

AMENDED AND RESTATED BYLAWS  
OF  
**WOODBRIIDGE HOMES ASSOCIATION**

ARTICLE I

Name and Location

The name of the corporation is WOODBRIDGE HOMES ASSOCIATION (hereinafter referred to as "Association"). The principal office of the corporation shall be located at 300 E. Woodbridge Lane, Kansas City, Missouri 64145, but meetings of members and directors may be held at such places within the State of Missouri, County of Jackson, as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to Woodbridge Homes Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Amended and Restated Declaration of Covenants, Conditions and Restrictions and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property, including improvements thereon, owned by the Association for the common use and enjoyment of the members of the Association, including the cul de sacs and the non-public streets.

Section 4. "Lot" shall mean and refer to any numbered lot shown upon a recorded subdivision map of the properties. "Lot" shall also mean and refer to any plot of land occupied by a single townhouse dwelling unit, including garage and patio/deck. "Tract" shall mean and refer to any tract of land designated by letter on a recorded subdivision map, and shall consist, wholly or in part, of Common Area and/or "townhouse "lots."

Section 5. "Member" shall mean and refer to every person or entity who holds a membership in the Association.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including

contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions and Restrictions" applicable to the Properties recorded in the Office of the Recorder of Deeds of Jackson County at Kansas City, Missouri.

Section 8. "Dwelling Unit" shall mean and refer to a building or portion thereof construction for the occupancy of one family. Duplex, townhouse and multiple dwelling structures or buildings shall consist of two or more dwelling units.

### ARTICLE III

#### Membership

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership. Provided, however, that in any case or cases where the ownership of a unit of improved property is in husband and wife, co-owners, or multiple owners, each such unit so owned shall be considered and treated with reference to representation and participation in the management and affairs of the Association, including the matter of voting, as if said unit or units were owned by a single individual owner.

Section 2. Suspension of Membership. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended for a period not to exceed 90 days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

Section 3. Acquisition of Membership. Any person or persons who may hereafter at any time or times acquire and be and become the owner or owners of any unit or units of improved property included or embraced within the lands described in Section 2, Article II, shall, upon acquisition of such ownership, ipso facto, be and become a member of this Association.

Section 4. Termination of Membership. Any member who ceases to own property within the lands described in Section 2 of Article II, whether by conveyance, foreclosure of title, operation of law or otherwise, shall thereupon cease to be a member of the Association, and if such member shall then be an officer or director of the Association, such office or directorship

shall thereupon be deemed vacant and may be filled in the manner hereinafter in these Bylaws provided.

Section 5. Property Rights; Rights of Enjoyment. Each member shall be entitled to the reasonable use and enjoyment of the Common Area and facilities as provided in the Declaration. Any member may delegate his rights of enjoyment of the Common Area and facilities to the members of his or her family, tenants or contract purchasers, who reside on the property. Such member shall notify the secretary in writing of the name of any such delegate. The rights and privileges of such delegate are subject to suspension to the same extent as those of the member.

## ARTICLE IV

### Meetings of Members

Section 1. Annual Meetings. The annual meeting of the members shall be held on the Fourth (4<sup>th</sup>) Tuesday of October of each year at the hour of seven o'clock P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4<sup>th</sup>) of all the votes of the entire membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10<sup>th</sup>) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon the date or event stated therein or upon conveyance by the member of his or her Lot, whichever occurs first.

## ARTICLE V

### Board of Directors; Selection; Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of Nine (9) Directors.

Section 2. Term and Election. Directors shall serve for a term of three (3) years. At the first annual meeting the members elected three directors for a term of three years, three directors for a term of two years and three directors for a term of one year. At each annual meeting thereafter, the members shall elect three directors for a term of three years.

Section 3. Resignation and Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

## ARTICLE VI

### Meetings Of Directors

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the membership.

Section 2. Regular or Special Meetings. Meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Voting by proxy is not permitted.

Section 4. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE VII

### Nomination And Election Of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association who are not members of the Board. The Nominating Committee shall be appointed by the Board of Directors at least 60 days prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled; and shall notify the membership of the Committee's recommendations at least 30 days prior to the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VIII

### Powers And Duties Of The Board Of Directors

Section 1. Powers. The Board of Directors shall have power to:

(a) Elect such officers as it may determine, subject, however, to the provisions of Article IX of these Bylaws.

(b) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) meetings of the Board of Directors.

(e) Employ a manager, independent contractors, or such other employees as they deem necessary and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting, when such statement is requested in writing by one-fourth (1/4<sup>th</sup>) of the members of the Association.

(b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed.

(c) As more fully provided herein and in the Declaration, to:

(i) fix the amount of the annual assessment against each Lot at least forty (40) days in advance of each annual assessment period.

(ii) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period.

(iii) foreclose the lien against any property for which assessments are not paid within sixty (60) days after due date, or to bring an action at law against the owner personally obligated to pay the same, or to take such other collection action as the Board may see fit.

(d) Issue, or to cause an appropriate officer to issue, upon request by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.

(f) Cause all officers, employees, managers or contractors having fiscal responsibilities to be bonded as the Board may deem appropriate.

(g) Cause the Common Area to be maintained.

(h) Cause the exterior of the dwellings and adjoining grounds to be maintained upon each Lot subject to maintenance assessments in accordance with the Declaration.

(i) Perform all such duties as may be consistent with the Bylaws and the Declaration and which are not otherwise reserved to the membership.

## ARTICLE IX

### Officers And Their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be a president, a vice president, a secretary and a treasurer, all of whom shall be members of the Board of Directors, and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual meeting of the board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. Officers shall be eligible to succeed themselves.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine. Such special appointees may, but are not required to be members of the Board of Directors.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by the Board at any meeting thereof. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President – The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, deeds, contracts and other written instruments.

(b) Vice President – The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

(c) Secretary. – The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of the meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. – The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse funds as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare an annual budget and a statement of the income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

(e) Manager. – By action of the Board, a manager or management company may be hired, by written contract, to discharge such duties of the Secretary and the Treasurer as the Board may deem fit, and such other duties as the contract may specify.

## ARTICLE X

### Committees

Section 1. The President, with the approval of the Board of Directors, shall appoint an Architectural Control Committee as provided in the Declaration, and a Nominating Committee as provided in these Bylaws. In addition, the President, with the approval of the Board of Directors, shall appoint such committees as deemed appropriate in carrying out the duties, purposes and needs of the Association and its members from time to time.

Section 2. It shall be the duty of each committee to receive complaints from members on matters involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented. Each committee appointed shall include at least one Director, and each Director must serve on at least one committee. The committee chairman need not be a Director.

## ARTICLE XI

### Indemnification

Each director or officer, or former director or officer, of the Association and his or her legal representatives, shall be indemnified by the Association against liabilities, expenses, attorney's fees and costs reasonably incurred by such person or his or her estate in connection with or arising out of any action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, in which he or she is made a party by reason of being, or having

been, such director or officer; and any person who, at the request of the Association, served as director or officer of another association shall in like manner be indemnified by the Association; provided, however, that in neither case shall the Association indemnify such director or officer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any action, suit, proceeding or claim asserted against such director or officer (including expenses, attorney's fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the membership at a duly called special meeting or at a regular meeting.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters the Board of Directors or the committee appointed by the membership, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such committee. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

## ARTICLE XII

### Books And Records

The books, records and papers of the Association shall at all times, during reasonable business hours, and with reasonable notice, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XIII

### Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: WOODBRIDGE HOMES ASSOCIATION.

## ARTICLE XIV

### Amendments

Section 1. These Bylaws may be amended at a regular or special meeting of the members, at which prior notice of the proposed amendment has been given, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

## ARTICLE XV

### Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year.

Amended & Restated Bylaws adopted: June 27, 2000.