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**BY-LAWS**

**OF**

**LAKE SAINT LOUIS HARBOR TOWN AREA ASSOCIATION**

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**ARTICLE I**

Definitions

Section 1. "Association" shall mean and refer to the Lake Saint Louis Harbor Town Area Association, a not-for-profit corporation organized and existing under the laws of the State of Missouri.

Section 2. "The Properties" shall mean and refer to properties which have been subjected to the Lake Saint Louis Harbor Town Indenture of Covenants and Restrictions by instrument(s) recorded in St. Charles County, Missouri.

Section 3. "Common Elements" shall mean and refer to those areas of land shown on any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of the owners of The Properties including other areas such as marinas, clubhouses and recreational facilities which the Association may designate as Common Elements.

**ARTICLE II**

Location

Section 1. The principal office of the Association shall be located in St. Charles County, Missouri.

## **ARTICLE III**

### **Membership**

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject by covenants of record to assessments by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

Section 2. The rights of membership are subject to the payment of assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which assessments are made as provided by the Indenture of Covenants and Restrictions to which The Properties are subject.

Section 3. The membership rights of any person whose interest in The Properties is subject to assessments under Article III, Section 2, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Elements and facilities, and the personal conduct of any person thereon, as provided in Article IX (d), they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty days.

## **ARTICLE IV**

### **Voting Rights**

Section 1. Members. Members shall be all those owners as defined in Article III, Section 1. Members shall be entitled to one vote for each Lot or Living Unit in which they hold the interests required for membership by Article III, Section 1. When more than one person holds such interest or interests in any Lot or Living Unit all such persons shall be members, and the vote for such Lot or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit.

Section 2. For purposes of determining the votes allowed under this Section, when Living Units are counted, the Lot or Lots upon which such Living Units are situated shall not be counted.

“Exception: When more than one unit is owned by the same individual(s), corporation, group, or entity, all units owned in common shall be entitled to only one vote.”

Section 3. There shall be no cumulative voting.

## **ARTICLE V**

### **Insurance**

WHEREAS, Lake Saint Louis Harbor Town Subdivision (“Subdivision”) exists by virtue of the “Lake Saint Louis Harbor Town Association: Indenture of Covenants and Restrictions” as recorded in Book DE6174, Page 476 the records of St. Charles County, Missouri, as amended (“Indenture”); and

WHEREAS, pursuant to the Indenture, and only to the extent reasonably available, the Association shall provide a master property insurance policy for the Lots; and

WHEREAS, the Association’s current master policy was non-renewed with the last date of coverage being January 12, 2023; and

WHEREAS, the Association, with the assistance of insurance professionals, has been unable to secure a replacement master property policy including exploration of the Missouri “FAIR” plan as the insurer of last resort; and

WHEREAS, as a master property policy is unavailable in the marketplace, the Association, beginning January 13, 2023, will no longer provide master property insurance for any of the Lots; and

WHEREAS, Owners shall be responsible for obtaining and maintaining insurance at their costs, which should include the following: (a) homeowner’s policy form, (b) a dwelling limit in an amount at least equal to the cost for full reconstruction of the Lot and its improvements and not based upon actual cash value or fair market value, (c) replacement cost coverage, (d) special form causes of loss on dwelling, (e) earthquake coverage on dwelling, (f) sewer or drain backup, (g) loss of use coverage sufficient with anticipation of full reconstruction, (h) loss assessment

coverage, and (i) additional interest endorsement naming Lake St. Louis Harbor Town Area Association.

## **ARTICLE VI**

### **Property Rights and Rights of Enjoyment of Common Elements**

Section 1. Each member shall be entitled to the use and enjoyment of the Common Elements and facilities in accordance with the Indenture of Covenants and Restrictions applicable to The Properties.

Section 2. Any member shall delegate his rights of enjoyment in the Common Elements and facilities to the members of his family who reside upon The Properties. In cases of leasehold or a rental agreement, regardless of length of said leasehold or rental agreement, to a non-family member, the member shall relinquish his right of enjoyment in the Common Elements and facilities to the lessee or renter. In the event any Lot or Living Unit is owned of record by a corporation, then the corporation shall delegate its rights of enjoyment in the Common Elements and facilities to one person and the members of his family, provided that such person is either a stockholder, director, or employee of the corporation. In no event shall stockholders, directors, or employees of the corporation be vested with such rights merely because of their position as such.

Section 3. In the event that any Lot or Living Unit is owned of record by more than one person as tenants in common or joint tenants (as distinguished from tenants by the entireties), then only one of such owners and the members of his family who reside upon The Properties shall be entitled to use and enjoy the Common Elements and facilities. All other such owners shall be entitled to use the Common Elements and facilities only as guests under applicable rules and regulations adopted by the Board of Directors.

Section 4. Any member who shall delegate his rights of enjoyment under Section 2 above shall notify the Secretary in writing of the name of any such person and the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3, to the same extent as those of the member.

## **ARTICLE VII**

### **Board of Directors**

Section 1. The property, business and affairs of the Association shall be managed and controlled by its Board of Directors.

Section 2. The Board of Directors shall consist of six members who shall be divided into three classes in respect of term of office, each class to contain two members. At each annual meeting of the members, one class of Directors shall be elected to serve until the annual meeting of members held three years next following and until their successors shall be elected and shall qualify. Each Director shall be a member of the Association. Candidates must be members in good standing and Harbor Town shall be their primary residence.

Section 3. Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors, though less than a quorum, to hold office during the unexpired term of their predecessors.

## **ARTICLE VIII**

### **Election of Directors; Nominating Committee**

Section 1. Election to the Board of Directors shall be by written ballot. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded Covenants applicable to The Properties. The names receiving the largest number of combined votes cast by members shall be elected.

Section 2. Members desiring to run for a position on the Board must file 30 days prior to the election the first Wednesday in November in the proper format as dictated by the Board. If only two (2) members file for a position on the Board of Directors in any given year, they shall be declared elected by acclamation at the annual meeting and no formal election shall be held.

## **ARTICLE IX**

### **Powers and Duties of the Board of Directors**

Section 1. The Board of Directors shall have power:

- (a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4<sup>th</sup>) of the voting membership.
- (b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.
- (c) To establish, levy and assess, and collect the assessments or charges referred to in Article III, Section 2.
- (d) To adopt and publish rules and regulations governing the use of the Common Elements and facilities and the personal conduct of the members and their guests thereon.
- (e) To establish where it deems necessary, in its sole discretion, charges and fees for the use of any portions of the Common Elements and facilities.
- (f) To operate, maintain and control, for the benefit of members and others entitled to use such facilities, any clubs, marinas, and related facilities owned by the Association.
- (g) To purchase insurance on residential buildings by the Board of Directors in the name of the Association as outlined in the Harbor Town Covenants and Restrictions Article VII, Section (B). Coverage shall meet or exceed the coverage required under the Covenants and Restrictions. Coverage shall be for real property only and will not cover an Owner's "personal property". Coverage limits will be for construction grade replacement values. The insurer may have the right of subrogation against Owners and their respective servants, agents and guests. The Board is to do all things necessary to implement and carry out the intent and purpose of the Lake Saint Louis Harbor Town Indenture of Covenants and Restrictions.
- (h) To establish one or more accounts in banks selected by the Board of Directors into which all funds belonging to the Association shall be deposited, subject to withdrawal by those persons authorized from time to time by the Board of Directors.

- (i) To provide exterior maintenance for Lots and structures within The Properties.
- (j) To arrange for garbage and trash collection.
- (k) To maintain unkempt lands or trees.
- (l) To supplement municipal services.
- (m) To enforce any and all covenants, restrictions and agreements applicable to The Properties.
- (n) To pay taxes, if any, on the Common Elements and facilities.
- (o) To exercise for the Association all powers, duties and authority vested in or delegated to the Association except those reserved to the members in applicable Covenants and Restrictions.
- (p) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, would promote the common benefit and enjoyment of the residents of The Properties.
- (q) In the event that any member of the Board of Directors shall be absent from three consecutive meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

## **ARTICLE X**

### **Directors' Meetings**

Section 1. A regular meeting of the Board of Directors shall be held without other notice than by this By-Law, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Missouri, for the holding of additional regular meetings, with notice of such resolution to all Directors.

Section 2. Special meetings of the Board of Directors shall be held when called by the President of the Association, a Vice President of the Association, or by any two Directors after not less than five (5) nor more than forty (40) days' notice to each Director.

Section 3. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the

holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 4. The majority of the Board of Directors shall constitute a quorum thereof; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

## **ARTICLE XI**

### Officers

Section 1. The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall be members of the Association.

Section 2. The officers shall be chosen by majority vote of the Directors annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected. A vacancy in any office arising because of death, resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.

Section 4. The officers of the Association shall, except as otherwise provided by law, by the Articles of Incorporation of the Association, by these By-Laws, or by the Board of Directors, each have such powers and duties as generally pertain to their respective offices, as well as such powers and



duties as may from time to time be specifically conferred or imposed by the Board of Directors.

## **ARTICLE XII**

### **Committees**

Section 1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association, provided, however, that no such committee shall have the authority of the Board of Directors to approve an amendment to the Articles of Incorporation of the Association, to the By-Laws of the Association, or to a plan of merger or consolidation.

Section 2. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Association may be designated by resolution adopted by the Board of Directors, to perform such duties and to have such powers as may be provided in the resolution.

Section 3. Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

## **ARTICLE XIII**

### **Meetings of Members**

Section 1. The regular annual meeting of the members shall be held on the first Wednesday in November in each year, at the hour of 7:00 o'clock p.m. If the day for the annual meeting of the members shall fall upon a holiday the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2. Special meetings of the members for any purpose may be called at any time by the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership.

Section 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by

sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the books of the Association or by electronic means (email, text, fax, etc.) when such contact information is provided and/or available. Each member shall register his address with the Secretary, and notices of meetings shall be sent to him at such address. Notice of any meeting, regular or special, shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10<sup>th</sup>) of the votes of the membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties shall require a quorum as therein provided.

#### **ARTICLE XIV**

##### **Proxies**

Section 1. At all meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his home or other interest in The Properties.

#### **ARTICLE XV**

##### **Certificates**

Section 1. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or any Assistant Secretary and shall be sealed with the seal of the Association. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may

be issued therefore upon such terms and conditions as the Board of Directors may determine.

## **ARTICLE XVI**

### Corporate Seal

Section 1. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal – Missouri".

## **ARTICLE XVII**

### Amendments

Section 1. These By-Laws may be altered, amended, or repealed and new By-Laws adopted by the Board of Directors.

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 Covenants and Restrictions applicable to The Properties and these By-Laws, the Covenants and Restrictions shall control.

Adopted on the 31<sup>st</sup> day of March, 2014.  
Amended June 21, 2022

IN WITNESS WHEREOF, the undersigned have hereunto set their hands, and the official seal of said corporation has been affixed, the day and year first above written.

LAKE SAINT LOUIS HARBOR TOWN AREA ASSOCIATION

*James Matthies*  
James Matthies, President

Attest:

*Cathy Lane*  
Cathy Lane, Secretary of the Meeting

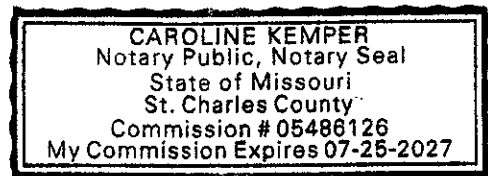
STATE OF MISSOURI            )  
                                                  ) SS  
COUNTY OF ST. CHARLES    )

On this 29<sup>th</sup> day of November 2023, before me appeared James Matthies, to me personally known, who, being by me duly sworn, did say that he is the President of Lake St. Louis Harbor Town Area Association, a corporation of the State of Missouri, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors; and that the statements and recitals contained in the foregoing instrument are true and correct; and said James Matthies acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

*Carole Kemper*  
Notary Public

My term expires: 7/25/2027



**2023R-048793**

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**\$ 79.00**

**PAGES: 13**

**CERTIFIED-FILED FOR RECORD**

**MARY E. DEMPSEY**

**RECORDER OF DEEDS**

**ST. CHARLES COUNTY, MISSOURI**

**BY: KBEXTERMUELLER**

1ST PAGE REQUIREMENTS

**Recorder of Deeds Certificate  
St. Charles County Missouri**

**NON-STANDARD DOCUMENT**

This document has been recorded and you have been charged a \$25.00 non-standard fee to RSMo 59.310.4. This is the first page of your document - DO NOT REMOVE.

**ST. CHARLES  
COUNTY**

**RECORDER  
OF DEEDS**

Mary E. Dempsey  
Recorder of Deeds  
201 North Second Street, Suite 338  
St. Charles, MO 63301