

**Bylaws  
of  
Stonebrooke Homes Association**

The undersigned, constituting all Directors of Stonebrooke Homes Association, a not for profit corporation ("Corporation), in order to provide for the efficient governance of Corporation, hereby establish the following as the bylaws of Corporation:

**Article 1  
Purpose**

A. Identification of Entity. The Corporation is a not for profit corporation created under Chapter 355 R.S.Mo.

B. Identification of Purpose. The purpose of the Corporation shall be as stated in the Articles of Incorporation for Corporation.

**Article 2  
Offices**

A. Registered Office. The initial registered office of Corporation, as well as its initial registered agent, shall be as stated in the Articles of Incorporation of Corporation.

B. Principal Office. The principal office and place of business for the Corporation shall be 430 NE 69 Highway, Kansas City, Missouri, 64119.

**Article 3  
Membership and Meetings**

A. Membership. The members of Corporation shall be those who own Lots and land within the "Subject Property" as identified in the Articles of Incorporation of the Corporation (including land added thereto by "Annexation" in the method described therein). There shall be one class of membership as stated in the Articles of Incorporation for the Corporation.

B. Meetings. The annual meetings of the members shall be held on the third Tuesday of April, in each calendar year, beginning in 1998. Such meetings shall be held at the Principal Office or at such other place as shall be designated by the Board of Directors. Special meetings of members may be called at any time by the Board of Directors. Written notice of each meeting of Members shall be given by, or at the direction of the Board of Directors, by mailing a copy of the notice, postage prepaid, not less than 15 nor more than 60 days before the meeting, to each member, addressed to the member's address last appearing on the books of the Corporation, or supplied by the member to the Corporation for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, for special meetings, the notice shall also state the purpose of the meeting. A quorum at any such meetings shall be 10% of the total votes which may be cast by all members.

**Article 4**  
**Board of Directors**

A. General. The business, property and affairs of Corporation shall be managed and operated by the Board of Directors except as otherwise provided herein to the contrary. The Board shall have the following additional powers:

1. To adopt and publish rules and regulations governing the operation, use and control of the Subject Property (which, for the purposes hereof, includes all improvements on and appurtenances to the Subject Property); and

2. To suspend voting rights of members during such periods as a member shall be in default in payment of assessments levied by Corporation; and

3. To levy, assess and enforce the payment of all annual and special assessments which may be imposed by them on any lots and land within the Subject Property, all as authorized pursuant to the "Stonebrooke Declarations of Covenants, Conditions and Regulations" (the "Covenants") and any amendments thereto; and

4. To do and perform all acts and things which the Corporation (also sometimes known as the "Association") is authorized and permitted and required to do and perform pursuant to the Covenants.

B. Composition of Board.

1. Number. The number of directors of the Corporation shall be three (3) unless hereafter modified pursuant to these Bylaws.

2. Election. The directors shall be elected at the annual meeting of members and shall thereafter serve until their successors are duly elected and qualified. Election shall be by written ballot after the names of all director candidates have been placed in nomination. At such election, the members may cast, in respect to all vacancies, as many votes as they are entitled to exercise and cast (pursuant to the Articles of Incorporation of Corporation).

C. Annual Meetings of Board.

1. Notice. The annual meeting of the Board shall be held at the Principal Office of the Corporation immediately after the annual meeting of members. No separate notice of such

meeting shall be given to the directors inasmuch as these Bylaws shall constitute sufficient notice of such meeting.

2. Purpose. The purpose of the annual meeting of the Board shall be to elect the officers of the Corporation and to conduct such other business and to take such other votes as the Board then deems appropriate.

D. Special Meetings of Board.

1. How Called. Special meetings of the Board may be called by any director. The person calling the meeting shall be responsible for giving due notice thereof. The special meeting so called shall be held at the then Principal Office of the Corporation.

2. Notice. Notice of such special meeting of the Board shall be given to the directors by one (1) of the following methods:

- a. By personally delivering a written notice of such meeting to the director; or
- b. By mailing (defined as posting by first class United States Mail, postage prepaid), to such director's last known residence, written notice of such meeting not less than seventy-two (72) hours prior to the time of such meeting.

Such written notice must specify the date and hour of meeting but such written notice need not specify the purpose, nature or business to be transacted at such special meeting of the Board. Attendance at such meeting by a director who shall not have received timely written notice shall constitute waiver of notice of such meeting unless attendance is for the sole purpose of objecting to the lack of appropriate notice.

E. Additional Provisions Applicable to the Board and Meetings Thereof.

1. Quorum. Except as otherwise provided herein to the contrary, the quorum at any meeting of the Board shall be two (2), provided however, if a quorum is not present, those actually present may adjourn the meeting, from time to time, without further notice.

2. Majority Rule. The act of a majority of directors present at any meeting of directors (at which a quorum is present, except as otherwise provided herein to the contrary) shall constitute the act of the Board of the Corporation.

3. Vacancies. In the case of the death, resignation or disqualification of one (1) or more directors, the surviving or remaining directors, though less than a quorum, by majority vote may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of members.

4. Compensation. Directors, as such, shall not be entitled to salaries for their services in attending meetings of the Board, provided however, no provision hereof shall preclude the Board from separately employing a director to perform other services for the Corporation.

5. Removal. Directors may be removed as provided by law.

6. Unanimous Consent in Lieu of Meeting. Any action which is required or permitted to be taken at any meeting of the Board may be taken without a meeting so long as all then directors shall execute a unanimous written consent in lieu of meeting, and such unanimous written consent in lieu of meeting shall have the same force and effect as a unanimous vote of the directors at a meeting duly held.

## **Article 5 Officers**

A. Officers Generally. The following officers for the Corporation shall be elected by the Board: President, Vice President, Secretary and Treasurer. The Board may also, at its option, elect such Assistant Secretaries and Assistant Treasurers as it shall deem appropriate or convenient. Any two (2) or more offices may be held by the same person except for President and Secretary.

B. Election and Term of Office. The President, Vice President, Secretary and Treasurer shall be elected at each annual meeting of the Board and shall serve until their successors are elected and duly qualified. Vacancies in any office may be filled, or new offices created and filled, at any meeting (either annual or special) of the Board.

C. Removal From Office. Any officer may be removed from office, at any duly called meeting at which a quorum is present, by a majority vote of the Board.

D. Duties and Powers. The duties and powers of the officers are enumerated as follows:

1. 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, subject to the direction and control of the Board. He shall preside at all meetings of the Board and all meetings of the Members. He shall also perform such duties as may be prescribed by the Board from time to time.

2. Vice President. The Vice President shall perform such duties as may be prescribed by the Board from time to time. Furthermore, if the President shall be unavailable for the performance of the President's duties, the Vice President shall perform the duties of President.

3. Treasurer. The Treasurer shall:

a. Have charge of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any

source whatsoever and deposit all such monies in the name of the Corporation in such financial institutions as shall be designated by the Board; and

b. In general, perform all duties incidental to the office of Treasurer and such other duties as may be prescribed by the Board from time to time.

4. Secretary. The Secretary shall:

a. Keep the minutes of the meetings of the Board in one (1) or more books provided for that purpose; and

b. See that all notices are duly given in accordance with law and these Bylaws; and

c. Be the custodian of the corporate records; and

d. Keep the list of members and their addresses; and

e. In general, perform all duties incidental to the office of Secretary and such other duties as may be prescribed by the Board from time to time.

5. Assistant Treasurers and Assistant Secretaries. Any Assistant Treasurers shall have the powers of the Treasurer and shall perform such other duties as may be prescribed by the Board from time to time. Any Assistant Secretaries shall have the powers of the Secretary and shall perform such other duties as may be prescribed by the Board from time to time.

E. Compensation of Officers. The compensation, if any, of officers shall be fixed by the Board, and no officer shall be prevented from receiving compensation by reason of the fact that he is also a director.

## **Article 6 Miscellaneous**

A. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized in writing by the Board.

B. Corporate Seal. The Corporation shall have no corporate seal.

C. Amendment of Bylaws. These Bylaws may be altered, amended, modified, repealed or replaced in their entirety by a two-thirds (2/3rds) majority vote of the members at any duly called meeting at which a quorum is present. However, notwithstanding any provision of this instrument to the contrary, while Stonebrooke, LLC, is still a member, it reserves the sole and absolute unilateral right, power and authority to alter, modify, revise, amend or change any of the

terms and provisions of this instrument, all as from time to time supplemented or amended, if, but only if the Veterans' Administration, the Federal Housing Administration, any similar governmental agency or bureau, or the State of Missouri, or the City of Gladstone, or the County of Clay, or any of their agencies shall require such action as a condition precedent to approval by such entity of any lots or land within the Subject Property for approved mortgage financing purposes under their various programs. Further notwithstanding any provision of this instrument to the contrary, no modification or amendment of this instrument which in any manner affects any common areas of the Subject Property (including but not limited to any storm water detention facilities) may be made nor become effective without first obtaining the written consent of the City of Gladstone to any such amendment or modification.

D. Inspection of Books. The Board shall determine from time to time whether, and if allowed, when and under what conditions and regulations the accounts, records and books of the Corporation shall be opened to inspection by any persons other than members of the Board. All members of the Board shall be entitled to inspect the accounts, records and books of the Corporation at any time and from time to time.

E. Indemnity of and Insurance for Corporate Representatives.

1. Indemnity. The Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made 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, officer, employee, agent or servant of the Corporation, or is or was serving. Such indemnity shall be as to expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding so long as the indemnified party acted in good faith and in a manner 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.

2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

F. Fiscal Year of Corporation. The Corporation's fiscal year shall end on the last day of December in each calendar year.

G. Checks, Deposits and Funds.

1. Contracts. The Board of Directors may authorize any officer of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of Corporation, and such authority may be general or confined to specific instances.

2. Checks and Drafts. All checks, drafts and other orders for the payment of money, notes or other evidences of debt issued in the name of Corporation shall be signed by any two (2) officers of the Corporation, one of whom must be either the President or Treasurer.

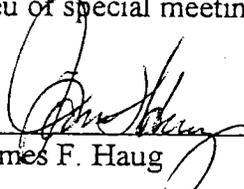
3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

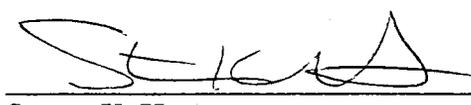
H. Books and Records. The Corporation shall keep correct and accurate records and books of account and shall also keep minutes of the Board of Directors. All of the foregoing may be inspected by any director at any reasonable time.

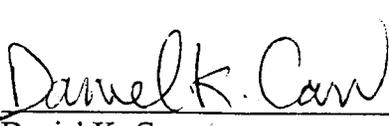
I. Assessments. As more fully provided in the Covenants, each Member is obligated to pay special and annual assessments.

J. Reconciliation of Conflict/Incorporation By Reference. The terms and provisions of the Covenants are incorporated by reference herein as if fully set forth, including any terms and provisions relating to the governance and operation of the Corporation. If there shall be a conflict between these Bylaws and the Covenants, the terms and provisions of the Covenants shall govern and control. The terms and provisions of the Articles of Incorporation of the Corporation are incorporated by reference herein as if fully set forth. If there shall be a conflict between these Bylaws and the Articles of Incorporation, the terms and provisions of the Articles of Incorporation shall govern and control.

Dated and executed this 13 day of March, 1997, at Liberty, Missouri, in lieu of special meeting of Board of Directors, by all directors of the Board.

  
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James F. Haug

  
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Steven K. Havens

  
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Daniel K. Carr

**First Amendment to  
Bylaws  
of  
Stonebrooke Homes Association**

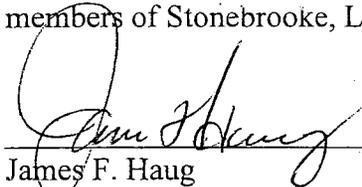
The undersigned, constituting all Directors of Stonebrooke Homes Association, a not for profit corporation ("Corporation), in order to provide for the efficient governance of Corporation, hereby amend the Bylaws of the Corporation as follows:

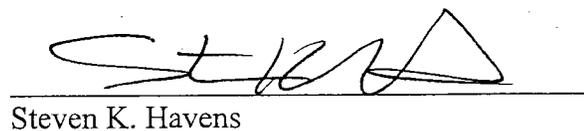
1. Article 3.B. of the Bylaws is amended to read as follows:

B. Meetings. The annual meetings of the members shall be held on the third Monday of April, in each calendar year, beginning in 2001. Such meetings shall be held at the Principal Office or at such other place as shall be designated by the Board of Directors. Special meetings of members may be called at any time by the Board of Directors. Written notice of each meeting of Members shall be given by, or at the direction of the Board of Directors, by mailing a copy of the notice, postage prepaid, not less than 15 nor more than 60 days before the meeting, to each member, addressed to the member's address last appearing on the books of the Corporation, or supplied by the member to the Corporation for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, for special meetings, the notice shall also state the purpose of the meeting. A quorum at any such meetings shall be 10% of the total votes which may be cast by all members.

2. In all other respects, the Bylaws (originally executed at March 13, 1997) are ratified and confirmed.

Dated and executed this 1<sup>st</sup> day of March, 2001, at Liberty, Missouri, in lieu of special meeting of Board of Directors, by all directors of the Board. The undersigned also constitute the sole members of Stonebrooke, LLC, which is a Member of the Corporation.

  
\_\_\_\_\_  
James F. Haug

  
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Steven K. Havens

  
\_\_\_\_\_  
Daniel K. Carr