

VERONA HILLS HOMES ASSOCIATION BYLAWS

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VERONA HILLS HOMES ASSOCIATION BYLAWS

Article I Definitions

Section 1: The word "Association" as used herein shall mean the Verona Hills Association, a nonprofit corporation organized and existing under the laws of the State of Missouri.

Section 2: The word "Property" as used herein shall mean any lot of tract of ground in Verona Hills, a subdivision in Kansas City, Jackson County, Missouri, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Article II Membership

Section 1: Any person who shall be the record owner of Property shall be a member of the Association.

Section 2: If legal title to Property is held by a corporation, then the Board of Directors of said corporation, by appropriate resolution, shall designate some person on behalf of said corporation to be a member of the Association and such designated member shall have the same rights and privileges, as any-other member.

Section 3: If legal title to Property is held by a minor, then the legal guardian of such minor may designate in writing himself or some other person as a member and such member shall have the same right and privileges as any other member.

Section 4: If legal title to Property is held by married persons, either may designate in writing the other who shall become a member with the same rights and privileges as any other member.

Section 5: Whenever Property is owned in joint tenancy or by tenants in common, membership applicable in such property shall be joint and the rights of such membership, including the voting power, shall be exercised only by the joint action of all owners of such property, provided, that such joint owners or tenants in common may designate in writing one of their number to serve as a member and when so designated such member shall have the same rights and privileges as any other member. Where Property is owned by husband and wife, as joint tenants or as tenants in common, either, but not both, may vote the membership.

Section 6: All rights applicable to membership are subject to the, payment of annual and special assessments levied by the Association, obligation for payment of which is imposed against each owner of and becomes a lien upon the Property against which such assessments are made under agreement dated August 20, 1962, and recorded in Book 7012 at Page 1 in the office of the Recorder of Deeds of Jackson County, Missouri.

Section 7: The membership rights of any person whose interest in the Property is subject to assessment under Article II, Section 6, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Board of Directors during the period when any assessment remains unpaid, but upon payment in full of such assessments, his rights and privileges shall be restored.

Section 8: Memberships in the Association shall be nontransferable except on transfer of legal title to Property and then only when such transfer is made on the books of the Association with the consent of the Board of Directors by resolution.

Section 9: The Association or its Board of Directors shall be the judge of its membership and acts on proceedings of the Association made or done in the manner herein prescribed shall be conclusive as to all parties.

Section 10: Any member listed on the records of the Association shall be entitled to vote at meetings of the Association unless such membership has been suspended as provided in Article II, Section 7, or has been by resolution of the Board of Directors previously declared forfeited and void because of the transfer of the legal title to Property.

Article III Voting Rights

Section 1: At all scheduled meetings of the Association each member may vote in person or by proxy and in all proceedings shall have one vote.

Section 2: All proxies shall be in writing and filed with the Secretary prior to any meeting. No proxy shall extend beyond a period of eleven (11) months from the date given. A proxy shall cease automatically upon sale of the Property. The Secretary may not recognize more than twenty (20) proxies from one person and no candidate for office in the Association may cast a proxy ballot for any other member.

Article IV Board of Directors

Section 1: The management and corporate power of the Association shall be vested in a Board of nine (9) Directors who shall be members of the Association.

Section 2: Directors shall be elected at the annual meeting of the Association for a term of three (3) years or until their successors are elected and qualified. Vacancies on the Board of Directors caused by resignation, death, or removal shall be filled by appointment by vote of a majority of the remaining Directors when assembled as a board. Such appointee shall hold office until the expiration of the term of the Director being replaced.

Article V
Election of Directors Nominating Committee

Section 1: Nominations for election to the Board of Directors shall be made by a Nominating Committee appointed by the President of the Association prior to the annual meeting and shall consist of any two (2) members of the Board of Directors of the Association and two (2) members of the Association other than Directors, with the President serving as chairman and ex officio member of the committee.

Section 2: From a slate of candidates for the office of Director of the Association presented by the Nominating Committee to the membership at the annual meeting, members or their proxies may cast as many votes for each vacant office as they are entitled to Cast as provided in Article III. The person receiving the largest number of votes shall be elected to the office of Directors of the Association.

Article VI
Powers and Duties of Directors

Section 1: The Directors shall conduct, manage and control the affairs and business of the corporation and shall make all necessary rules and regulations, not inconsistent with the laws of the State of Missouri or those for guidance of officers and management of the affairs of the corporation.

Section 2: The Board of Directors shall have power:

- (a) to call meetings of the members as provided in Article XI.
- (b) to appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security and fidelity bond as it may deem expedient.
- (c) to establish, levy, assess, and collect assessments, late charges and interest as provided for in Article II, Section 6.
- (d) to exercise on behalf of the Association all powers, duties, and authority vested in the Directors.
- (e) in the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director vacant.

Section 3: It shall be the duty of the Board of Directors:

- (a) to cause to be kept a complete record of all its acts and corporate affairs and to present a complete statement of the assets and liabilities of the corporation and its general affairs at the annual meeting.
- (b) With respect to Covenants applicable to the Properties:
 - 1. to recommend to members, at least twenty (20) days prior to the annual meeting, the amount of the annual assessment against each property.
 - 2. to prepare a roster of the Properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member at all reasonable times.
 - 3. to send written notices of assessment to members with respect to Property.

Article VII Directors' Meetings

Section 1: A regular meeting of the Board of Directors shall be held quarterly at such time and place as the Board of Directors shall designate. The Secretary shall send written notice of such regular meetings at least seven (7) days prior to the date so designated.

Section 2: Special meetings of the Board of Directors may be held when called by any two (2) Directors after notice to each Director.

Section 3: A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Article VIII Officers

Section 1: The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors.

Section 2: The officers shall be chosen by majority vote of the Directors.

Section 3: All officers shall hold office at the pleasure of the Board of Directors.

Section 4: The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and shall sign all written instruments binding on the Association.

Section 5: The Vice-President shall perform all the duties of the President in the absence of the President.

Section 6: The Secretary shall record the minutes of meetings of the Board of Directors and of the Association and keep a permanent record thereof. He shall keep a record of the names and addresses of all members of the Association and shall be responsible for the sending of all notices. The Secretary shall be custodian of the corporate seal and all corporate records.

Section 7: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer and the President shall sign all checks and notes binding on the Association.

Section 8: The Treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by an accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

Section 9: The Board of Directors may by resolution become a part of the Homes Association of Country Club District and appoint as its manager (who need not be a member of the Association) Executive Secretary of the Association, assigning him any duties performed by the Secretary or Treasurer. If an audit is made of the books and accounts of the Homes Association of the Country Club District, an audit of the Association books may be waived by the Board of Directors provided the duties of the Treasurer are assumed by the said Executive Secretary. The duties of the Treasurer then become that of auditor and checks of the Association may be signed by any two of the following: the President, the Executive Secretary, the Treasurer.

Section 10: Officers and Directors shall receive no compensation for their services.

Article IX Committees

Section 1: The President may designate one or more committees, including without limitation an Executive Committee, a Nominating Committee, an Architectural Committee, Park and Maintenance Committee, Zoning and Restriction Committee, Security and Safety Committee, Election Committee, Public Relations Committee, and a Social and Welcoming Committee. Each committee shall consist of one or more Directors and may include Association members. The President shall be ex officio a member of each committee. Such committees shall exercise such powers as may be delegated to them by resolution of the Board of Directors. Such committees shall keep regular minutes of their proceedings and shall report the name to the regular meetings of the Board of Directors or at other times as may be required by the Board of Directors.

Article X
Fiscal Year

Section 1: The fiscal year of the Association shall end on May 31.

Article XI
Meetings of Members

Section 1: The annual meeting of the members of the Association shall be held in Kansas City, Missouri, on the third Wednesday of June, or any other date specified by the Board of Directors, following the end of the fiscal year.

Section 2: Special meetings of the members for any purpose may be called at any time by the President, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 3: Notice of any meeting shall be given by the Secretary to the members by sending a copy of the notice through the mail, at the address of the member appearing on the books of the Association. Notice of any meeting, regular or special, shall be mailed at least ten (10) days prior to the meeting and shall set forth the nature of the business to be transacted.

Section 4: The presence at the meeting of ten percent (10) of the membership, in person or by proxy, shall constitute a quorum for the transaction of business. For the purpose of ascertaining the total membership the count shall be as of the close of the fiscal year last ended and shall be to the nearest full number. If for want of a quorum the annual meeting of members shall not be held on the date designated or should the members fail to complete an election of Directors or pass on other business under consideration, those present may adjourn the meeting from day to day until the business can be accomplished.

Article XII
Examination of
Books and Records

Section 1: The books and records of the Association may be inspected by any member of the Association at reasonable times during regular business hours.

Article XIII
Indemnification of Officers and Directors

Section 1: Each Director and Officer of the Association and each former Director and former Officer of the Association shall be held harmless and indemnified by the Association against all

cost and expense including legal fees actually and necessarily incurred by the Director or Officer or imposed in connection with the defense of, and against all liabilities arising out of, any action, suit, or proceeding in which he or she is made a party by reason of being or having been a Director or Officer of the Association, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding, without such judgment being reversed, to have been liable for misconduct in performance of his or her duties. In the event of the settlement of any such action, suit, or proceeding prior to final judgment, the Association shall also make reimbursement or payment of the cost, expense, and amount paid or to be paid in settling any such action, suit or proceeding, when such settlement appears, to a majority of the Directors who are not involved, to be in the interest of the Association. Such indemnification shall be deemed exclusive of any rights to which those indemnified hereby may be entitled under any agreement or otherwise.

Article XIV Unpaid Assessments

Section 1: Costs and Attorneys' Fees. In any proceeding arising out of any alleged default by an Owner, the Association shall be entitled to recover late charges, interest and costs of collection including attorneys' fees.

A suit to recover a money judgment for unpaid assessments may be maintained without foreclosing or waiving the lien securing the same, and a foreclosure may be maintained notwithstanding the pendency of any suit to recover a money judgment.

Article XV Amendments to Bylaws

Section 1: These Bylaws may be amended or repealed and new Bylaws may be adopted, at any meeting of the members, by a vote of two-thirds (2/3) of the membership of the Association present in person or by proxy at such meeting, or by the Board of Directors when so authorized at any meeting of the members, or by the individual written consent of a majority of the membership of the Association.

Section 2: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between recorded Covenants and Restrictions applicable to the Properties and these Bylaws, the recorded Covenants and Restrictions shall control.

Adopted this 29th day of October, 2014, at the annual meeting of Verona Hills Homes Association. All prior Bylaws are hereby rescinded.

Ed McHale President

Vice-President

Joseph M. Pucella Secretary
Steve O'Shea Treasurer