

MANOR OAKS

BY LAWS OF HOMES ASSOCIATION

ARTICLE I

SECTION 1. Any person who shall be the owner of the legal title to any lot within Manor Oaks, a subdivision of land in Jackson County, Missouri, together with any additions thereto shall be members in this Association, subject to the approval of the Board of Directors of the Association as to qualifications for such membership.

In case legal title is held by a corporation then the Board of Directors of said Corporation or its President, or Vice President may designate in writing some person to be a member of this Association; any such member shall have the same rights and privileges as any other member.

In case legal title is held by a wife she may designate in writing her husband and he may become a member with the same rights and privileges as any other member.

Each member shall be entitled to one vote for each lot or major portion of a lot owned by such member.

The term "lot" as used in these By-Laws shall mean a tract or parcel of land designated as a lot in the plat of dedication of Manor Oaks Subdivision.

SECTION 2. No charges shall be made for the privilege of membership except the maintenance charge or assessment as set forth in the agreement which now affects a portion of the land within the above described limits, which agreement was dated August 16, 1954, and filed for record as Instrument No. 628, 515, on August 20, 1954, in the Office of the Recorder of Deeds of Jackson County, Missouri at Independence.

Membership in said Association shall be non-transferable except on transfer of legal title to that lot and then only when such transfer is made on the books or records of the Association with the consent by resolution of the Board of Directors.

SECTION 3. The Association or its Board of Directors shall be the sole judge of its membership and any acts or proceedings of the Association made or done in the manner herein described shall be conclusive as against all parties. In case a member owns the legal title to one or more of such lots and conveys the title to another party, such party, with the consent of the Board of Directors by resolution shall become a member of the Association and shall thereupon be entitled to all the rights and privileges of membership.

SECTION 4. The record holder of a membership as shown by the records of the Association shall be entitled to vote at any members' meetings of the Association, unless such membership has been by resolution of the Directors previously declared forfeited and void because of the transfer of the legal title to real estate in Manor Oaks Subdivision.

ARTICLE II

SECTION 1. The corporate power of this Association shall be vested in a Board of Seven Directors who shall be members of the Association, and four shall constitute a quorum of the transaction of business.

SECTION 2. All directors shall be bona fide residents of Manor Oaks Subdivision. All directors shall be elected to serve for two years or until their successors are elected and qualified, provided, however, that three of the present Directors shall be elected by lot to serve for one year and the remaining four shall serve for two years from the date of election. Thereafter at each annual election there shall be elected either three or four directors, as the case requires to fill the vacancies of the retiring directors. The Directors shall be elected by ballot at the annual meeting of the members.

SECTION 3. Vacancies in the Board of Directors caused by resignation, death or removal from the land first above described, shall be filled by the remaining Directors when assembled as a Board. Such appointee shall hold office until the expiration of the term of the director whose place he has taken.

ARTICLE III

POWERS AND DUTIES OF DIRECTORS

The directors shall conduct, manage and control the affairs and business of the association, and shall make all necessary rules and regulations, not for guidance of officers and management of the affairs of the Association, and the Home Owners Association Agreement. They shall cause to be kept a complete record of all their minutes and acts, and of the proceedings of the members, and they shall present a complete statement at the regular meeting of the members, showing in detail the assets and liabilities of the Association, and the condition in general of its affairs. They shall appoint and remove at will all agents, servants and employees of the Association, prescribe their duties, fix their compensation, and require from them security for faithful service, whenever they shall deem necessary; the Directors shall exercise such other powers and duties as may be set forth in these By Laws.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected by and hold office at the will of the Directors. The compensation and tenure of office of all the officers of the Association, other than Directors, shall be fixed and determined by the Board of Directors. The President and Vice President must be Directors; the offices of Secretary and Treasurer may be held by the same person; neither the Secretary nor the Treasurer need be a member of director of the association.

SECTION 2. The President shall preside over all meetings of the members and directors; shall sign all instruments of writing to be executed by the Association, and as he may be directed by the Board of Directors, and he shall perform such other duties as are usually performed by the chief executive office of an Association, or as may be conferred upon him by the Board of Directors, but his authority shall at all times be subject to the control and direction of the Board of Directors.

SECTION 3. It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors and of the members. He shall keep the corporate seal and records of the Association He shall

keep a record of ownerships of all lots in Manor Oaks Subdivision and transfers thereof. He shall serve all notices required either by laws or by the by-laws of the Association, but in case of his absence, inability, refusal or failure to do so, then such notices may be served by any person so directed by the President or Vice President of the Association.

SECTION 4. The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may direct, all funds of the Association, subject to the check of such officers as the Board of Directors shall designate. A mandatory annual audit of Association funds shall be made.

SECTION 5. The Vice President shall have all of the powers and perform all of the duties of the President in case of the death, absence from the County, or inability of the President to serve.

SECTION 6. The President and Vice President shall not receive any salary or compensation for their services.

ARTICLE V

SECTION 1. MEETINGS. The annual meeting of the members of the Association for the election of Directors and for the transaction of such other business as may come before the meeting, shall be held in Independence, Missouri, on the 2nd Sunday in March of each year at such place as the Board of Directors shall direct; such meeting shall be called in writing mailed at least ten days prior to the date of the meeting to each member at his last known place of residence or business, unless this address shall be changed and a different address be given by such member to the Secretary of the Association, in which case such notice shall be sent to the address so given.

Special meetings of the members shall be called in like manner after five days notice, but the call for any such special meeting shall designate the purpose of the meeting.

The President shall call a special meeting of property owners at such appropriate time and place upon receipt of the petition of 25 or more members stating the purpose of such meeting.

At any meeting of the members, 25 members shall constitute a quorum for the transaction of business and it will be necessary for a majority of the quorum to vote for any director, resolution or proposition before the same may be declared elected or adopted, except as otherwise provided for in these by-laws or the agreement or declaration hereinbefore mentioned in Section 2, Article I. If, for want of a quorum or any other cause, annual members' meeting shall not be held on the day above named, or should the members fail to complete an election of Directors, or such other business as may be presented for their consideration, those present may adjourn from day to day until the same can be accomplished.

Regular meetings of the Board of Directors shall be held at such time as may be provided by the Board of Directors by resolution. No notice of the regular meeting of the Board of Directors need be given.

The President or any two of the directors may call a special meeting of the Directors at any time and notice shall be given of such called meetings by depositing in the United States Post Office, a written or printed notice thereof, with the postage hereon prepaid, addressed each Director at the last address left with the Secretary at least two days before the time of meeting, or by serving personally such notice on each Director one day before the meeting.

Notices specified in this article for members need to be given only to members appearing as such on the books of the Association.

ARTICLE VI

VOTING

At all corporate meetings each member may vote either in person or by proxy. All proxies shall be in writing and filed with the Secretary. No Directors, however, shall be permitted to vote at any meeting of the Directors unless he be present in person to cast his vote. In all proceedings of the Directors' meetings each Director shall have one vote. All votes shall be by ballot, unless waived by unanimous consent.

ARTICLE VII

SECTION 1. Funds to enable the Association to perform its duties and responsibilities shall be provided by assessments against the membership in the manner provided in paragraph 14 of Manor Oaks Home Association Agreement dated August 16, 1954.

SECTION 2. The Treasurer of the Association shall maintain such records of the assessments and the payment of such assessments and delinquencies therein, and shall prepare and send the delinquency notices which are required by said paragraph 14 of the Home Owners Agreement subject to the approval of the Board of Directors.

ARTICLE VIII

AMENDMENTS TO BY-LAWS

These by-laws may be repealed or amended, or new by-laws may be adopted, at any meeting of the members, by vote of two-thirds of the membership of the Association present at any such meeting, or by the Board of Directors when thereunto authorized at any meeting of the members, or by the evidenced written consent of a majority of the members of the Association.

/s/ Paul H. Rumpf, President
/s/ Howard C. Schwarz, Vice President
/s/ Harold Schroeder, Secretary
/s/ Pallas A. Cockefair, Treasurer

Manor Oaks Homes Association
3415 Norton
Independence, Missouri 64052