

**BYLAWS  
OF  
STONEHENGE PROPERTY OWNERS ASSOCIATION**

**Section 1. Location, Corporate Seal and Fiscal Year**

**1.1 Location.** The principal office of the Association shall be located at presiding president's residence. The registered office of the corporation may be, but need not be, identical with the principal office of the Stonehenge Property Owners Association ("Association"), and the address of either office may be changed from time to time by the Board of Directors.

**1.2 Fiscal Year.** The fiscal year of the Association shall, unless otherwise decided by the Board, end on the 31<sup>st</sup> day of December in each year.

**Section 2. Members**

**2.1 Qualification.** Every owner, either of a fee or undivided interest of a lot, which is subject to assessment by the Association, 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. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment of the Association.

Each member shall be entitled to one vote for each Lot owned by such member. If more than one person owns an interest in a Lot which qualifies them for membership, then all such persons shall be members. The vote for each such Lot shall be cast as they, among themselves, may determine, but in no event shall more than one vote be cast with respect to any one Lot.

**2.2 Assessments.** Each year at their annual meeting the directors shall fix the

amount of membership assessments.

**2.3 Annual Meetings.** Annual meetings of the members shall be held within the first quarter of each year at a time and place determined by the Board. The annual meeting may be held at the principal office of the corporation or at such other place, either within or without the state of Missouri, as the Board shall determine.

**2.4 Special Meetings.** Special meetings of the members may be held at any time and at any place, either within or without the state of Missouri, as designated in the notice of special meeting. Special meetings of the members may be called by the president or by the directors, and shall be called by the secretary upon written application of members having one-twentieth of the votes entitled to be cast at such meeting.

**2.5 Call and Notice.** Written notice stating the place, day and hour of the meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) nor more than forty (40) days before the date of the meeting, either personally, electronically or by mail. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage prepaid. Electronic notification shall be deemed at time it is sent.

**2.6 Quorum.** At any meeting of the members, 10% of the members (whether present in person or duly represented) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than thirty (30) days after the first session of the meeting 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.

**2.7 Action by Vote.** Each Lot shall have one vote. When a quorum is present at

any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

**2.8 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 Association Secretary. Such consents shall be treated for all purposes as a vote at a meeting.

**2.9 Proxies.** Members may vote either in person or by written proxy dated not more than sixty (60) days before the meeting named therein, which proxies shall be filed before being voted with the clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

**2.10 Conduct of Meetings:** All meetings shall be conducted in accordance with "Roberts Rule of Order."

### **Section 3. Board of Directors**

**3.1 Number and Election.** The number of directors on the Board of Directors shall not be less than three, provided, however, that subject to this limitation, the number of directors may be increased or decreased by the members annually at their annual meeting where the members shall fix the number of directors and shall elect the number of directors so fixed. A director must be a member in good standing.

**3.2 Tenure.** Each director shall hold office until the next annual meeting of members

and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

**3.3 Powers.** The affairs of the Association shall be managed by the directors who shall have and may exercise all the powers of the Association, except those powers reserved to the members by law, Declarations, the Articles of Incorporation or these bylaws.

**3.4 Committees.** The directors may elect or appoint one or more committees which shall consist of three or more directors. The board members may delegate to any 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 directors. The members of any committee shall remain in office at the discretion of the Board.

**3.5 Suspension or Removal.** A Board member may be suspended or removed with or without cause by vote of a majority of the members of the Association. A director may be removed with cause only after reasonable notice and opportunity to be heard.

**3.6 Resignation.** A director may resign by delivering his written resignation to the president or secretary of the Association, to a meeting of the members or directors or to the Association 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.

**3.7 Vacancies.** Any vacancy in the Board of Directors may be filled by the directors; provided, however, the member is in good standing. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is 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.

**3.8 Regular Meetings.** Regular meetings of the directors may be held at such places and at such times as the directors may determine.

**3.9 Special Meetings.** Special meetings of the Board may be held at any time and at any place when called by the president of the or by two or more directors.

**3.10 Call and Notice.**

a. Regular Meetings. No call or notice shall be required for regular meetings of directors unless otherwise required by law the Declarations, the Articles of Incorporation or these bylaws.

b. Special Meetings. Notice of the time and place of special meetings of the Board shall be delivered to each director not less than five nor more than thirty (30) days before the date of the meeting, either personally or by 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.

**3.11 Quorum.** At any meeting of the Board, a majority of the Board 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.

**3.12 Action by Vote.** When a quorum is present at any meeting, a majority of the directors present and voting shall decide any questions, including election of officers, unless otherwise provided by law, the Declarations, the Articles of Incorporation, or these bylaws.

**3.13 Action by Writing.** Any action required or permitted to be taken at any

meeting of the Board may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the secretary of Association of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

#### **Section 4. Officers and Agents**

**4.1 Number and Qualification.** The officers of the Association shall be a president, vice president, secretary, treasurer, and such other officers, if any, as the directors may determine. The Association may also have such agents, if any, as the directors may appoint.

Any two or more offices may be held by the same person, except the offices of president and secretary may not be combined. If required by the directors, any officer shall give the Association a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

**4.2 Election.** The officers shall be elected annually by the 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 years.

**4.3 Tenure.** The Board members shall each hold office until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

**4.4 President.** The president shall be the chief executive officer of the Association and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the members and at all meetings of the directors, except as the members or directors otherwise determine. The president shall also be the registered agent on the reports for the Association filed with the Missouri Secretary of State.

**4.5 Vice President.** 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 his/her inability to act.

**4.6 Treasurer.** The treasurer shall be the chief financial officer and the chief accounting officer of the Association. He/She shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/She shall have such other duties and powers as designated by the directors or the president. He/She shall also be in charge of its books of account and accounting records, and of its accounting procedures.

**4.7 Secretary.** The secretary shall record and maintain records of all proceedings of the members and Board members in a book or series of books kept for that purpose, which book or books shall be kept within the principal office of the Association or at the office of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Incorporation and bylaws and names of all members and directors and the address of each.

**4.8 Suspension or Removal.** An officer may be suspended or removed with or without cause by vote of a majority of Board 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.

**4.9 Resignation.** An officer may resign by delivering his written resignation to the president, treasurer or secretary of the Association 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.

**4.10 Vacancies.** If the office of any officer becomes vacant, the 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/her successor is elected and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

## **Section 5. Execution of Papers**

Except as the directors may 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 Association shall be signed by the president or by a vice president.

## **Section 6. Personal Liability**

The members, directors and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association 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 and payable to them from the corporation.

## **Section 7. Amendments**

These bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the directors then in office, except with respect to any provision thereof which by law, the Articles of Incorporation Declarations or these bylaws requires action by the members.