

9/16/08

Dear THE Homeowner:

Enclosed please find a DRAFT copy of the By-Laws of Timber Hill Estates Home Owner's Association and a list of proposed amendments to the Timber Hill Estates Covenants.

Please review the By-Laws and Amendments to the Covenants. There will be a short General Meeting for THE residents *who are current on all outstanding dues* at 4:30 pm on Saturday, September 27, 2008. This meeting will be held immediately before the neighborhood picnic. During the meeting, all THE residents who are current on dues (i.e. residents who have paid all applicable dues assessments **IN FULL**), will be asked to vote on the approval of the proposed By-Laws and Amendments to the Covenants.

Note that residents with outstanding dues will not be allowed to vote. This notice has been distributed to only those residents who have paid all dues as of the date of the notice.

We hope **you** can attend the General Meeting and the Picnic. Should you have any questions, **please** contact Bob Ray, THE President, at 942-8693.

See you on the 27th!

THE Board

**TIMBER HILL ESTATES
AMENDMENTS TO THE DECLARATION OF COVENANTS
8/25/08**

Vacant Lots / Abandoned Homes:

Should a Timber Hill Estates home and/or lot become vacant and left unkept by the owner of the home and/or lot, the Homeowner's Association will maintain the property, including mowing and other exterior maintenance as deemed necessary by the THE Board. Expenses incurred by the HOA to maintain such property will be paid by THE HOA and billed to the property owner.

Architectural Committee:

An Architectural Committee will be formed to approve any structural or cosmetic changes / additions to the existing homes and to any new construction in the neighborhood with the following restrictions:

1. No vinyl siding
2. No solar panels visible from the front yard or the curb
3. No windmills
4. No planting of trees in the parkways
5. Damage to sidewalks is the responsibility of the homeowners for repair
6. Fences will measure no more than 6 feet across the back, 5 feet on each side, 4 feet across the front (that is visible from the street). Side fences will not extend past back corner of the garage

Pets:

All homeowners who are also pet owners will clean up after their pets if the pets are allowed to relieve themselves in any part of the neighborhood, including the owner's and other homeowner's yards.

**BY-LAWS OF TIMBER HILL ESTATES HOMEOWNERS
ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

The name of the organization is TIMBER HILL ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the organization shall be located at 316 E. 125th Place, Kansas City, MO 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 Timber Hill Estates Homeowners Association, Inc., its successors and assigns.

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

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owners, 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 6. "Declarant" shall mean and refer to the Timber Hill Estates, Inc., a Missouri organization, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restriction for Timber Hill Estates Subdivision applicable to the Properties recorded in the Office of the Register of Deeds for Jackson County, Missouri.

Section 8. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 9. "Voting Eligible Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration and who have paid all applicable Homeowner's Association dues for each year in which they are a member of the Association, up to and including the current calendar year.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of formation of the Association, and each subsequent regular annual meeting of the members shall be held on a date and time to be determined each year by the Board in December of each year. 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 any member(s) who have paid their Home Owner's Association dues in full for the calendar year in which the meeting is requested.

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 delivering or emailing a copy of such notice at least 15 days but not more than 60 days before such meeting to each member entitled to vote thereat, addressed to the members' 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 who have paid their dues in full for the calendar year during which the meeting is held (**herein referred to as "voting eligible members"**) and are therefore entitled to cast one-third (1/3) of the combined votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these by-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) directors, who shall be members of the Association and residents of Timber Hill Estates. The members shall determine the number of directors to be elected at the annual meeting.

Section 2. Term of Office. At the first annual meeting the voting eligible members shall elect the President for a term of two years, the Vice President for a term of one year, the Secretary/Treasurer for a term of two years, one Board Member for a term of one year, and one Board Member for a term of two years; and at each annual meeting thereafter the members shall elect directors to fill the vacancy of directors whose terms are then expiring.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority of the votes of the voting eligible members. 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 predecessor.

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

Section 5. 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 consistent with applicable law. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election of the Board of Directors shall be made by written request from any voting eligible member. Nominations may also be made from

the floor at the annual meeting. In October of each year, the residing Board of Directors will make a written request for nominations from the membership. Such nominations may be made only from among **Voting Eligible** members who are residents of Timber Hill Estates.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members 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 VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as requested by the Board President, and/or as required without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next 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.

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 facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights

may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(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 By-Laws, 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) consecutive regular meetings of the Board of Directors without an "excused absence" as given by the President of the Board; and

(e) employ a manager, or independent contractor, 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 members who are entitled to vote (voting eligible members);

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

(c) as more fully provided in the Declaration, to:

1. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3. may foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer to issue, upon demand 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 any certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) maintain and/or issue an accounting of all expenses paid by the Homeowner's Association upon written request from any voting eligible member;

- (f) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (h) cause the Common Area to be maintained;
- (i) cause the exterior of the dwellings to be maintained; and
- (j) manage the affairs of the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, vice-president and secretary, who shall at time be members of the Board of Directors, and a treasurer, 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 as noted in Article V.

Section 3. Term. The officers of this Association shall be elected annually by the Voting Eligible Members and each shall hold office for a term as described in Article IV, Section 2; unless he shall sooner resign, or shall be removed, or 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 with or without cause by the Board. Any officer may resign at any time 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 appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he 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:

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, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

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.

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 together with their addresses, and shall perform such other duties as required by the Board or the office of the secretary.

Treasurer - 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; shall sign all promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year, and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose. The Architectural Committee shall consist of one acting Board Member or Officer and 2 members from among the Voting Eligible Members of the Association.

ARTICLE X

BOOKS AND RECORDS

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

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 10 percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of this Lot.

ARTICLE XII

NO CORPORATE SEAL

The Association shall not have a corporate seal.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members after prior notice to all members of the proposed amendment, by a two-thirds (1/3) majority of the votes cast by members present in person or by proxy.

Section 2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

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, except that the first fiscal year shall begin on the date of incorporation.

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