LAKES recorded June 17, 1987, in Book 104 at Page 827 all in the Office of the Recorder of Deeds for Platte County, Missouri.

### **ARTICLE III**

#### **MEETING OF MEMBERS**

**SECTION 1. ANNUAL MEETINGS.** Annual meetings of the Members shall be held on the third (3<sup>rd</sup>) Thursday in October of each year, the time and location to be designated by the Board of Directors in the Notice of Meeting.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of at least twenty-five percent (25%) of all the Members who are entitled to vote.

**SECTION 3. NOTICE OF MEETINGS.** Written or electronic notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing or emailing a copy of such notice, postage prepaid (if applicable), not less than ten (10) days nor more than forty (40) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address or email address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. The Board of Directors may, in its sole discretion, deliver any and all notices required under these Bylaws and the Declaration to Members by electronic means.

**SECTION 4. QUORUM.** The presence at the meeting of Members of one-tenth (1/10) of the votes entitled to cast, or of proxies entitled to cast, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration and these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**SECTION 5. PROXIES.** At all meetings of Members, each Member in good standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her Lot.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

**SECTION 1. NUMBER.** The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association.

**SECTION 2. TERM OF OFFICE/ NOMINATION/ ELECTION.** At the annual meeting the Members, the Members shall elect five (5) Directors to serve for a term of one (1) year. Directors may be re-elected and serve consecutive terms.

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members.

Election to the Board of Directors shall be by ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be

elected. Cumulative voting is not permitted.

**SECTION 3. REMOVAL.** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

**SECTION 4. COMPENSATION.** No Director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

**SECTION 5. ACTION TAKEN WITHOUT A MEETING.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the Unanimous Written Consent of all the Directors. Said unanimous written consent of all the Directors may be obtained electronically. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE V**

### **MEETINGS OF DIRECTORS**

**SECTION 1. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Members in good standing will receive a courtesy notification thirty (30) days prior to the next regular board meeting.

**SECTION 2. SPECIAL MEETING.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than five (5) days' notice to each Director.

**SECTION 3. QUORUM** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## **ARTICLE VI**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**SECTION 1. POWERS.** The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights of a Member for so long as said Member shall be in default in the payment of any assessment levied by the Association;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**SECTION 2. DUTIES.** It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the quarterly assessments against such Lot at least thirty (30) days in advance of each quarterly assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each quarterly assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within One Hundred Twenty (120) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Properties to be maintained.

## **ARTICLE VII**

### **OFFICERS AND THEIR DUTIES**

**SECTION 1. ENUMERATION OF OFFICES.** The officers of this Association shall be a President and Vice-president, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**SECTION 2. ELECTION OF OFFICERS AND TERM.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve. Officers may be re-elected for the same office and serve consecutive terms.

**SECTION 3. SPECIAL APPOINTMENTS** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**SECTION 4. RESIGNATION AND REMOVAL.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 5. VACANCIES.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the

officer he replaces.

**SECTION 6. MULTIPLE OFFICES.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**SECTION 7. DUTIES** The duties of the officers are as follows:

**PRESIDENT**

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

**VICE-PRESIDENT**

(b) The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

**SECRETARY**

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, email addresses, and shall perform such other duties as required by the Board.

**TREASURER**

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of such to the Members.

Treasurer is responsible for ensuring that all income taxes are paid in a timely manner and that the Association's non-profit property exemption is current.

**ARTICLE VIII**

**COMMITTEES**

The Association shall appoint an Architectural Control Committee, subject to the provisions of the ~~Restrictions and~~ Declaration, and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE IX**

**BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member

at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE X**  
**ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association quarterly and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at a rate of interest selected by the Board, not to exceed the highest lawful rate, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Properties or abandonment of his Lot.

**ARTICLE XI**

**INDEMNIFICATION OF DIRECTORS, COMMITTEE MEMBERS, OFFICERS, AND EMPLOYEES**

**SECTION 1.**

For the purposes of this Article, "Agent" means any person who is or was a director, officer, Member, Committee, employee, or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; "proceeding" means threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article.

The Association shall indemnify any person who was or is a party, or is threatened to be a party, to any proceeding, made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he/she is or was an Agent of the Association, against any expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Association and with such care, including reasonable injury, as an ordinarily prudent person in a like position would use under similar circumstances.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article. The foregoing right of indemnification shall continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

This Article shall create a right of indemnification for each person referred to in this Article whether or not the proceeding to which the indemnification related arose in whole or in part prior to the adoption of the Article, and in the event of the death of such Agent, whether before or after initiation of such proceeding, such right shall extend to such person's legal representatives.

Upon determination by the Board, the Association may purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Association would have the power to indemnify the Agent against such liability under the provisions of this Article.

Upon the written request of any Agent of the Association who was or is a party, or is threatened to be made a party, to any threatened, pending or completed proceeding, the Board shall meet within ten (10) days of such request and shall determine whether indemnification of such agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in this Article.

**ARTICLE XII**  
**CORPORATE SEAL**

The Association shall have no seal.

**ARTICLE XIII**  
**AMENDMENTS**

**SECTION 1.** These By-Laws may be amended by a written consent (including by proxy) of two-thirds (2/3) of the Members in good standing.

**SECTION 2.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XIV**  
**MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of NORTH LAKES HOMES ASSOCIATION, have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



**CERTIFICATION**

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the NORTH LAKES HOMES ASSOCIATION, a Missouri Corporation, and,

THAT the foregoing First Amended and Fully Restated By-Laws constitute the original First Amended and Fully Restated By-Laws of said NORTH LAKES HOMES ASSOCIATION, as duly approved by a vote of a majority of Members present, in person or by proxy, at a meeting of the members whereat a quorum was present.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Secretary