

**AMENDED BYLAWS**  
**OF THE**  
**OAK MEYER GARDENS HOMES ASSOCIATION**

**ARTICLE I – DEFINITIONS**

**Section 1.** The following terms shall have the meaning defined herein:

- a) The Oak Meyer Gardens Homes Association is a benevolent corporation duly organized under Chapter 352 of the Missouri Revised Statutes and is hereinafter the “Corporation.”
- b) A person or legal entity is hereinafter a “Member” subject to the qualifications set forth in Article II, Membership herein.
- c) “Members” means the plural of “Member” and “Membership” means the aggregate of the “Members.”
- d) Homes Association Declaration means that certain Homes Association Declaration dated June 23, 1927, recorded under in Book B-2792 at Page 162 in the office of the Recorder of Deeds of Jackson County, Missouri and is hereinafter the “Declaration” and Amendments.
- e) The Board of Directors is the governing body of the Corporation as set forth in the Declaration and is hereinafter the “Board.” Persons elected to the Board of Directors are hereinafter “Directors” or “Members of the Board.”
- f) “Officers” shall have the meaning set forth in Article V, Officers.
- g) Members who are not in arrears with any monies due and owing to the Corporation are deemed hereinafter to be in “good standing.”
- h) “In Writing” means that communication shall be by hard copy – in paper form.
- i) “Electronic notifications” shall be communication by electronic means, whether by email, through the Corporation’s own website, or through a social media site monitored regularly by the Board.
- j) “With cause” means any breach of duties as defined in these Bylaws, misfeasance or other inappropriate action.
- k) “Quorum” is defined as the minimum number of officers and members of the Corporation who must be present for valid transaction of business. A quorum for a meeting of the Board of Directors or a committee shall be a majority of the serving Members. A quorum for a meeting of the members shall be twenty (20). All Members to be counted must be in good standing.

**Section 2.** Any term not defined above shall have the meaning ascribed to it by the relevant section and article herein.

## ARTICLE II - MEMBERSHIP

**Section 1.** Any person who shall be the owner of the legal title to any lot or tract of ground (hereinafter a "Lot") within the following boundaries, to-wit: bounded on the north by 63rd Street, on the east by Holmes Street, on the south by 69th Street, and on the west by Oak Street in Kansas City, Missouri, or as may hereafter be amended, shall be entitled to Membership in this Corporation.

**Section 2.** For any lot or tract of ground for which legal title is held by a non-individual legal entity such as a corporation, limited liability corporation, trust, or foundation, such owner may designate in writing or by electronic notification to the Secretary a natural person to be a Member of this Corporation, and such Member shall have the same rights and privileges as any other Member as set forth herein.

**Section 3.** In case legal title is held by a minor or incapacitated person, then the legal guardian of that person may designate some other person to become a Member, and such guardian or person shall have the same rights and privileges as any other Member as set forth herein.

**Section 4.** Whenever such Lots or tracts of land are owned in joint tenancy or tenancy in common, the Membership as to such Lots shall be joint and the rights of such Membership, including the voting power, shall be exercised only by the joint action of all owners of such Lots or tracts respectively; provided, however, that such owners or tenants in common may designate in writing to the Secretary one of their number to serve as a Member, and when so designated such Member shall have the same rights and privileges as any other Member as set forth herein. Although only the one Member is allowed to vote, all Owners of the Lot are encouraged to participate in Membership activities.

**Section 5.** No charges shall be made for the privilege of Membership except the maintenance charge (base assessment) of annual assessment as set forth in the Declaration, plus a charge for other services as agreed upon by the Membership. The assessment and service charge must both be paid to be considered in good standing.

**Section 6.** The Secretary shall keep or cause to be kept a correct list of all Members who are in good standing and entitled to vote, and their last known address. Members may notify the Secretary of an electronic mail address for which the Corporation may provide notice as may be required by these Bylaws and their preference for receiving notifications. All Members shall notify the Secretary of their change of house address or preferred email address. Notification may be in writing or by email.

## ARTICLE III - BOARD OF DIRECTORS

**Section 1.** The corporate power of this Corporation shall be vested in a Board consisting of seven (7) Directors who shall be Members in good standing of the Corporation. A majority shall constitute a quorum for the transaction of business decisions.

**Section 2.** All Directors shall have their primary residence within the boundaries of the Corporation as described herein. Election of Directors shall take place several weeks leading up to the annual Members' Meeting in November, following a call for nominations, with a final tally calculated at the annual meeting. All Directors shall be elected to serve for two (2) years or until their successors are elected and qualified. Directors shall serve staggered terms such that the term of all Directors shall not end in one year. Three Directors shall be elected in odd numbered years, and four Directors shall be elected in even

numbered years. Directors are limited to serving two (2) consecutive two-year terms, but shall be allowed to serve again once they sit out for a year.

**Section 3.** Any vacancy occurring on the Board of Directors as a result of death, resignation, removal, disqualification, or otherwise, and/or any Director position to be filled by reason of the increase in the number of Directors, shall be filled by election by the Board of Directors from a list of qualified Members presented to them by the Nominating Committee. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor's office.

**Section 4.** Any member of the Board of Directors may resign at any time by providing written notice to the President (or to the Secretary if by the President) stating that the Director will resign, as well as the effective date of the resignation.

**Section 5.** In the event that any Director shall be absent from three (3), unexcused, consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which the third (3rd) absence occurs, or at any meeting thereafter, declare the office of said absent Director vacant. The vacant office may be filled as set out above. When a Director is removed for being absent from three (3) consecutive regular meetings, he or she may be removed only if a majority of the Directors then in office vote for the removal.

**Section 6.** The Members may, with cause, remove one (1) or more Directors. A Director may only be removed by the Members at a special meeting called for the purpose of removing the Director, and the meeting notice must state that purpose. A quorum of the Members must be present. The entire Board of Directors may be removed pursuant to this provision of the Bylaws.

#### **ARTICLE IV - POWERS AND DUTIES OF DIRECTORS**

**Section 1.** The Directors shall conduct, manage and control the affairs and business of the Corporation, and shall make all necessary rules and regulations, not inconsistent with the laws of the State of Missouri or those for guidance of officers and management of the affairs of the Corporation. 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 annual meeting of the Members, showing in detail the assets and liabilities of the Corporation, and the condition in general of its affairs.

**Section 2.** The Directors shall have and exercise such other powers and duties as set forth in these Bylaws.

#### **ARTICLE V - OFFICERS**

**Section 1.** The officers of the Corporation shall be a President, a Vice President, Secretary and Treasurer (hereinafter, "Officers"; individually, "Officer"), which Officers shall be elected by and hold office at the will of the Board. The offices of Secretary and Treasurer may be held by the same person. The Board of Directors may also from time to time appoint or elect other Officers or Assistant Officers who shall hold office at the will of the Board of Directors. All Officers must be members in good standing of the Corporation. The terms for each officer will be for one year.

**Section 2.** Officers shall be elected by the Board at the first Board meeting after the annual Membership meeting. If there is not a quorum, then the election of Officers shall take place at the next Board meeting where a quorum is present.

**Section 3.** The President shall preside over all meetings of the Members and Directors; shall sign all instruments of writing to be executed by the Corporation, as may be directed by the Board of Directors, and shall perform such other duties as are usually performed by the chief executive officer of a Corporation, or as may be conferred by the Board of Directors, but the President's authority shall at all times be subject to the control and direction of the Board of Directors.

**Section 4.** It shall be the duty of the Secretary to keep a record of the proceedings of each meeting of the Board of Directors and of the Members and to call special meetings of the Board of Directors and of the Corporation Members as provided herein. The Secretary shall keep or cause to be kept a list of all Members of the Corporation (to include Lot addresses, electronic mail addresses and Member electronic voter IDs, once established); keep a list of all contractors, complete with contact details, who provide or have provided work for the Corporation, and perform all other duties that usually and properly pertain to the office of Secretary. In case of the Secretary's absence, inability, refusal or failure to do so, then such notices may be served by any person so directed by the President.

**Section 5.** The duties of the Treasurer shall be the following, or if a Finance Committee is appointed, to work with the Finance Committee to do the following: develop and obtain approval for the annual budget and manage all financial matters of the Corporation, which includes such responsibilities as receiving and depositing in such bank or banks as the Board of Directors may from time to time direct all monies belonging to the Corporation, seeking and keeping records of all bids obtained from contractors for work to be performed, keeping a true and detailed account of all monies received and paid out; making a financial report in writing at each annual meeting of the Corporation Members, and at any special meeting of the Members whenever the Treasurer may be requested to do so, and make such a report at any meeting of the Board of Directors whenever requested; turning over to the successor in office, all monies, records, papers and other property then on hand belonging to the Corporation; and doing and performing all other duties that usually and properly pertain to the office of Treasurer. At the direction of the Board of Directors, the Treasurer may contract with a third-party professional entity to perform any or all of the above acts; however, the Treasurer must be responsible for all financial matters performed by this contractor.

**Section 6.** The Vice President shall have all of the powers and perform all of the duties of the President in case of the death, absence, or inability of the President to serve.

**Section 7.** Directors serving as President, Vice President, Secretary or Treasurer or any other office shall not receive any salary or compensation for their services. However, Directors may be reimbursed for out-of-pocket expenses. It is advised that two Directors approve all payments for expenses.

**Section 8.** If any Officer of the Corporation is absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being some or all of the functions, duties, power and responsibilities to any other Officer, or to any other agent or employee of the Corporation or other responsible person.

**Section 9.** Any Member of the Corporation may inspect and copy, at a reasonable time and location specified by the Corporation, any records of the Corporation required to be kept under Chapter 352, RSMo, subject to the following conditions:

- a) Notice. The Member must give advance written or electronic notice of the desire to inspect and copy records at least five (5) business days before the requested inspection;
- b) Description. The Member must describe with reasonable particularity in this notice the records to be inspected or copied; and
- c) Expenses. The Member may be charged a reasonable amount for labor and material for copies of any documents provided to the Member.
- d) No Member's request to inspect and copy any corporation record may be denied except where demanded by law.
- e) The Corporation is not required to compile and/or analyze data in order to respond to this request.

#### **ARTICLE VI - COMMITTEES AND DUTIES OF THE COMMITTEES**

**Section 1.** Committees. Committees of the Board of Directors shall be designated as standing and special. The standing committees may be comprised of the following:

- a) Finance Committee
- b) Communications and Activities Committee
- c) Beautification Committee
- d) Nominating Committee

**Section 2.** The Chair of all committees shall be appointed by the President within a reasonable amount of time after he/she is elected, however, each Chair's appointment shall be subject to confirmation or rejection by the full Board of Directors at its first meeting thereafter. The Chair of each committee shall appoint its members. The term for each committee and its Chair shall be for one year. All committees shall meet regularly upon the call of the Chair and shall report regularly to the Board regarding committee business.

**Section 3.** Standing committees shall have power to act only as stated in these Bylaws or as conferred by the Board of Directors in special matters. Standing committees may include advisory members who are not Members of the Corporation whose expertise, in the opinion of the Chair, is valuable to the overall success of the committee. The number of advisory members may not exceed the number of Corporation Members on each committee, and the advisory members shall not have voting rights.

**Section 4.** A Finance Committee might consist of the Treasurer of the Board of Directors, at least one (1) other Member of the Board, and at least one other non-Board member as the Chair shall select. The Treasurer would serve as Chair of the Finance Committee. It would be the duty of the Finance Committee to assist the Treasurer in the preparation of the annual budget, in the management and the investment of corporate funds, and in the seeking of bids for contractor expenses. It is highly suggested that the Treasurer set a certain level of expense at which three bids must be obtained for all contract work. The Finance Committee would observe that both the principal and income are used in accordance with the purposes and objectives of the Corporation.

**Section 5.** It is advised that a Communications and Activities Committee consist of at least one (1) member of the Board and at least two (2) Corporation Members. The Communications and Activities Committee would be responsible for determining the committee's goals for that year and for recruiting members to serve on task forces for accomplishing those goals. Such goals should include maintaining the Corporation's website and social media platforms; but it is also encouraged to include planning and managing all special events, and such things as marketing and any development activities.

**Section 6.** A Beautification Committee would consist of at least one (1) member of the Board and such Corporation Members as the Chair of the committee should appoint. The Beautification Committee would be responsible for determining the committee's goals for that year and for recruiting members to serve on task forces for accomplishing these goals. Such goals should include maintaining the Corporation's monuments and markers and any plantings surrounding them. Any plan to enhance and maintain these areas shall be descriptive and include any necessary design, acquisition, and ongoing maintenance expenses. It may be appropriate for the Beautification Committee to help the Finance Committee or Treasurer seek and review bids for projects concerning the monuments and markers.

**Section 7.** It is recommended that a Nominating Committee consist of at least one (1) member of the Board and such members as the Chair of the committee should appoint. The Nominating Committee shall have the duty to seek out qualified nominees to serve as Directors of the Board. This committee shall place these nominees before the Members for election before each annual Members' meeting by providing a paragraph summarizing each nominee's experience and/or interest to serve. Or if there is a vacancy on the Board, the committee shall present a qualified Member or Members to the Board for whom the Board may elect to fill the vacancy at the next Board meeting at which a quorum exists.

**Section 8.** Special Committees may be appointed by the President and approved by the Board of Directors as the occasion demands. These committees shall limit their activities to the purpose for which they are appointed, and they shall have no power to act unless the Board of Directors specifically confers such power.

## **ARTICLE VII -- MEETINGS**

**Section 1.** There shall be an annual meeting of the Members of the Corporation to tally and finalize the election of the Board of Directors and for the transaction of such other business as may come before the meeting. This meeting shall be held in Kansas City, Missouri, in November of each year, and shall be called either (1) in writing, sent by mail, at least ten (10) days prior to the date of the meeting, to each Member at the address of record maintained by the Secretary, or (2) via electronic mail at least ten (10) days prior to the date of the meeting to each Member at the electronic mail address of record maintained by the Secretary. The Board of Directors shall have the right to fix any other date and time, by appropriate order entered into the minutes of the meeting of the Board of Directors of such time and place of meeting as fixed, but not earlier than a date that would preclude the availability of the prior fiscal year's financial reports and the budget for the current fiscal year.

**Section 2.** At each annual meeting, the Members shall complete the election of Directors for those positions on the Board then up for election, as nominated previously by Members or nominated by a Nominating Committee appointed by the Board of Directors for such purpose. Said Directors shall hold office until the expiration of their elected term or until their successors shall have been elected and

qualified. Notwithstanding any other section, all votes for the election of any Director at the annual meeting shall be conducted by ballot as described under Article X. In addition to holding the election of new Directors, the Board of Directors shall present a statement showing in detail the assets and liabilities of the Corporation, and shall report on the activities, committees, and the general condition of its affairs. All business and management of the Corporation shall be conducted according to *Robert's Rules of Order* (most current edition available). The execution of this annual meeting, and the business required above does not preclude the Board from holding more frequent, regular Members' meetings for informational purposes.

**Section 2.** Special meetings of the Members shall be called in writing by first class mail or by electronic notice, whichever is that Member's given preference for communication, at least ten (10) days before the meeting. The call for any such special meeting shall designate the purpose of the meeting and shall be approved upon an affirmative vote of a majority of the Directors. No action may be taken at a duly called special meeting except that action designated as the purpose of the meeting.

**Section 3.** For any annual or special meeting of the Members, if an electronic notification sent to the Member's preferred email address of record fails twice, the notice shall be then sent by first class mail. It shall not be the Corporation's responsibility if that Member receives this notice late.

**Section 4.** At any meeting of the Members, twenty (20) Members in good standing 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 Bylaws or the Declaration.

**Section 5.** If, for want of a quorum or any other cause, annual Members' meetings shall not be held on the day called, 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.

**Section 6.** Regular meetings of the Board of Directors shall be held at such time as may be provided by the Board of Directors by resolution or as otherwise agreed to by a majority of Directors. Notice of the regular meetings of the Board shall be posted to the Corporation website. Any change in schedule to accommodate the majority of Directors shall be made with at least 5 days' notice. The change in schedule shall be posted to the Corporation website. Regular Board meetings shall be open to all Members. Any Member may request that an item be placed on the agenda of the meeting of the Board by submitting the same in writing or by email to the President ten (10) days prior to said meeting. After completion of old and new business at each meeting, the presiding Officer of the meeting shall permit discussion and comments from any attending Member, subject to a reasonable time limit to be determined by that Officer. Regular meetings of the Board shall include an update on committee work, old business, a treasurer's report on recent invoices, and new business. All business and management of the Corporation shall be conducted according to *Robert's Rules of Order* (most current edition available).

**Section 8.** Special meetings of the Board may be called at any time by the President or any two of the Directors. 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 thereon prepaid, addressed to each Director at the address of record, or by electronic notice sent to the email address of record and validated by a receipt

notification to the Secretary, at least two days before the date of meeting; or by serving personally such notice on each Director at least one day before the meeting.

**Section 9.** Any regular or special meeting of the Board of Directors or a committee of the Board, as the case may be, can only conduct business when a quorum is present, and no vote can be taken or resolution or proposition adopted if a quorum is not present, except as otherwise provided for in these Bylaws or the Declaration.

**Section 10. Use of Telephonic or Other Equipment.** Any Director or member of any committee of the Board may participate in a meeting of the Board of Directors or such committee, as the case may be, by telephone conference or similar communications equipment, provided that each participant in the meeting can hear every other participant in the meeting. Attendance in a telephonic meeting shall constitute an affirmative vote to conduct any voting by voice vote. If a vote is taken, the presiding officer or secretary shall conduct a roll-call vote, and the results shall be written into the minutes of the meeting.

**Section 11. Action without a Meeting.** Any action required or permitted to be taken at a meeting by the Board of Directors, or committee, as the case may be, may be taken without a meeting if all of the Members of the Board of Directors or the committee, consent to the action thereto in writing or by electronic notification, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or the committee.

**Section 12.** Attendance by a Member or a Director at any called meeting shall constitute a waiver of notification of such meeting unless said attendance is solely to object to the proper calling of the meeting in question.

#### **ARTICLE VIII - INDEMNIFICATION**

**Section 1.** Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed by a director in connection with any proceeding or settlement thereof in which a director may become involved, by reason of the director being or having been a director or officer of the corporation. This indemnification shall apply whether or not the subject is a director or officer at the time such liabilities or expenses are incurred, except in cases wherein a director is adjudged guilty of willful misfeasance or malfeasance in the performance of the director's duties. In the event of a settlement, the indemnification established herein shall apply only when the board approves such settlement and reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights of indemnification to which the director may be entitled.

#### **ARTICLE IX – CONFLICTS OF INTEREST**

**Section 1.** In case the Corporation enters into contracts or transacts business with one or more of its Directors or with any firm of which one or more of its Directors are members or with any other corporation or association of which one or more of its Directors are members, shareholders, directors or officers, such transaction or transactions shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the

interests of this Corporation; provided that such contract or transaction is approved in advance by the vote of the Board or committee of the Board if

- a) The material facts of the transaction and the Director's interest are disclosed or known to the Board or committee;
- b) The Directors approving the transaction in good faith reasonably believe the transaction is not unfair to the Corporation; and
- c) Any Directors with a conflict of interest shall not participate in any discussion or voting on such matter.

**Section 2.** The transaction in which a Director has an interest is authorized, approved or ratified only if it receives the affirmative vote of a quorum of the Board or committee made up of Members that have no direct or indirect interest in the transaction.

## **ARTICLE X - VOTING**

**Section 1.** At least sixty (60) days before each annual meeting, if one is appointed, a Nominating Committee shall seek out nominees to serve as Directors for the Board. This committee shall place the nominees before the Members for election by providing a paragraph summarizing each nominee's experience and/or interest to serve. These summaries shall be sent to each Member by their chosen method of communication, along with a ballot at least two weeks before the annual Members' meeting. The nominees shall be from qualified candidates as set forth above. The nomination of candidates by the Nominating Committee shall not prevent other qualified candidates from being placed on the ballot. A line shall be placed on the ballot form for the inclusion of write-in candidates. Ballots shall include a return address for the person or task force assigned to receive them. Written ballots must be signed by the Member and filed with the Secretary prior to the commencement of the meeting in question. They may be returned by mail or in person at the beginning of the meeting. Ballots sent by electronic mail shall be valid only once the Board authorizes and establishes such a system. Ballots returned by mail or electronic mail must be returned by a cut-off date sent with the nominee summaries. Ballots designating a Member who is not in good standing shall not be valid. The Board of Directors shall determine the validity of any ballot so given. If a Nominating Committee is not formed, it shall be the responsibility of the Board to seek out candidates and place the nominees before the Members. Each lot shall have but one vote.

**Section 2.** When a Member prefers to receive a ballot or meeting notice electronically, and that electronic mailing has returned at least twice, this communication shall then be sent to the Member by first class mail. It shall not be the responsibility of the Corporation if this information is not received in a timely manner.

**Section 3.** Unless otherwise stated herein, at Members' meetings, the method for general voting shall be determined by the presiding Officer. 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 Bylaws or the Declaration. This holds true for any committee meeting or meeting of the Board of Directors. For Board meetings, all votes shall be recorded and placed in the minutes.

**ARTICLE XI -- AMENDMENTS**

**Section 1.** These Bylaws may be repealed, amended, altered or added to, or new Bylaws may be adopted, at any meeting of the Members, by a vote of two thirds (2/3) of the Membership of the Corporation present at any such meeting, if there is a quorum, or by the evidenced consent of a majority of the Members.

**ARTICLE XII – GENERAL**

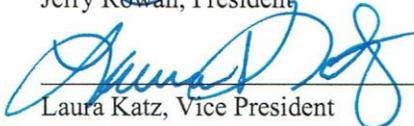
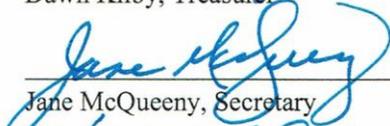
**Section 1.** If any part of these Bylaws or the application thereof is held to be invalid by a court of competent jurisdiction, or otherwise unenforceable, the remainder shall not be affected thereby and shall remain in full force and effect.

**Section 2.** In the event of any conflict between these Bylaws and the Declaration, the Homes Association Declaration shall prevail.

By unanimous vote, the Members approved these Amended Bylaws to the Oak Meyer Gardens Homes Association on August 19, 2018.

For the Oak Meyer Gardens Homes Association Board of Directors:

Signed:

 _____ Jerry Rowan, President	<u>10/29/18</u> Date
 _____ Laura Katz, Vice President	<u>10.8.18</u> Date
 _____ Dawn Kilby, Treasurer	<u>10/8/18</u> Date
 _____ Jane McQueeney, Secretary	<u>10/8/18</u> Date
 _____ Valerie Schroer, Board Member	<u>10/8/18</u> Date