

BYLAWS OF OAK TREE FARM CLUBHOUSE/HOMES ASSOCIATION, INC.
(A Missouri not-for-profit corporation)

ARTICLE I

Offices

The principal office of the Oak Tree Farm Clubhouse/Homes Association, Inc., (the "Association") in the state of Missouri shall be located at Oak Tree Farm Clubhouse, 501 NE Clubhouse Drive, Lee's Summit, Missouri 64086. The Association may have such other offices, either within or without the state of Missouri as the Board of Directors may determine, or as the affairs of the corporation may require from time to time. The Association 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. The registered office need not be identical with the principal office and the address may be changed from time to time by the Board of Directors.

ARTICLE II

Members

Section 1. Membership

Every person or entity who is a record owner of a fee interest in any lot, tract, block or parcel of land (collectively referred to herein as "Lots") on which living units are now or may hereafter be constructed, shall be a member of the Association; provided that any such person or entity who holds such an interest merely as a security for performance of the obligation shall not be a member. Any member in good standing of the Association may, at any time, and from time to time, delegate in writing his or her right to use and enjoy Association property to his lessees and tenants who reside in the Oak Tree Farm subdivision (the "District"). The Association shall be the sole judge of qualification of its members and their right to participate in its meetings and proceedings.

Section 2. Voting Rights

Each owner, in good standing, of a Lot within the District shall have one vote for each such lot in which he holds interest.

(1) No member of the Association shall be entitled to vote if he/she is delinquent in the Association assessment and

(2) when more than one member holds an interest in the Lot prescribed for membership hereof the vote for such Lot shall be exercised as they among themselves shall determine but in no event shall they exercise more than one vote or each Lot.

ARTICLE III

Meeting of Members

Section 1. Meetings

(a) Annual Meetings. An annual meeting of the members shall be held in October of each year, or at such other times may be fixed by the Board of Directors and designated in the notice of the meeting, for the election of directors whose terms

have expired and for the transaction of such other business as may properly come to the meeting

(b) Special Meetings. A special meeting of the members may be called at the time and place as may be fixed by the Board of Directors pursuant to a majority vote of the Board of Directors. Notice of any special meeting of the members must be delivered according to the terms provided herein for the same. Only business designated in the notice and the agenda for the meeting may be conducted at any special meeting.

Section 2. Place of Meeting

The Board of Directors may designate any place within the State of Missouri as the place of meeting for any annual meeting, or for any special meeting of the members called by the Board of Directors. If no designation is otherwise made for the location of a special meeting of the members, the place of meeting shall be the principal office of the Association.

Section 3. Notice of Meeting

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to the last known address of each member at least seven (7) days prior to a meeting. Notice of any meeting may be delivered to the membership via U.S. Postal Service or via electronic delivery and may be included within the quarterly newsletter of the Association.

Section 4. Quorum

Unless otherwise provided in the Declarations, Articles of Incorporation, or these Bylaws, the presence at the annual meeting of members or proxies entitled to cast (1/10) of the votes of the membership (38 members) shall constitute a quorum for any action. If, however, such quorum shall not be present or represented in the meeting, members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice of an announcement at the meeting until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies

At all meetings, each member may vote in person or by proxy. All proxies shall be in writing or submitted electronically, and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of their Lot. No proxy shall be voted for more than ninety (90) days from the date signed.

ARTICLE IV

Board of Directors

Section 1. General Powers

The Board of Directors shall have the power to: (a) adopt and publish rules and regulations providing clarification of any restrictions, duties, obligations or standards as outlined in the Declarations, the Articles, the Bylaws or any Supplementary Declarations, or govern the use of any common areas or amenities within the District;

(b) take reasonable actions necessary to insure compliance with any use restrictions and other provision of the Declarations, the Articles, the Bylaws and any applicable Supplementary Declarations imposing duties, obligations and standards upon the owners of Lots within the District; (c) to establish fair, impartial and reasonable penalties or fines for infractions of rules and regulations, restrictions, duties, obligations or standards as outlined in the Declarations, the Articles, the Bylaws or any Supplementary Declarations; (d) to exercise for the Association all powers, duties and authority vested in or delegated to this Association not reserved to the membership by other provisions of the Bylaws, the Articles, the Declarations or any Supplementary Declarations; and (e) to employ managers, independent contractors or other such employees as they deem necessary and to prescribe their duties.

Section 2. Number

There shall be nine (9) Directors. These directors shall be elected and shall serve for two (2) year staggered terms so that four (4) directors shall be elected in the even-numbered years, and five (5) shall be elected in the odd-numbered years at each annual meeting.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held at 501 NE Clubhouse Drive on the third Thursday of each month, or at such other time and place provided by resolution, without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, within the State of Missouri, for the holding of additional regular meetings of the Board without other notice than such resolution. The agenda of the meeting shall be posted electronically via the Association message board, or made available to any member on request.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Missouri, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days in advance of said meeting by written notice delivered personally, or sent via regular U.S. Postal delivery or electronically (via facsimile or e-mail) to each Director at his/her address, or contact information as shown in the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The 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 because the meeting is not lawfully called or convened. The notice and agenda will include a description of the business that will be transacted.

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; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. For issues requiring the approval of the Board of Directors, in the absence of a regular meeting, a unanimous consent of the seated Directors indicating approval via email shall constitute acceptance of the issue or proposal regarding expenditures of funds. The result of any electronic vote shall be incorporated into, and recorded at the next regular or special meeting of the Board of Directors.

Section 7. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled shall be filled by the Board of Directors. A director selected to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 9. Removal

Any director elected by the members or appointed by the Board of Directors may be removed, with or without cause, by a vote of a majority of the members of the Association present at a meeting called for that purpose,

Section 10. Gifts

The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, device or services for the general purpose or for any special purpose of the Association.

Section 11. Compensation

(a) Reimbursement and Compensation Generally. Directors shall not receive any salary, compensation or remuneration for their services as Director. However, by resolution of the Board of Directors, a Director may be reimbursed for reasonable out-of-pocket expenses related to the administration of the Association or provided a fixed sum and expense for attendance at regular or special meetings of the Board. The Board of Directors shall approve an annual budget in January of the calendar year, which will appropriate funds to the maintenance, upkeep and improvements to the clubhouse, grounds and common areas. Directors may be reimbursed for up to \$250.00 for an expenditure made that is related to maintenance and/or upkeep on behalf of their assigned duties, without formal board vote or approval.

(b) Conflicts of Interest. The Association recognizes the potential of conflicting interests in compensating directors for work performed as either a contract vendor, or employee on behalf of the Association, which is not directly related to their duties, obligations or responsibilities as a director. With this in mind, the Association shall

make every effort to clearly define the contractual rights afforded to any director who also provides compensated services to the Association. In addition, a director who provides compensated services to the Association shall (a) disclose to the members of the Association and the Board of Directors for the Association their contractual relationship and (b) refrain or recuse themselves from voting on any issue related to their continued contractual relations or their employment duties.

(c) Clubhouse Credit for Board Membership. As an incentive for continued participation by members of the Association, the Association Board of Directors may, upon resolution duly motioned and approved, vote to allow the individual members serving on the Association Board of Directors to utilize the clubhouse within the District free of charge (“Clubhouse Credit”) pursuant to the following requirements:

(i) Each board member shall be provided with one Clubhouse Credit for a year’s participation on the Board, and which will authorize one (1) free weekend clubhouse rental (Friday through Sunday) or three (3) free weeknight rentals. For a director without previous service on the board, a director that is selected by the members or is selected by the board following a vacancy, that director shall become eligible for their annual clubhouse credit following a minimum attendance of six (6) board meetings.

(ii) Use of the clubhouse under this provision must be made within one (1) year of the expiration of their term on the Board.

(iii) The use of the clubhouse shall be identified as an annual Clubhouse Credit of \$150.00.

(iv) For purposes of counting a year, the year shall begin and end with the election of directors at the Annual meeting.

(v) If a member of the Board does not utilize their Clubhouse Credit during any year of their term, it shall not be “carried over” to the next year, thereby creating more than one (1) Clubhouse Credit for succeeding years.

(vi) If a member of the Board does not use their Clubhouse Credit during the last year of their term and then resigns prior to the Annual meeting, the member will lose their Clubhouse Credit following their resignation.

ARTICLE V

Officers

Section 1. Officers

The officers of the association shall be duly elected or appointed by the Directors and shall be a president, vice president, secretary, treasurer, two (2) social coordinators, a pool coordinator, a clubhouse manager, a grounds coordinator, a restrictions coordinator and a Communications Coordinator. The Board of Directors may elect or appoint such other officers, who need not be Directors, as it shall deem desirable, such officers to have the authority and perform such duties as are prescribed from time to time by the Board of Directors.

Section 2. Election and Term of Office

The officers of the association shall be elected annually by the Board of Directors at

the regular Annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed, with or without cause by a vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the Association would be served, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed and will not act to remove the officer from the Board of Directors. Any officer may also be removed, with or without cause, by a vote of a majority of the members of the Association present at a meeting called for that purpose. Again, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Should an officer leave or be removed, the replacement will serve the remainder of the term of his or her predecessor, at which time the officer may be voted in again by the board for an additional term. Votes for officers' positions will be held by secret ballot.

Section 5. President

The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the secretary, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have approved/authorized to execute except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general the President shall perform all duties incident to the office of president and such duties as may be prescribed by the Board of Directors from time to time. Two Directors who are not related must sign on checks written on behalf of the association not approved in advance in excess of \$1000.

Section 6. Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in event there be more than one vice president, the vice presidents in the order of their seniority) 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 is responsible for polling the board members to confirm attendance to ensure that there will be a quorum at the scheduled monthly meeting. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sums and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall oversee the role of the accountant, who at the direction of the Directors, will have charge and custody of, and be responsible for, all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board and pay and disburse moneys at the direction of the Board. The Treasurer and another Director who is not related must execute any checks not approved in advance written on behalf of the Association in excess of \$1000.

Section 8. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in an online file accessible to all board members and upon reasonable request from members of the Association. Board minutes shall be posted to the online file within 5 days of a meeting being held, and approved minutes from the previous month are to be posted to the online message board for members to access and read; 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, keep a register of the post office address of each homeowner; and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President, the Vice-President or by the Board of Directors.

Section 9. Social Coordinators

The two (2) Social Coordinators shall organize and plan all Association community wide social events, including but not limited to, the annual Easter egg hunt, the swim party, and the visit from Santa Claus.

Section 10. Pool Coordinator

The Pool Coordinator shall be responsible for the Association swimming pool, including the identification to the Board of potential pool management services for maintaining the pool during the swimming season, communicating and cooperating with the pool swim team committee and incorporating pool winterization/spring cleanup maintenance as needed. The Pool Coordinator shall coordinate their activities with the Clubhouse manager and Grounds Coordinator. The Pool Coordinator shall evaluate and present any and all proposed service contracts from proposed service providers/vendors related to the maintenance and operation of the pool, and shall specifically acquire; (a) written evidence that the contractor is in compliance with all licensing and other standard industry practices, and (b) evidence of a current liability insurance policy, surety or bonding for the contractor.

Section 11. Grounds Coordinator

The Grounds Coordinator will work with the clubhouse manager in the upkeep of the clubhouse, the identification of potential vendors or contracted parties to the Board for approved lawn care and landscape services for the mowing of all common grounds and coordinate the activities with the Pool Coordinator. The Grounds Coordinator is responsible for the upkeep of the clubhouse area landscaping, and with maintenance of the tennis court area. The Grounds Coordinator shall evaluate and present any and all proposed service contracts from proposed service providers/vendors related to the maintenance and operation of the common areas within the District, and shall specifically acquire; (a) written evidence that the contractor is in compliance with all licensing and other standard industry practices, and (b) evidence of a current liability insurance policy, surety or bonding for the contractor.

Section 12. Clubhouse Manager

The Clubhouse Manager shall be responsible for maintaining the clubhouse and the sidewalks and parking lots in the clubhouse area. The Clubhouse Manager will be responsible for coordinating clubhouse rentals and the use of the clubhouse, and maintenance and upkeep of the clubhouse building, parking lot and sidewalks. The Clubhouse Manager shall evaluate and present any and all proposed service contracts from proposed service providers/vendors related to the maintenance and operation of the clubhouse, and shall specifically acquire; (a) written evidence that the contractor is in compliance with all licensing and other standard industry practices, and (b) evidence of a current liability insurance policy, surety or bonding for the contractor. The Clubhouse Manager will attend board meetings, provide their input into discussions, and their input will be taken into consideration by the Directors. The Clubhouse Manager shall execute their duties in compliance with, and in accordance to, the direction and oversight of the entire Board of Directors, and shall report to the entire Board of Directors.

Section 13. Restrictions Coordinator

The Restrictions Coordinator shall maintain the integrity of the District by enforcing the covenants of restrictions set forth. This officer shall present to the Board all building application permits for review, investigate and report on all violations, suggest actions to the Board for fine assessments. The Restrictions Coordinator will attend board meetings, provide their input into discussions, and their input will be taken into consideration by the Directors. The Restrictions Coordinator shall execute their duties in compliance with, and in accordance to, the direction and oversight of the entire Board of Directors, and shall report to the entire Board of Directors.

Section 14. Communications Coordinator

The role of the Communications Coordinator is to assist in the dissemination of information from the Oak Tree Farm Board of Directors to the community at large. This position will be required to: Manage all aspects of the OTF website and to ensure it is visually appealing and being used to its fullest potential, is easy to navigate and the content is current and accurate. Organize content created by the Board members into clear, concise, and accurate communications to share with the community through website, social media and email communications. Send out timely

email blasts that consist of information communicated by the Board members. Assist in the maintenance of online calendars and members lists. Ensure new members receive welcome to the online community with links to important documents and dates. Ensure all email accounts and lists associated with the Board are up to date with current directors' information.

ARTICLE VI

Committees

Section 1. Committees

Committees not having and exercising the authority of the Board of Directors in the management of the Association may be created by a resolution adopted by a majority of the Directors at a meeting where a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be designated by a resolution adopted by a majority of the Directors present at a meeting where a quorum is present. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Association shall be served by such removal.

Section 2. Terms of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed.

Section 3. Chairman

One member of each committee shall be appointed chairman by the President.

Section 4. 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 5. 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.

Section 6. Rules

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

Fine Procedures

Under the Oak Tree Farm Declaration of Restrictions section 15 titled "Right to Enforce", the Board of Directors have the right to sue for and obtain an injunction, to prevent the breach of or to enforce compliance with, the declaration of restrictions.

Any and all costs in connection to such legal action shall be paid by any person found to be in violation of the restrictions. The Oak Tree Farm Clubhouse/Homes Association Declaration section 14 titled "To Observe All laws" The Association shall have the right to make reasonable rules and regulations and provide means to enforce such rules and regulations as will enable it to adequately and properly carry out the provisions of the declaration.

Pursuant to the right to enforce the declaration of restrictions the Association has passed a resolution establishing the following procedures for imposing fines for violations of the Declarations, the Articles, the Bylaws any Supplementary Declarations and any rules, restrictions, or regulations adopted by the Association.

I. At the monthly meeting of the Board of Directors, or when a restriction is noted by either a resident or director, the violation and name of the violator will be noted in the monthly written report provided to all directors, and kept as a permanent record of the Board of Directors, and the restrictions coordinator will be assigned to contact the violator and follow up on the removal or correction of the violation. Within one week of the meeting the assigned restrictions coordinator will contact the violator in writing, via certified U.S. Mail and inform him or her of such violation and request removal or cure of such violation within the next two weeks.

II. The board will evaluate the status of such violation at its next regularly scheduled meeting. If the violation is removed then the board will take no further action against the violator. If the violation still exists the Board will send to the violator via certified US Mail a notice of a fine to be paid within the next thirty days to the Association and mailed through the Association's accounting firm, with a copy sent to the Association's lawyer. The amount of said fine will be determined by the Board, but not to exceed \$500.00 per violation per month, until the violation is cured or removed.

ARTICLE VIII CONTRACTOR REVIEW

The Board of Directors shall approve an annual budget in January of the calendar year, which will appropriate funds to the maintenance, upkeep and improvements to the clubhouse, grounds and common areas. Should expenditures for contracted services exceed, or be projected to exceed, the budgeted amount, formal approval of the revised budget must be given by a majority vote of the Directors. For anticipated expenditures exceeding \$2,500.00, at least three (3) qualifying bids should be obtained prior to seeking board approval. For anticipated expenditures exceeding \$30,000.00, additional requirements for approval by the Board of Directors shall include, but not be limited to:

- (i) Written evidence that the contractor has a satisfactory Better Business Bureau rating, and
- (ii) Written evidence of at least three (3) names of prior customers called as references for said contractor, or
- (iii) The provision of a performance bond to ensure completion of the project prior to Board approval.

Article IX Amendments

Section 1. Amendment Procedure.

The Board may amend and/or restate these Bylaws. Notice of any meeting of directors at which an amendment or restatement shall be considered shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment and/or restatement of the Bylaws and such notice shall contain or be accompanied by a copy or summary of the proposed amendment or shall state the general nature of the proposed amendment or include a copy of the proposed amendment or restatement. The amendment or restatement must be approved by a majority of the directors then in office at the time the amendment or restatement is adopted.

Section 2. Effective Date.

These Bylaws shall be effective as of September 15, 2011.

Section 3. Review.

These Bylaws may be reviewed from time to time and at any time by request of the Board or the President of the Board. Upon such a request, the President of the Board shall appoint an ad-hoc committee for such purpose.

Article X Books and Records

The books, records and papers of the Association shall, during reasonable business hours, be subject to inspection by any member. Records are to be maintained as regulated by Chapter 355 of The Revised Statutes of Missouri. Specifically,

355.821. 1. A corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors as authorized by subsection 4 of section 355.406.

2. A corporation shall maintain appropriate accounting records.

3. A corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class showing the number of votes each member is entitled to vote.

4. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

5. A corporation shall keep a copy of the following records at its principal office:

- (1) Its articles or restated articles of incorporation and all amendments to them currently in effect;
 - (2) Its bylaws or restated bylaws and all amendments to them currently in effect;
 - (3) Resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
 - (4) The minutes of all meetings of members and records of all actions approved by the members for the past three years;
 - (5) All written communications to all members or any specific class of members generally within the past three years, including the financial statements furnished for the past three years under section 355.846;
 - (6) A list of the names and business or home addresses of its current directors and officers;
 - (7) Its most recent corporate registration report delivered to the secretary of state under section 355.856; and
 - (8) Appropriate financial statements of all income and expenses. Public benefit corporations shall not be required, under this chapter, to disclose any information with respect to donors, gifts, contributions or the purchase or sale of art objects.
- (L. 1994 H.B. 1095, A.L. 2009 H.B. 481)

The foregoing Bylaws were adopted by the majority vote of the Board of Directors on the 21st day of October 2021.

Sharon Jegen

Sharon Jegen, Secretary
