

SECOND AMENDED AND RE-STATED BY-LAWS
OF
BROOKWOOD CONDO VILLAGE HOMES ASSOCIATION, INC.
A MISSOURI NOT-FOR-PROFIT CORPORATION

ARTICLE I

NAME AND LOCATION. The name of the corporation is Brookwood Condo Village Homes Association, Inc., hereinafter referred to as the “Association”. Membership in the Association shall be coextensive with ownership of units in Brookwood Condo Village identified in the following described properties, to-wit:

1. Those units identified in a certain Declaration of Covenants, Conditions and Restrictions of Brookwood Condo Village dated September 21, 1988, and recorded in Book I-1874 at Page 1898 as Document No. I-888393 with the Department of Records for Jackson County, Missouri, at Independence, which Declaration relates to certain property legally described as follows, (less and excluding those units described in Paragraph No. 4, below).

Brookwood Condo Village, PUD-replat of Brookwood Village, 2nd Plat, Units 1 through 32, a subdivision in Blue Springs, Jackson County, Missouri.

2. Those units identified in a certain Declaration of Covenants, Conditions and Restrictions of Brookwood Condo Village dated October 16, 1990, and recorded in Book I-2068 at Page 1375 as Document No. I-1006327 with the Department of Records for Jackson County, Missouri, at Independence, which Declaration relates to certain property legally described as follows, (less and excluding those units described in Paragraph No. 4, below).

Brookwood Condo Village, 2nd Plat, PUD, units 33 through 76, a replat of Brookwood Condo Village II, PUD and Brookwood Village 3rd Plat, PUD, Blue Springs, Jackson County, Missouri.

3. Those units identified in a certain Declaration of Covenants, Conditions and Restrictions of Brookwood Condo Village dated November 9, 1991, and recorded in Book I-2187, Page 1911, as Document I-1076658 with the Department of Records for Jackson County, Missouri, at Independence, which Declaration relates to certain property legally described as follows, (less and excluding those units described in Paragraph No. 4, below).

Brookwood Condo Village 3rd Plat, PUD, a replat of Brookwood Village 4th Plat, Lots 30 through 44, PUD, and a replat of Lot 62 of Brookwood Village, 7th Plat, PUD, Blue Springs, Jackson County, Missouri.

4. Less and excluding those units identified in a certain amendment to the Declaration of Covenants, Conditions, and Restrictions of Brookwood Condo Village referred to in paragraph number 1 above, which amendment is recorded in Book I-2763 at Page 2194 as Document No. I-1382272 with the Department of Records for Jackson County, Missouri, at Independence, which amendment removed from the Association and coverage under the subject Declaration Units 1 through 4, Units 25 through 28, and Units 29 through 32 of the affected property.

The Registered Agent and office for the corporation shall be as designated from time-to-time by the Board of Directors. Meetings of members and directors may be had at such places within the State of Missouri, County of Jackson, as may be designated by the Board of Directors.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of members shall be held each year on the second Thursday in August, at seven o'clock p.m. at the unit owned by the President of the association, or such other time or place as the President may reasonably designate any other provision of these By-Laws to the contrary notwithstanding, notice of the annual meeting of members as provided herein shall be deemed sufficient if such notice is posted in a reasonably prominent location or locations at or around the Common Area of the development for a reasonable time preceding said annual meeting.

Section 2. Special Meeting. 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 twenty percent (20%) of the members who are entitled to vote.

Section 3. Notice of Meeting. Written 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, either personally or by mailing a copy of such notice of meeting, first class mail, postage prepaid, not less than ten (10) days nor more than thirty (30) days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. The notice shall specify the place, day and time of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of twenty percent (20%) of members entitled to vote, or their proxies, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such

quorum shall not be present or represented at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement, at the meeting, from time to time, until a quorum as aforesaid shall be present or be represented.

Section 5. Voting and Proxies.

1. Only one vote is allowed per unit, regardless of the number of owners of said unit. Any owner of a unit may vote for the unit or execute documents relating to said ownership on behalf of all co-owners.

2. Votes may be cast pursuant to a proxy duly executed by a unit owner. No unit owner may revoke a proxy given pursuant to this section except by actual notice of revocation to the person presiding over a meeting of the association. A proxy is void if it purports to be revocable without notice. A proxy terminates one year after its date, unless it specifies a shorter term. The association may, by majority vote of the Board of Directors, employ electronic voting, in which event voting may be done in that fashion.

ARTICLE III

TORT AND CONTRACT LIABILITY

The Association shall indemnify, defend, and hold harmless any claims against officers, directors, or agents of the Association for acts committed or allegedly committed within the scope of their office.

ARTICLE IV

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of seven (7)

directors, all of whom must be members of the Association.

Section 2. Term of Office. At the annual meeting the members shall elect the seven (7) directors for a term of one year.

Section 3. Removal or Vacancies. 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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor. Any Board member who has unexcused absence from three (3) consecutive meetings may be removed by a majority vote of the Board of Directors.

Section 4. Compensation. No director shall receive compensation for any service he may render to the association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

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 written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election of 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 one 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 among members.

Section 2. Election. Election to the Board of Directors need not be by secret ballot unless requested by any candidate. 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.

ARTICLE VI

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 any meeting date fall upon a Saturday, Sunday or legal holiday, then that meeting shall be held at the same time on the next day which is not a Saturday, Sunday or legal holiday.

Section 2. Special Meetings. 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 three (3) 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 the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

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 Area 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 and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(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, and 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 without excuse from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independence 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 the 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 twenty percent (20%) of the members who are entitled to vote;

(b) supervision of 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 annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
- (2) send written notice of each assessment to every Owner at least thirty (30) days in advance of each annual assessment period; and
- (3) foreclose the lien against any property for which dues are not paid within thirty (30) days after the due date or commence an action at law or in rem against the owner personally obligated to pay the same or to enforce a lien against the property.

(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 as it may deem appropriate;

- (f) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, who shall at all times be a member 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. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. 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 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board by a vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time 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 6. 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 7. Multiple Offices. The offices of the 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 8. 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 and shall sign all leases, mortgages, deeds and other written instruments.

Secretary

(b) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; 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, and shall perform such other duties as required by the Board.

Treasurer

(c) 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 accounting of 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.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the 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 X

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 a convenient location selected by the Board of Directors, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secure by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid within ten (10) days of

the due date shall be delinquent. No Owner may waiver or otherwise escape liability for the assessments provided for herein by non-use of the common Area or abandonment of his lot. All remedies of the Association for delinquent assessments are set forth in the Declaration and Amendments thereto.

ARTICLE XII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors shall have the power and discretion to enter into contracts with an individual or other corporations for the development and management of property owned by the corporation.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, any instruments shall be signed by the Secretary or Treasurer and countersigned by the President or Vice-President of the corporation.

Section 3. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation.

ARTICLE XIII

CORPORATE SEAL

The Association shall not have a seal.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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 XV

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.

ATTESTATION

The foregoing is a true copy of the "Second Amended and Restated By-Laws of Brookwood Condo Village Homes Association, Inc.," a Missouri Not-For-Profit Corporation, duly adopted and enacted by the membership thereof, this 17th day of June, 2014.

Attest:



President

Attest:



Secretary