

Windsboro HOA Bylaws

BY-LAWS OF WINDSBORO HOMES ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is WINDSBORO HOMES ASSOCIATION, hereinafter referred to as the "Association." The principal offices of the corporation shall be located in Lee's Summit, MO. Meetings of members and directors may be held at such places within Jackson County, MO as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to WINDSBORO HOMES ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property legally described as:

LEGAL DESCRIPTION ON ATTACHED EXHIBIT A

Section 3. "Common Areas" shall mean all real property subject to control by the Association under assignment of rights and delegation of authority of the Charleston Park Homes Association Board of Directors.

Section 4. "Lot" shall mean and refer to any separately numbered plot of land designated as such and shown upon any recorded or preliminarily platted subdivision map of the Properties.

Section 5. "Member" shall mean and refer to every person or entity who holds membership in the Association.

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

Section 7. "Declarations" shall mean and refer to the Declarations of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Recorder of Deeds for Jackson County, MO.

ARTICLE III

MEMBERSHIP

Section 1. Membership. Every person or entity that is a record owner of a fee or undivided fee interest in and Lot which is subject to covenants of record, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of and Lot which is subject to covenants of record. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE IV

MEMBERS' RIGHTS AND OBLIGATIONS

Section 1. Member's Easements of Enjoyment. Each member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declarations. Every member shall have the benefits and be bound by the provisions for Association membership, voting rights, property rights, covenant assessments, architectural control, exterior maintenance, and covenants and restrictions as to use and occupancy which are set forth in the Declarations, all of which are incorporated in these By-Laws by reference and made a part hereof.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the 18th day of November of each year thereafter, at the hour of 7:00 p.m. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president of the Association or by the Board of Directors, or upon written request of the members who are entitled to vote one-third (1/3) of all the votes of the membership.

Section 3. Notice of Meetings. 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, by mailing a copy of such notice, postage prepaid, not less than thirty (30) days nor more than sixty (60) days 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 such 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.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, sixty percent (60%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or 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

represented.

Section 5. Proxies. At all meeting of members, each member 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 or her Lot.

ARTICLE VI

BOARD OR DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of no less than three (3) and no more than five (5) directors. Members of the Board of Directors as elected shall also be members of the Board of Directors of Charleston Park Homes Association.

Section 2. Election. At the first annual meeting and at each annual meeting thereafter, the members shall elect three (3) directors and no more than five (5) directors for a term of one (1) year, unless the director shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by majority vote of all members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for that director's actual expenses incurred in the performance of his or 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 written approval of all the directors. Any action so approved shall have the same affect as though taken at a meeting of the directors.

ARTICLE VII

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held on call without notice other than this By-Law and at such place and hour as may be fixed from time to time by resolution of the Board, either within or without the state of Missouri. Additional regular meetings may be held with notice of such resolution as to time and place of said meeting to all directors. 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.

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 that 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 VIII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. 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. 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 shall be made from among members of the Association.

Section 2. Election. Election to the Board of Directors shall be by show of hands. 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 Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power:

- (a) To 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) To 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 sixty (60) days for infraction of published rules and regulations;
- (c) To exercise for the Association all powers, duties and authority vested in or delegated to this Association not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declarations;
- (d) To 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;
- (e) To employ a manager, and independent contractor, or such other employee as they deem necessary, and to prescribe their duties; and
- (f) To supervise the regular business operations of the Association through the

officers, agents and employees.

Section 2. Duties. It shall be the duty of the Board of Directors:

- (a) To 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-third (1/3) of the members who are entitled to vote;
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided herein and in the Declarations:
 - (1) To fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period, as provided in the Declarations, and
 - (2) To send written notice of each assessment against each Lot to every Lot Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
 - (3) At the discretion of the Board of Directors, to cause liens to be filed and foreclose any such lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) To 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 maybe 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) To procure and maintain adequate liability insurance and hazard insurance on Property owned by the Association;
- (f) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) To cause the Common Areas to be maintained, including, without limitation, the treatment and removal of ice and snow from the private streets; and
- (h) To cause the exterior of the dwellings to be maintained subject to an assessment for exterior maintenance.

ARTICLE X

COMMITTEES

Section 1. The Association, through its Board of Directors, may appoint an architectural committee as provided in the Declarations and a nominating committee as provided in these By-Laws. In addition, the board of Directors may appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE XI

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 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 or she 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. Any officers 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 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. 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 officers except in the case of special offices created pursuant to Section 4 of the Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meeting 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; shall exercise and discharge such other duties as may be required of him or her by the Board.

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

(c) Secretary. 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.

(d) Treasurer. 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 co-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 certified 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 each to the members.

ARTICLE XII

ASSESSMENTS

The Board of Directors shall have authority under assignment of rights and delegation of authority of the Charleston Park Homes Association Board of Directors to fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

ARTICLE XIII

BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any member at any meeting called of the membership, together with the Declarations, the Articles of Incorporation, and By-Laws of the Association. A reasonable charge may be made by the Association for copies of any documents requested by any member.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the General Not-For-Profit Corporation Act of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

INDEMNIFICATION

The Association shall indemnify every officer and director, or former officer or director against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding if approved by the

then Board of Directors) to which he or she may be made a party by reason of being or having been an officer or director. The officers and directors shall not be liable for any mistake of judgment, negligence or otherwise, except for their own individual willful misfeasance, willful misfeasance, willful misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them in good faith, on behalf of the Association for the obligations of the officers and directors as members of the Association, and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other right to which any officer or director, or former officer or director, may be entitled. The Association may, as a common expense, maintain adequate general liability and officers, and directors, liability insurance to fund this obligation.

ARTICLE XVI

AMENDMENTS

Section 1. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted at a regular or special meeting of the members, by vote of two-thirds (2/3) of the members entitled to vote at a meeting called for such purpose.

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

ARTICLE XVII

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st 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 of the Association.

IN WITNESS WHEREOF, we, being all of the directors of the WINDSBORO HOMES ASSOCIATION, have hereunto set our hands this 18th day of November 1996.

Stuart Rogers

Beth Manley

Adrian Powel

I the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the WINDSBORO HOMES ASSOCIATION, a Missouri corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a regular meeting of the Board of Directors thereof, held on the 18th day of November, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal
of said Association, this 18th day of November, 1996.

Sandy Leaderbrand
Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the WINDSBORO HOMES
ASSOCIATION, a Missouri corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as
duly adopted at a regular meeting of the Board of Directors thereof, held on the 18th
day of November, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal
of said Association this 18th day of November, 1996.

EXHIBIT A

WINDSBORO HOMES ASSOCIATION – LEGAL DESCRIPTION:

Lots 1 thru 14, WINDSBORO at CHARLESTON PARK 1ST PLAT

Tracts A thru E, WINDSBORO at CHARLESTON PARK 1ST PLAT

Lots 15 thru 46, WINDSBORO at CHARLESTON PARK 2ND PLAT

Tracts F and H, WINDSBORO at CHARLESTON PARK

WINDSBORO at CHARLESTON PARK 3RD PLAT

And any additional tracts of ground contiguous with the above plats and recorded
under the name WINDSBORO AT CHARLESTON PARK.

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