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CHRISTY BONSTELL

RECORDER OF DEEDS

WARREN COUNTY, MO

(Space above reserved for Recorder of Deeds Certification)

**BY-LAWS  
OF  
DOGWOOD LAKE LOT OWNERS ASSOCIATION**

Date: November 27, 2024

**SECTION ONE  
OFFICE**

- 1.1 Until changed by the action of the Board, the office of the Association shall be at 25570 S. State Hwy. 47, Warrenton, MO 63383. The Board by resolution may change the office from time to time.

**SECTION TWO  
MEMBERS**

- 2.1 The owners of the Lots shall be members of the Association. Each Lot shall be entitled to one vote on any matter coming before the Association for vote. A person who is the owner of more than one Lot shall be entitled to a vote for each Lot they own. If a Lot is owned by more than one person, the owners thereof shall designate one of their number as the voter. If they fail to designate, the Board of Directors of the Association shall designate the voter. An owner is defined as being the holder of all or any part of the legal title to any Lot.
- 2.2 When a person ceases to be an owner of a Lot, their membership in respect of that Lot shall automatically terminate.
- 2.3 The Association shall maintain a list of members.
- 2.4 Members and Purchasers shall have the right, power and privilege to use the Common Property in accordance with the restrictive Covenants, the Rules and Regulations and the orders of the Board, and those of the Environmental Committee.
- 2.5 Suspension of Privileges of Membership. The Board may suspend the privileges of any Member or Purchaser, including campground access via electronic gate, access to common ground, park amenities and other services, and voting privileges for any period during which any Association lien, assessment, or other fees and penalties on the Lot of such Member or Purchaser remains unpaid.
- a. Annual assessments not paid before April 2<sup>nd</sup> of the year to which they apply shall have a 10% late fee added. Additionally, the Board shall have the right to turn over to a collection agency any member who is delinquent in paying any assessments and/or fees, and the member shall be responsible for paying the charges applied by the collection agency for their services.
  - b. The period of any continuing violation by such Member or Purchaser of the provisions of the Restrictions after the Existence thereof shall have been declared by the Board of Directors.
  - c. A period to be determined by the Board for repeat violations of any By-Laws, any Rules or Regulations promulgated by the Board, or any order of the Environmental Committee.

### **SECTION THREE MEETING**

- 3.1 There shall be at least one business meeting of the Members each year. The day, hour and place thereof shall be set by the Board.
- 3.2 Special meetings may be called by the President of the Association, by the Board or by written application of those members who, in the aggregate, are entitled to cast at least fifty votes. The person or group calling the meeting shall advise the Board and the Secretary of the purpose for which the meeting is called. The person or group calling a special meeting shall be entitled, subject to the provisions of 3.3, to set the date and hour thereof. The Board shall set the place, but if it fails to do so within three days of the receipt of the call, the person or group calling the special meeting may designate the place. As soon as the place of the special meeting has been set, the Secretary shall notify all members of the special meeting.
- 3.3 Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five not more than forty days before the date of the meeting, either personally or by mail, by the Secretary to each member entitled to vote at such meeting. If mailed, each 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 Corporation, with postage thereon prepaid.
- 3.4 The President and Secretary of the Association shall act as Chairman and Secretary, respectively, of all meetings of members of the Association.
- 3.5 Fifty votes present in person or by proxy shall constitute a quorum. If there is less than a quorum present, the members present may successively adjourn the meeting to a specified date not longer than ninety days after such adjournment, and no notice need be given of such adjournment to members not present at the meeting. Unless larger vote is required by the laws of the State of Missouri, or the Restrictive Covenants, the vote of a majority of the members at the meeting at which a quorum is present, shall be sufficient for the adoption of any matter to be voted upon by the members, except as otherwise provided in the Declaration of Covenants.
- 3.6 Any voter may vote by proxy. All proxies must be in writing and signed by the voter manually. The voter may limit his proxy to those matters he specifies or confer absolute discretion upon his proxy. Unless otherwise specified, each proxy shall be deemed to confer absolute discretion. No proxy shall be valid unless filed with the Secretary or his designate on or before the hour set for the meeting. No proxy shall be valid after thirty days from the date of its execution.
- 3.7 Cumulative voting shall not be permitted.
- 3.8 Any action required by law to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

### **SECTION FOUR DIRECTORS**

- 4.1 The affairs of the Association shall be managed by a Board of seven directors, who must be Members in good standing. Each director shall serve for three years or until his prior resignation or removal.
- 4.2 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office and until his successor shall have been elected and qualified.
- 4.3 Directors shall be elected by plurality at each annual meeting held in August.
- 4.4 Meetings of the Board of Directors, regular and special, may be held at any place either within or without this state, designated from time to time by resolution of the Board of Directors or by written consent of the members thereof. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. The Board, by resolution, may establish regular meetings and no further notice shall be required in respect thereof. No special

meeting shall be held, except with unanimous consent, unless such director is notified at least 48 hours in advance thereof. Notice may be given orally.

- 4.5 Five directors shall constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 4.6 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 one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the corporation; but the designation of such committees and the delegation thereof of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law. Other Committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.
- 4.7 The Board of Directors shall have full power to manage the affairs of the Association and to do all those things necessary or convenient in the exercise thereof.
- 4.8 No director shall be liable for any act of omission or commission by or of any other director, or member, or of any agent, employee, attorney, auditor, accountant or administrator selected by the directors with reasonable care, nor shall any director be individually or personally liable for any obligation incurred by the Board of Directors acting as such, or for any obligation of the Association or for his own acts or failure to act, unless said acts or failure to act shall have been with intent to defraud the Association. In the event any director shall be named a defendant in any civil action brought against him by virtue of any action or failure to act of himself or of the Board of Directors, he shall be indemnified and saved harmless by, and reimbursed out of, said Association for (a) all cost and expenses incurred by him in the defense of said suit, including, without limitation, court costs and attorney fees, and (b) the amount of any judgment rendered against him. No director shall be liable for acting upon any papers, documents, data or information believed by him to be genuine and accurate and to have been made, executed and delivered by proper parties, nor shall he be liable for any act concerning which he relied upon the opinion of legal, actuarial, accounting or other professional counsel.
- 4.9 If a director, for any reason, fails to attend three consecutive meetings, or at least four meetings out of every eight held, he may cease to be a director and his seat may be deemed vacant at the discretion of the Board. A director may be removed at any time for any reason or no reason by the written consent of two-thirds of the Lots.

## **SECTION FIVE OFFICES**

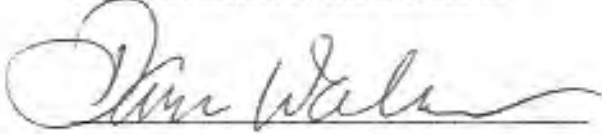
- 5.1 The Association shall have a President, one or more Vice Presidents, a Secretary, a Treasurer and such assistant officers as the Board may by resolution create. All officers shall be appointed by the Board and shall serve for one year or until their death, resignation or removal prior to the expiration thereof. Any officer may be appointed. The President must be appointed from among the members of the Board. If he ceases to be a member of the Board prior to the expiration of his term, he shall automatically cease to be President.
- 5.2 The officers shall have those duties and responsibilities assigned to them from time to time by the Board.

## **SECTION SIX MISCELLANEOUS**

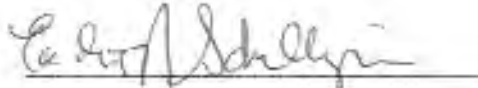
- 6.1 Each member of the Association shall notify the Secretary of the address to which a notice, mail or information regarding the Association shall be sent.
- 6.2 The Board of Directors of the Association shall have the power to make, alter, amend, or repeal these By-Laws, or any of them.

IN WITNESS WHEREOF, the Board of Directors has signed these By-Laws on this 8 day of December, 2024.

Dogwood Lake Lot Owners Association



Dana Walker, President



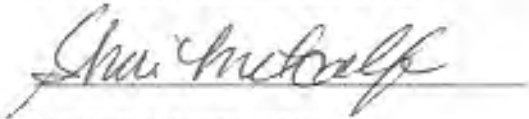
Eadie Schillinger, Secretary

State of Missouri

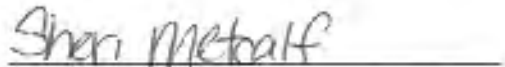
County of St. Charles (SS)

On this 8th day of December, 2024, before me personally appeared Dana Walker and Eadie Schillinger, officers of the Board of Directors, Dogwood Lake Lot Owners Association, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

WITNESS my hand and official seal.



Signature of Notary Public



Printed Name of Notary



NOTARY SEAL