

**AMENDED AND RESTATED BY-LAWS OF**  
**MATSON LANE DOCK ASSOCIATION, INC.**

**A MISSOURI NOT FOR PROFIT CORPORATION**

**ARTICLE I. NAME.**

- Section 1. The name of the Association is the Matson Lane Dock Association, Inc., a general not for profit corporation.

**ARTICLE II. PURPOSES**

- Section 1. The prime purposes of this Association are as follows:
- a. To provide for the maintenance, upkeep, operation and improvement of boat docks located adjacent to Estates at Woodlake, First Addition, a subdivision of record in Camden County, Missouri and more particularly described as follows:

All of Boat Dock Common Area of "The Estates of Woodlake, First Addition", a subdivision in Camden County, Missouri, according to the plat thereof on file and of record in Plat Book 113, at Page 19, in the Office of the Recorder of Deeds, Camden County, Missouri.
  - b. To enforce, either in its own name or in the name of any member and any all covenants and restrictions which may have been heretofore or may hereafter be imposed and specifically the Declaration of Restrictions, Covenants and Conditions of Matson Lane Dock Association, Inc. recorded at Book 687, Page 783 of the Camden County Recorder of Deed's Office and an Amended and Restated Declaration of Restrictions, Covenants and Conditions of Matson Lane Dock Association, Inc. recorded at Book 812, Page 374 of the Camden County Recorder of Deed's Office.
  - c. To manage and control as trustee for its members all common properties which may now or hereafter be designed as such, and any and all improvements thereon, provided that such management and control of said places and improvements shall at all times be subject to those powers had and exercised by any township, city, county or state or any of them, in which said places and improvements are located.
  - d. To levy and collect assessments which are provided for in any Declaration of Restrictions governing Matson Lane Dock Association, Inc.
  - e. The corporation is formed exclusively for purposes for which a corporation may be formed under the Not For Profit Corporation Law and not for pecuniary profit or

financial gain. No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers except to the extent permitted under the Not For Profit Corporation Law. The Corporation shall not operate any listing service for its members or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

f. To manufacture, prepare, use, develop, experiment with, equip, remodel, construct, acquire, hold, operate, buy, sell, lease, install, import, export, trade and deal in and with boat docks, swimming docks, breakwater devices and other floating structures together with parking lots and driveways and other goods, wares, merchandise, motors, machines, machinery, apparatus, and appliance, of any kind or nature whatsoever, or any other article or articles of any kind or nature whatsoever.

g. To sell, lease, exchange, convey, mortgage, pledge, transfer, assign and deliver, and otherwise dispose of, all of any part of the property, assets and effects of the corporation, and receive in payment therefore cash or stocks, bonds, notes, debentures, or other securities or evidences of indebtedness or obligations of any individual firm, corporation, company, association, trust or organization, on such terms and conditions as the Board of Directors of the corporation shall determine, subject to limitations, restrictions or requirements imposed by law.

h. To borrow or raise monies for any of the purposes of the corporation and from time to time, without limits as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warranties bonds, debentures, convertible and non-convertible, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities, or other obligations of the corporation for its corporate purposes.

i. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the corporation, dispose of all the assets of the corporation and make distribution of the proceeds thereof to its members.

j. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 355.131, as amended, of the Not For Profit Corporation Law.

### **ARTICLE III. MEMBERSHIP IN ASSOCIATION**

- Section 1. Association. An Association is hereby created and established to be known as the "Matson Lane Dock Association, Inc." The Association has been incorporated under the laws of the State of Missouri as a not-for-profit corporation and it shall be governed in accordance with its by-laws.
- Section 2. Membership. Every person or entity who is now or shall hereafter become entitled to the exclusive use of a slip in the Association's boat dock or docks shall be a member of the Association. ONLY owners of real estate in Matson Ranch, Kahala Estates, Woodlake Estates, Oakwood Hills Estates and The Reserve at Oakwood Hills, all subdivisions in Camden County, Missouri, or any amended plat thereof, or owners of real estate that is surrounded by one of these subdivisions and accessed by Matson Lane are eligible to the exclusive use of slips in the Association's boat docks.
- Section 3. Voting Rights. Each entity or person shall be entitled to one (1) vote for each slip in the Association's boat dock to which it has exclusive rights of use.

### **ARTICLE IV. BOARD OF DIRECTORS**

- Section 1. The business of the corporation shall be managed and be controlled by a Board of Directors consisting of three (3) members. The terms of office for the Board of Directors shall be three years, provided however, that the first Board of Directors as designated by the Developer when control is delivered to the Association shall serve until the first annual membership meeting of the corporation and at that meeting a Board of Directors of three (3) members will be elected by the corporation members with one (1) director being elected to a term of one year; one (1) director being elected to a term of two years; and one (1) director being elected to a term of three years. Thereafter, at each annual meeting of the corporation, one member of the Board of Directors shall be elected for a term of three years to replace the outgoing member of the Board of Directors upon expiration of the term of office of said outgoing member. Members of the Board of Directors may serve for an unlimited number of terms.
- Section 2. In the event that a replacement election for any outgoing member of the Board of Directors has not been held at the designated expiration date of the director's term, the director shall remain a member of the Board of Directors until a replacement can be elected at a duly convened meeting of the members of the corporation.
- Section 3. In case of a vacancy on the Board of Directors which occurs for any reason other than the ordinary expiration of a term of office, remaining directors by a majority vote shall elect a successor to hold office until the next annual meeting of the members of the corporation.

- Section 4. The regular meeting of the Board of Directors shall be held following each annual meeting of the members and special meetings of the Board of Directors shall be held whenever called by the president or member of the Board of Directors. The secretary or the president shall give notice of any special meeting by mailing a notice at the time and place of such meeting at least fifteen days prior to such meeting date. If all the directors waive notice of a special meeting, no notice of such meeting shall be required.
- Section 5. The majority of the directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until there is a quorum.
- Section 6. At the meeting of the Board of Directors, the president shall preside or in his absence the vice-president and in the absence of both the directors shall elect a presiding officer for such meeting.

#### **ARTICLE V. OFFICERS**

- Section 1. The officers of the Board of Directors shall consist of the president, vice-president, secretary and treasurer. The same individual may hold the office Secretary and Treasurer.
- Section 2. The office of President shall be elected by the Board of Directors from among its own members for terms of one (1) year or until a successor to such office is elected. The annual election of officers of the Board of Directors shall be conducted at the annual meeting of the Board of Directors.
- Section 3. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of the majority of the entire Board of Directors.

#### **ARTICLE VI. PRESIDENT**

- Section 1. The president shall be the chief executive officer of the corporation and subject to control of the Board of Directors. He shall have general charge of the business of the corporation and shall preside at all meetings of the Board of Directors when present. He shall see that all resolutions and orders of the Board of Directors are carried into effect and shall execute all contracts and agreements authorized by the Board of Directors.
- Section 2. The president shall submit a report of the operation of the corporation for the fiscal year to the directors at their first annual meeting and to the members at their annual meeting.

## **ARTICLE VII. VICE-PRESIDENT**

- Section 1. In the absence or disability of the president, the vice-president shall have all the powers and shall be subject to all the duties of the president so long as such absence or disability of the president continues. A vice-president also shall have such duties as may be conferred upon him from time to time by the Board of Directors.

## **ARTICLE VIII. SECRETARY**

- Section 1. The secretary shall keep the minutes of all meetings of the Board of Directors and of all meetings of the membership. He shall attend to the giving and serving of all notices of the corporation.

## **ARTICLE IX. TREASURER**

- Section 1. The treasurer shall have the right to issue checks on the account of the corporation and the treasurer shall keep books of account as to monies paid to the corporation and shall give statement of account of the corporation at the annual meeting of the membership of the corporation.

## **ARTICLE X. MEETINGS OF THE MEMBERSHIP**

- Section 1. There shall be an annual meeting of the membership of the corporation for the purpose of electing directors and for the transaction of other business as may be brought before the meeting. The time and place of the meeting shall be established by the Board of Directors.
- Section 2. It shall be the duty of the secretary of the Board of Directors to cause a notice of each annual meeting to be given to each corporation member by mailing a notice to the home post office address of each member as shown by the records of the corporation at least fifteen days prior to any annual meeting which shall give the hour and place of the meeting.
- Section 3. Special meetings of the corporation membership may be held from time to time whenever called by the president of the Board of Directors or by a majority of the Board of Directors. A special membership meeting shall be called at any time by the president or vice-president upon the written request or petition of one-third or more of the corporation members. Notice of any special meeting indicating briefly the object or objects thereof shall be given by the secretary to each and every member in the same manner as provided for the giving of notice of each annual meeting.

## **ARTICLE XI. CORPORATION MEMBERSHIP MEETINGS**

- Section 1. The president of the Board of directors and in his absence the vice-president or any director of the corporation may call a meeting of the corporation membership to order. A chairman and secretary of each meeting shall be elected to conduct the business then before the members. At all corporation meetings each property owner shall be entitled to one vote regardless of how many lots he owns on any matter not concerning water or water rights and that vote may be in person or by proxy subscribed to by the parcel owner. On matters concerning the sewer system only those parcel owners connected to the sewer system and the developers may vote.

## **ARTICLE XII. FISCAL YEAR**

- Section 1. The fiscal year in the business of this corporation shall be on a calendar year basis unless changed by a majority of the Board of Directors.

## **ARTICLE XIII. COMPENSATION**

- Section 1. No director or officer shall receive compensation for any services rendered, provided that each shall be reimbursed for his actual expenses; provided such reimbursement is approved by a majority of the Board of Directors.

## **ARTICLE XIV. AMENDMENT**

- Section 1. These By-Laws shall be effective upon their adoption by a majority vote of the Board of Directors at a duly convened meeting.
- Section 2. These By-Laws may be altered, amended and rescinded by a vote of two-thirds of the Board of Directors present at such meeting when amendment, alteration and rescission is proposed, and prior notice given.

## **ARTICLE XV. INDEMNITY**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTIONS**

- Section 1. (a) The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable

cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its settlement, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

(b) Any indemnification under this Article, unless ordered by a Court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or, if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(c) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such person.

The above-stated Amended and Restated By-Laws were adopted by Board of Directors of the Matson Lane Dock Association, Inc. and each and every then member of the Matson Lane Dock Association, Inc.

Matson Lane Dock Association, Inc.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
BARRY LEEK, President

Attest:

By: \_\_\_\_\_  
TIM MEISTER, Secretary

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 1)**

STATE OF MISSOURI        ]  
  ss  
COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_



\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:

**MEMBER (Slip 2)**

STATE OF MISSOURI        ]  
  ss  
COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 3)**

STATE OF MISSOURI        ]  
  ss  
COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 4)**

STATE OF MISSOURI        ]  
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COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 5)**

STATE OF MISSOURI        ]  
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COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 6)**

STATE OF MISSOURI        ]  
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COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 7)**

STATE OF MISSOURI        ]  
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COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 8)**

STATE OF MISSOURI        ]  
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COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 9)**

STATE OF MISSOURI        ]  
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COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_



\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Print Name:  
**MEMBER (Slip 10)**

STATE OF MISSOURI        ]  
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COUNTY OF \_\_\_\_\_ ]

On this \_\_\_\_\_ day of \_\_\_\_\_, 2024, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, 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.

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

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_