

# Bylaws of W.W.B. Villas, Inc.

## Article I

### Name and Office

**Section 1 – Name** - The name of this corporation shall be W.W.B. Villas, Inc.

**Section 2 - Principal Office** - The principal office of the corporation in the State of Missouri shall be located in *the trade area of* Edgerton, County of Platte.

**Section 3 - Registered Office and Agent** - The corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office.

## Article II

### Members

**Section 1 - Classes and Numbers of Members** - The corporation shall have one class of members and shall make all reasonable efforts to maintain a broad community-wide membership of not less than twenty-five in number. Both individuals and organizations may qualify as members. The majority of the members of this organization must be residents of Edgerton, Platte County, Missouri, or its trade area. The qualifications of the members shall be as follows:

**a.) Individual** - Any legally competent person of good character who applies for membership, and pays the required membership fee.

**b.) Organization** - Any civic club, church group or charitable organization whose bylaws, rules, or regulations permit membership in another organization which is interested in the purposes or work undertaken by this corporation may apply for membership. Such club, group, or organization shall designate one of its members to represent it at the membership meetings of this corporation and shall pay the required membership fee.

**Section 2 - Membership Fee** - The membership fee shall be \$10.00, or such other amount as may be fixed by the members at any annual meeting, or at any special meeting called for the purpose. No person shall attain membership before paying the Treasurer the membership fee.

**Section 3 - Election of Members** - Members may be elected at any meeting of the members or at any meeting of the board of Directors (hereinafter called “the Board”)

**Section 4 - Voting Rights** - Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 5 - Termination of Membership** - The board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing and may by a majority vote of those present at any regularly constituted meeting terminate the membership of any member who becomes ineligible for membership or expel any member who shall be in default in the payment of dues for the period fixed by Article XI of these bylaws.

**Section 6 - Transfer of Membership** - Membership in this corporation is not transferable or assignable.

1

## Article III.

### Meetings of members

**Section 1 - Annual Meetings** - The annual meeting of the members shall be held on the second [Wednesday in the month of January in each year, beginning with the year 1973 at the hour of 7:30 o'clock P.M.,] **Tuesday of April at 7:00 pm** for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the designated day for the annual meeting, or at any adjournment thereof, the board shall cause the

election to be held at a special meeting of the members as soon thereafter as convenient.

**Section 2 - Special Meetings** - Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president, the Board, *the Site Manager*, or not less than one-tenth of the members.

**Section 3 - Place of Meeting** - Meetings shall be held at Edgerton, Missouri, except that the Board of Directors may by resolution designate any place, within or not more than 15 miles from Edgerton, Missouri as the place of meeting for any annual or special meeting.

**Section 4 - Notice of Meetings** - Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than seven days nor more than thirty days before the date of the meeting, either personally or by mail to each member entitled to vote at such meeting. If mailed, the notice of meeting 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, *or a printed announcement of the same, printed in the local newspaper, shall suffice as notice of such meeting.*

**Section 5 - Informal Action by Members** - Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken. *Written consent will include e-mail communication from members sent to the Board president or site manager.*

**Section 6 – Quorum** - At such a meeting a quorum shall consist of 30 percent of the members, or [twice] *1.5 times* the number of directors. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

#### **Section 7 - Proxies -**

a.) At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution. A proxy may be canceled by notice executed by the member with like formality and delivered to the secretary.

b.) At each meeting of the members, every member shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. The votes for directors shall be by ballot. Only the person in whose name membership is standing on the books of the corporation on the day of such meeting shall be entitled to vote in person or by proxy.

c.) For any person to represent a member by proxy, such person must submit his power of

1

attorney to the secretary of the board for examination at least one hour before the time of meeting. When the secretary has certified the power of attorney is in good order, the proxy holder shall have the right to do any and all things which might be done by the member were he present in person, which right shall include the establishment of a quorum and the organizing of any meeting.

### **Article IV** **Board of Directors**

**Section 1 - General Powers** - The business and affairs of the corporation shall be managed by its board of directors.

**Section 2 - Number, Tenure, and Qualifications** - The number of directors shall be eight *Not more than two of which may reside as a tenant at W.W.V. Villas. One of the eight positions will be held by the person hired by the board of directors to be the “site manager”.* The directors elected at the annual meeting to succeed the directors named in the Articles of Incorporation shall be elected for staggered

terms of three, two, and one years. As the terms of such directors expire, their successors shall be elected for terms of three years and until their successors are elected and have qualified. Directors shall be members of the corporation and residents of the community where the housing is or will be located. [*Of the total number of directors, at least five must be among the leaders in such community.*]

**Section 3 - Regular Meetings** - A regular meeting of the board of directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings within or not more than 15 miles from Edgerton, Missouri, without other notice than such resolution.

**Section 4 - Special Meetings** - Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within or not more than 15 miles from Edgerton, Missouri for holding any special meeting of the Board of Directors called by them.

**Section 5 - Notice** - Notice of any special meeting of the board shall be given at least two days previous thereto by written notice delivered personally or four days notice sent by mail or telegram, mailed to each director as his name appears on the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at a 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 because the meeting is not lawfully called or convened.

**Section 6 - Quorum** - A majority of the board of Directors shall constitute a quorum for the transaction of business at any meeting of the board of Directors, but if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 7 - Manner of Acting** - 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. The board may also act by written consent or approval of all the directors of the corporation setting forth the action taken.

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**Section 8 – Vacancies** - Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9 - Compensation** - Directors as such shall not receive any salaries for their services. *The site manager, who holds a board position, will receive a salary for the work done as a Site Manager. This salary is not for service on the Board but for services rendered in the capacity of “Site Manager”.*

**Section 10 - Directors – Residuary Powers** - The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved for the members by law, the articles of incorporation, or these bylaws shall be vested in the board.

**Section 11 - directors – Removal from Office** - A director may be removed from office, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him at least 10 days before such meeting. The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote, which may be taken at the same meeting at which such removal shall take place.

## **Article V** **Officers**

**Section 1 – Officers** - The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person.

**Section 2 - Election and Term of Office** - The officers of the corporation shall be elected annually by the board at the regular annual meeting of the board held after such annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided.

**Section 3 – Removal** - Any officer or agent elected or appointed by the board may be removed by the board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be held without prejudice to the contract rights, if any, of the person so removed.

**Section 4 – Vacancies** - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board for the unexpired portion of the term.

**Section 5 - President** - The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the board. He may sign, with the Secretary or

1

any other proper officer of the corporation thereunto authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board from time to time.

**Section 6 - Vice-President** - In the absence of the President or in the event of his death, inability or refusal to act, the vice-president shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the board.

**Section 7 - Secretary** - The Secretary shall *ensure that the “site manager”* keep the minutes of the members and of the board meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation, under its seal is duly authorized; keep a register of all members and their post office addresses; prepare and cause to be delivered to the Secretary of State of Missouri, on forms prescribed and furnished by the Secretary of State, between the first day of January and the first day of March of each year, an annual report in compliance with the provisions of the statutes of the State of Missouri; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the board.

**Section 8 - Treasurer** - *This position shall be held by the “Site Manager”*. The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board.

**Article VI**  
**Order of business**

**Section 1 - Order of Business** - The order of business at any regular or special meeting of the members or the board shall be:

- a.) Reading and disposal of any unapproved minutes.
- b.) Reports of officers and committees.
- c.) Unfinished business.
- (d)      d.) New business.
- e.) Adjournment

**Section 2 - Parliamentary Procedure** - On questions of parliamentary procedure not covered by these bylaws, a ruling by the president shall prevail.

1

**Article VII**  
**Committees**

**Section 1 - Committees of Directors** - 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 in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon it or him by law.

**Section 2 - Other Committees** - Other committees not having and exercising the authority of the board 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. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**Section 3 - Term of Office** - Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4 - Chairman** - One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**Section 5 - Vacancies** - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6 - Quorum** - Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7 - Rules** - Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

**Article VIII**  
**Contracts, Loans, Checks, Deposits and Funds**

**Section 1 - Contracts** - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and

such authority may be general or confined to specific instances.

**Section 2 - Loans** - No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

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**Section 3 - Checks, drafts, etc.** - All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the President and countersigned by the Treasurer of the Corporation.

**Section 4 - Deposits** - All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies or other depositories as the board may select.

**Section 5 - Gifts** - The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **Article IX**

### **Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the board, and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purposes at any reasonable time. The board shall cause an audit of the records of the corporation to be made each year by a competent auditor.

## **Article X**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

## **Article XI**

### **Annual Dues**

**Section 1 - Annual Dues** - The Board of Directors may determine from time to time the amount of membership fee, if any, and annual dues payable to the corporation by members.

**Section 2 - Payment of Dues** - Dues shall be payable in advance on the first day of \_\_\_\_\_ in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership to the end of the fiscal year in which such member is elected.

**Section 3 - Default and Termination of Membership** - When any member shall be in default in the payment of dues for a period of \_\_\_\_\_ months from the beginning of the fiscal year or period for such dues become payable, his membership may thereupon be terminated by the Board of Directors.

*Replaced with Article XV from original by laws*

## **Article XII**

### **Seal**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of incorporation and the words, "CORPORATE SEAL".

*Was a duplicate of Article XVI which was deleted*

### **Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*Was a duplicate of Article XVII which was deleted*

### **Article XIV**

#### **Repeal or Amendment of Bylaws**

These by-laws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the members present at any annual meeting of the members or at any special meeting of the members called for such purpose, at which a quorum is present: provided, however, no such action shall change the purposes of the corporation so as to impair its right and powers under the laws of said State, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members or to deprive any member without his express assent of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than 30 days before such meeting and shall set forth such amendment.

*Combination of Article XIV and XVIII*