

Bylaws

Of

Heritage Woods Homeowners Association, Inc.

Article I

Name, Location, Corporate Seal and Fiscal Year

Section 1. Name. The name of this not-for-profit organization, shall be the **HERITAGE WOODS HOMEOWNERS ASSOCIATION, Inc.**, herein after referred to as the Corporation.

Section 2. Location. The Corporation shall have offices within the State of Missouri and the County of Boone.

Section 3. Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Board of Directors, shall be the calendar year.

Article II

Members

Section 1. Qualifications. The Corporation shall have one class of members. All persons satisfying the following qualifications shall be eligible for membership in the Corporation upon payment of the requisite membership dues. The owners of at least one lot within the Heritage Woods Subdivision shall automatically be a member of the Association.

Section 2. Dues. The Board of Directors shall set the dues.

Section 3. Annual Meeting of Members. Annual Meetings of the Members shall be held at least annually at a time, place and hour as determined by the Board of Directors.

Section 4. Special Meetings of Members. Special Meetings of the Members may be held at any time and at any place as designated in the notice of the special meeting. Special Meetings of the Members may be called by the President or by the Board of Directors and shall be called by the Secretary upon written application of members having 1/2 of the votes entitled to be cast at such meeting.

Section 5. Call and Notice. Written notice stating the place, day and hour of the meeting of the members and, in the case of the special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 and no more than 40 days before the date of the meeting, either personally, by mail, or by electronic mail. If the notice is mailed, such notice shall be deemed to be delivered when deposited in United States mail addressed to the member, at his address, as it appears on the records of the Corporation, with postage paid.

Section 6. Quorum. Any meeting of the members requires twenty percent (20%) of the members to constitute a quorum. If a meeting is called and there is not a sufficient quorum a subsequent meeting can be called by the Board of Directors within 30 days of the first called meeting, that is duly noticed, however the second meeting would require ten percent (10%) of the members to constitute a quorum.

Section 7. Action by Vote. Each member shall have one vote for each lot which he or she is the owner and upon which he or she shall not be delinquent in the payment of any assessments. When more than one person is an owner of any particular lot, all such persons shall be members and the vote for each such lot shall be exercised as they, among themselves, shall determine, but in no event shall the vote be divided or shall more than one vote be cast with respect to any such lot.

Section 8. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a majority of the members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meeting of the members. Such consent shall be treated for all purposes as a vote at the meeting.

Section 9. Proxies. Members may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxy shall entitle the holders thereof to vote at the meeting named therein.

Article III

Board of Directors

Section 1. Number, Election & Tenure. There shall be five (5) Directors or seven (7) Directors, or some other odd number of Directors, as shall from time to time be established by the Board of Directors of the Association, immediately prior to the Annual Meeting at which Directors are to be elected. One third (1/3) of the Directors shall be elected to serve a term of office of three (3) years. One-third (1/3) of the Directors shall be elected to serve a term of two (2) years. The remaining directors shall be elected to serve a term of one (1) year. Thereafter, at the expiration of each term of office each respective Director, such Director's successor shall be elected to serve a term of three (3) years. There shall be no cumulative voting on Directors and there shall be a single ballot. Directors shall serve until their replacement has been duly elected at the Annual Meeting.

Section 2. Powers. The affairs of the Corporation shall be managed by the Board of Directors who shall have and may exercise all of the powers of the Corporation, except those powers reserved to the members by law, the Articles of Incorporation or these Bylaws.

Section 3. Committees. The Board of Directors may elect or appoint one or more committees which shall consist of two or more Directors. The Board of Directors may delegate to such committee or committees any or all of their powers. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

Section 4. Suspension or Removal. A Director may be suspended or removed with or without cause by vote of a majority of the members. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

Section 5. Resignation. A Director may resign by delivering his written resignation to the President or Secretary of the Corporation, to a meeting of the members or directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 6. Vacancies. Any vacancy in the Board of Directors shall be filled by the Board of Directors. Each successor shall hold office for the unexpired term or until he sooner

dies, resigns, removed or becomes disqualified. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

Section 7. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held at such places and at such times as the Board of Directors may determine.

Section 8. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held at any time and at any place when called by the President or by three or more Directors.

Section 9. Call and Notice.

A. Regular Meetings of the Board of Directors. No call or notice shall be required for a Regular Meeting of the Board of Directors unless otherwise required by law, the Articles of Incorporation or these Bylaws.

B. Special Meetings of the Board of Directors. Notice of the time and place of Special Meetings of the Board of Directors shall be delivered to each Director not less than five (5) and no more than forty (40) days before the date of the meeting, either personally, by mail or electronic mail. If the notice is mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail addressed to the Director, with postage prepaid. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of incorporation or these Bylaws.

Section 10. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 11. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present in voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

Section 12. Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Article IV Officers and Agents

Section 1. Number and Qualification. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers, if any, as the Board of Directors may determine. The Corporation may also have such agents, if any, as the Board of Directors may appoint. Any officer may, but need not be a Director or member. Any two or more offices may be held by the same person, except the offices of President and Secretary. If required by the Board of Directors, officers and/or agents shall give the Corporation a bond for the faithful performance of their duties in such amount and with such surety or sureties as shall be satisfactory to the Board of Directors.

Section 2. Election. The officers shall be elected annually by the Board of Directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the Directors at any time for terms not exceeding three (3) years.

Section 3. Tenure. Each officer shall hold office until their successor is chosen and qualified, or until they die, resigns, is removed or becomes disqualified. Each officer shall retain their authority at the pleasure of the Board of Directors.

Section 4. President. The President shall preside at all meetings of the Board of Directors and the Annual or Special Meetings of Members and have other such powers and duties as may be determined by the Board of Directors.

Section 5. Vice-President. The Vice-President shall have such duties and powers as the Board of Directors may determine. The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of their inability to act.

Section 6. Treasurer. The Treasurer shall be in charge of the Corporation's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Board of Directors or the President. The Treasurer shall also be in charge of its books of account and accounting records and of its accounting procedures. The Treasurer may have as many assistant Treasurers, as needed, to carry out the duties of their office, as the board may approve.

Section 7. Secretary. The Secretary shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the principal office of the Corporation or at the office of its registered agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of the Articles of Incorporation and Bylaws and names of all members and directors and the address of each. The Secretary may have as many assistant Secretaries as needed to carry out the duties of their office, as the board may approve.

Section 8. Suspension or Removal. An officer may be suspended or removed with or without cause by a vote of a majority of the directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 9. Resignation. An officer may resign by delivering his written resignation to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt unless specified to be effective at some other time and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 10. Vacancies. If the office of any officer becomes vacant, the Board of Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, Vice President, Treasurer and Secretary until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Article V. Execution of Papers

Section 1. Except as the Board of Directors may generally or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

**Article VI.
Personal Liability**

Section 1. The members, directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons,

Corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

**Article VII.
Amendments**

Section 1. These Bylaws may be altered, amended or repealed in whole or in part by a majority vote of the members, except with respect to any provisions thereof which the law or Articles of Incorporation prohibit.

These Bylaws were adopted by the Association May 15, 2011 and amended on May 2, 2019.

Elizabeth A. Maddox, President

Michael E. McMillen, Secretary