

HERITAGE OF HAWK RIDGE COMMUNITY ASSOCIATION

a Missouri Nonprofit Corporation

**AMENDED AND RESTATED
BYLAWS**

Adopted: December 30, 2020

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AMENDED AND RESTATED BYLAWS
of the
HERITAGE OF HAWK RIDGE COMMUNITY ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is **HERITAGE OF HAWK RIDGE COMMUNITY ASSOCIATION** (hereinafter the “Association”). The principal office of the Association shall be located at 225 Pigeon Drive, Lake Saint Louis, Missouri 63367. The location of the principal office of the Association may be changed by the Board of Directors. Meetings of Members and Directors may be held in such places within St. Charles County, Missouri, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Except as otherwise provided or defined herein, all terms used herein which are defined in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for the Heritage of Hawk Ridge Community Association dated December 30, 2020, and recorded in the Office of the Recorder of Deeds for St. Charles County, Missouri in Book _____ page _____ (the “Declaration”), shall have the meaning assigned to such term in the Declaration.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as provided for in Article III of the Declaration.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within six (6) months after Class B Lots cease to exist, at the time and place specified by the Board of Directors in the notice to Members of the meeting. Members will be notified of time and place of each subsequent regular annual meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or a majority of the members of the Board of Directors. Special meetings of the Members shall be called upon written request of the Members entitled to at least ten percent (10%) of the votes of the entire membership.

Section 3. Place of Meetings. Meetings of the Members shall be held at such place within St. Charles County, Missouri, as may be determined by the Board of Directors.

Section 4. Notice of Meetings. Except as otherwise provided in the Declaration or these Bylaws, 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, to each Member entitled to vote at such meeting, by hand delivery, email (to the email address provided by the Member) or by mailing a copy of such notice, postage prepaid, 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. Notice shall be sent by first class mail, email or hand delivered not less than 10 days nor more than 60 days before the date of the meeting. Such notice shall specify the place, day and hour of the meeting, and, in case of a special meeting, the exact purpose of the meeting, including the text of any proposals to be voted on at such special meeting. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum. Except as otherwise provided in the Declaration (including, specifically, Section 6 of Article V thereof) or these Bylaws, the presence at a meeting of Members or their proxies entitled to cast one-third (1/3) of the votes of the entire membership shall constitute a quorum for any action. If a quorum is not present or represented at any meeting, another meeting may be called subject to the same notice requirements, and if called for a date not later than sixty (60) days after the date of the first meeting, the required quorum at the subsequent meeting shall be one-tenth (1/10) of the votes of the entire membership.

Section 6. 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 conveyance by the Member of his Lot.

Section 7. Informal Action by Members. Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members which constitute a quorum (1/3 of the Members) and filed with the Secretary of the Association to be kept in the minute book of the Association.

Section 8. Ratification of the Budget by the Members. The Board of Directors shall adopt a proposed budget for the Association at least annually. Within 30 days after adoption of the proposed budget, the Board of Directors shall post a copy of the proposed budget on the HHRCA website (hhrlifestyle.org) and shall give written notice to the Members of a meeting of the Members to consider ratification of the budget, such meeting to be held not sooner than 10 days nor more than 60 days after the mailing of such notice. Such meeting may, but need not be, combined with the annual meeting of the Members. There shall be no requirement that a quorum be present in order to vote on ratification of the budget (although a quorum must be present to vote on other matters). The budget shall be deemed ratified unless at that meeting Members having a majority of the votes of the entire membership vote to reject the budget. If the proposed

budget is rejected, the budget last ratified by the Members shall be continued until such time as the Members ratify a subsequent budget proposed by the Board.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by a Board of Directors.

Section 2. Number, Term and Qualification. The number of Directors of the Association shall be five (5). Pursuant to the First Amendment to Bylaws at the Heritage of Hawk Ridge Community Association dated April 27, 2020, the then Declarant stated the 5 current advisors shall become Directors and serve out their respective terms to provide the staggered terms as required below. Accordingly, the 5 current advisors serving as Directors shall serve as follows: John Shaal shall serve for a term expiring December 31, 2020, Linda Bird shall serve for a term expiring December 31, 2021, Jeff Ford shall serve for a term expiring December 31, 2021, Fred McGavran shall serve for a term expiring December 31, 2022, and Larian Johnson shall serve for a term expiring December 31, 2022.

Annually, the Members shall elect the number of Directors needed to fill the vacancy or vacancies created by the Director or Directors whose term(s) is (are) expiring, to serve for a term of three years (except in the case of the filling of a vacancy, in which case the Director elected to fill the vacancy shall be elected for the unexpired term of the Director whose vacancy is being filled).

The term of office of the Directors shall be staggered so that, except for an election to fill a vacancy or to fill a newly-created Directorship, the terms of not less than one (1) nor more than three (3) Directors shall expire at each annual meeting. Each Director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualified. A Director must be a member of the Association.

Section 3. Nomination. Nominations for election to the Board of Directors can be made by any Member or a Member may self-nominate. Nominations can be made by submitting a nomination form obtained from the office. Each October the Board of Directors will notify members of the schedule for the annual election process.

Section 4. Election. Except as provided in Section 6 of this Article, the Directors shall be elected by written ballot. In such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled under the provisions Article III, Section 2 of the Declaration. Ballots will be accepted in person, by mail, email or electronically and the person(s) receiving the highest number of votes shall be elected. Neither cumulative voting nor fractional voting is permitted and an elected Member is limited to two (2) consecutive terms. The

Member's votes will be counted and verified by at least one Director, two (2) volunteer Members and the Community Manager. The election results will be announced at the annual meeting usually held in early December.

Section 5. Removal. Any Director may be removed from the Board, for cause, by a majority vote of the Members present and entitled to vote at any meeting of the Members at which a quorum exists.

Section 6. Vacancies. A vacancy occurring in the Board of Directors may be filled by the selection by the remaining Directors of a successor, who shall serve for the unexpired term of his predecessor.

Section 7. Compensation. No Director shall receive compensation for any service he may render to the Association in the capacity of Director. However, any Director may be reimbursed for his actual expenses that are preapproved by the Board of Directors and incurred in the performance of his duties.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually, without notice, and at such place and hour as may be fixed from time to time by resolution of the Board. Should the date of such meeting fall on a legal holiday, then that meeting shall be held at an agreed upon day which is not a legal holiday.

Section 2. Special Meetings. Special 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.

Section 4. Informal Action by Directors. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if written consent to the action so taken is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 5. Chairman. A Chairman of the Board of Directors shall be elected by the Directors and shall preside over all Board meetings until the President of the Association is elected. Thereafter, the President shall serve as Chairman. In the event there is a vacancy in the office of the President, a Chairman shall be elected by the Board of Directors to serve until a new President is elected.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members and their guests thereon and establishing penalties for infractions thereof, and adopt and publish rules and regulations interpreting and/or supplementing the restrictions and covenants applicable to the Property, and take any and all actions deemed by the Board to be necessary or appropriate to enforce such rules and regulations;

(b) suspend a Member's voting rights during any period in which he shall be in default in the payment of any assessment levied by the Association pursuant to Article V of the Declaration. Such rights may also be suspended after such notice and hearing as the Board, in its sole discretion, shall establish, for a period not to exceed 60 days, for infraction of the published rules and regulations of the Association;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association by these Bylaws, the Declaration and Rules and Regulations and not reserved to the Members by other provisions of same;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from all meetings for three (3) consecutive months of the Board of Directors without good cause;

(e) employ a management company to manage the day-to-day operation of the Association and such other employees or independent contractors as it deems necessary and prescribe their duties. In the event that a contract is entered into with a management company, such contract must be terminable by the Board of Directors without cause or penalty on not more than ninety (90) days' notice and any future management contract made shall be for a period not to exceed three years;

(f) employ attorneys, accountants and other persons or firms to represent the Association when deemed necessary;

(g) grant easements for the installation and maintenance of sewage, utility or drainage facilities upon, over, under and across the property owned by the Association without the assent of the Members when such easements are necessary for the convenient use and enjoyment of the Property; and

(h) appoint and remove with cause any Officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem appropriate.

The Board of Directors may, in its discretion, delegate any of its powers to a subcommittee of the Board, an Officer of the Association, or a manager, agent or attorney employed by the Association, provided, however, that such delegation shall not relieve the Board of its obligation to ensure that the duties set forth in this Article VII are faithfully carried out or that the powers so delegated are appropriately exercised by such delegate.

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 at least five (5) working days before such meeting by Members entitled to at least one-fourth (1/4) of the votes appurtenant to Members;

(b) supervise all Officers, agents and employees of the Association and see that their duties are properly performed;

(c) as provided in Section 8 of Article IV of these Bylaws and in Section 3B of Article V of the Declaration, adopt annual budgets and obtain Member ratification thereof, and establish and enforce procedures for collection of assessments and for filing and enforcement of liens for unpaid dues as provided in the Articles;

(d) issue, or cause an appropriate Officer of the Association to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be established by the Board of Directors for the issuance of such certificate. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of payment;

(e) procure and maintain: (i) adequate liability insurance covering the Association; (ii) Officers' and Directors' errors and omissions insurance; and (iii) full replacement value hazard insurance on the real and personal property owned by the Association;

(f) cause the current developed Common Areas and all facilities erected thereon and any portions of any Lot or Unit for which the Association has maintenance responsibility to be maintained.

(g) establish and maintain an adequate reserve fund for the periodic maintenance, repair and replacement of the improvements constructed on the Common Area;

(h) provide such notices to and obtain such consents from the owners and holders of first deeds of trust on Lots within the Property as is required by the Declaration or these Bylaws;

- (i) pay all ad valorem taxes and public assessments levied against the real and personal property owned in fee by the Association; and
- (j) hold annual and special meetings and elections for the Board of Directors.

Section 3. Enforcement. In addition to such other rights as are specifically granted in the Articles of Incorporation, the Declaration or these Bylaws, the Board of Directors shall have the power, pursuant to the procedures set forth in this Section, to impose sanctions for violations by an Owner, a member of his family, or any occupant, tenant, employee, guest or invitee of the Owner, of the Declaration, these Bylaws, Rules and Regulations adopted by the Association or the Restrictive Covenants applicable to the Property (hereinafter individually and collectively referred to as the “Rules”), which sanctions may include, but are not limited to, reasonable monetary fines plus reasonable attorney's fees, and which fines shall constitute a lien upon the Lot of the Owner, and suspension of the right to vote and the right to use any recreational amenities within the Common Area. In addition, the Board may suspend any services provided by the Association to an Owner or the Owner’s Lot if the Owner is delinquent in paying any assessment or other charges owed to the Association. The failure of the Board to enforce any of the Rules shall not be deemed a waiver of the right to do so thereafter.

(a) Additional Enforcement Rights. Notwithstanding anything to the contrary in this Article, the Board may elect to enforce any provision of the Rules, without the necessity of compliance with the notice and hearing procedures set forth herein, by self-help methods (specifically including, but not limited to, the towing of Owner and tenant vehicles parked in violation of parking rules) or by action at law or in equity to enjoin any violation or to recover monetary damages or both. In any such action, to the maximum extent permissible, the Association shall be entitled to recover all costs of such action, including reasonable attorney’s fees incurred. Any entry onto any Lot for purposes of exercising this power of self-help shall not be deemed as trespass.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of the Association shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer, and such Vice President(s) and other Officers as the Board may from time to time by resolution appoint.

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

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

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.

Section 5. Resignation and Removal. Any Officer may be removed from office, for 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. The person appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7. Multiple Offices. 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. Notwithstanding the foregoing, the offices of Secretary and Treasurer may be held by the same person.

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 and of the Members; see that orders and resolutions of the Board are carried out. The President shall sign all leases, promissory notes, mortgages, deeds, contracts and other written instruments as required; and, in the absence of the Treasurer, sign all checks, if that task is not contracted with a management company.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him 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; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association and their addresses; and perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall: receive and deposit in appropriate bank accounts all funds of the Association and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; issue, or cause to be issued, all requested certificates setting forth whether the assessments applicable to a specific Lot have been paid, if these duties are not contracted with a management company. Supervise any financial audits the Board of Directors deem necessary. Assist in preparation of an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting. In

the event the President is unable or unwilling to sign any documents requested of him by the Board, the Treasurer shall have authority to sign such documents required of him by the Board.

ARTICLE IX COMMITTEES

The Board of Directors may appoint an Architectural Review Committee and such other committees as it deems necessary to carry out the affairs of the Association.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any Member or his agent, subject to the Records Inspection, Copying and Retention Policy adopted by the Board, as amended from time to time. The Declaration, the Articles of Incorporation, Rules and Regulations 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 and are also viewable on the HHRCA website.

ARTICLE XI MISCELLANEOUS

Section 1. Amendments. These Bylaws may be amended from time to time by the affirmative vote, in person or by proxy, of at least fifty-one percent (51%) of the Members voting at the meeting called to consider such amendment.

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

Section 3. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

Section 4. Gender. Any use of the masculine gender in these Bylaws shall be construed to include the feminine gender. Any use of the singular shall be construed, as appropriate, to include the plural, and vice versa.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of the Heritage of Hawk Ridge Community Association by the Board of Directors of said Association at its meeting held on Dec. 30, 2020.

Secretary

A handwritten signature in black ink, appearing to be "J. M. [unclear]", written over a horizontal line.