

**BY-LAWS OF THE  
ROMANELLI WEST HOMES ASSOCIATION**

**ARTICLE I – DEFINITIONS**

**Section 1.** The following terms shall have the meaning defined herein:

- a) The Romanelli West Homes Association is a benevolent corporation duly organized under the laws of the State of Missouri and is hereinafter the “Corporation.”
- b) A person or legal entity is hereinafter a “Member” subject to the qualifications set forth in Article II, Membership herein.
- c) “Members” means the plural of “Member” and “Membership” means the aggregate of the “Members.”
- d) Homes Association Declaration means that certain Homes Association Declaration dated June 24, 1946 recorded under in Book B-4010 at Page 124 in the office of the Recorder of Deeds of Jackson County, Missouri and is hereinafter the “Declaration.”
- e) The Board of Directors is the governing body of the Corporation as set forth in the Declaration and is hereinafter the “Board.” Persons elected to the Board of Directors are hereinafter “Directors” or “Members of the Board.”
- f) “Officers” shall have the meaning set forth in Article V, Officers.
- g) Members who are not in arrears with any monies due and owing to the Corporation are deemed hereinafter to be in “good standing.”
- h) “Lot” shall have the meaning as set forth in of Article II, Membership.

**Section 2.** Any term not defined above shall have the meaning ascribed to it by the relevant section and article herein.

**ARTICLE II - MEMBERSHIP**

**Section 1.** Any person who shall be the owner of the legal title to any lot or tract of ground within the following boundaries, to-wit: bounded on the north by 64th Terrace, on the east by Ward Parkway, on the south by the North side of 71st Street (Gregory Blvd.) and on the west by State Line Road in Kansas City, Missouri, or as may hereafter be amended (hereinafter a “Lot”), shall be entitled to Membership in this Corporation subject to the consent of the Board of Directors.

**Section 2.** In case legal title is held by a corporation, then the Board of Directors of that corporation or its President, or Vice President may designate in writing a person to be a Member of this Corporation and such Member shall have the same rights and privileges as any other Member, subject to the approval of the Board of Directors as set forth in herein.

**Section 3.** In case legal title is held by a minor, then the legal guardian may designate some other person to become a Member and such guardian or person shall have the same rights and privileges as any other Member, subject to the approval of the Board of Directors as set forth herein.

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**Section 4.:** In case legal title is held by a Trust, then the Trustee(s) of said Trust may designate in writing a person to be a Member of this Corporation and such Member shall have the same rights and privileges as any other Member, subject to the approval of the Board of Directors as set forth herein.

**Section 5.** Whenever such Lots or tracts of land are owned in joint tenancy or tenancy in common, the Membership as to such Lots 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 Lots or tracts respectively; provided, however, that such owners or tenants in common may designate in writing **to the Secretary** 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, subject to the approval of the Board of Directors as set forth herein.

**Section 6.** In case a Member owns the legal title to one or more of such Lots or tracts and conveys the title to another party, such party, with the consent of the Board of Directors by resolution may become a Member of the Corporation and shall thereupon be entitled to all the rights and privileges of Membership.

**Section 7.** No charges shall be made for the privilege of Membership except the maintenance charge (base assessment) of annual assessment as set forth in the Declaration.

**Section 8.** Membership in said Corporation shall be non-transferable except on transfer of legal title to that Lot and then only when such transfer is made on the books or records of the Corporation with the consent by resolution of the Board of Directors.

**Section 9.** The Corporation or its Board of Directors shall be the sole judge of its Membership and any acts or proceedings of the Corporation made or done in the manner herein described shall be conclusive against all parties.

**Section 10.** The Secretary shall keep a correct list of all Members who are in good standing and entitled to vote, and their last known addresses. All Members shall notify the secretary in writing of any change of address.

### **ARTICLE III - BOARD OF DIRECTORS**

**Section 1.** The corporate power of this Corporation shall be vested in a Board of six (6) Directors who shall be Members of the Corporation, and four (4) shall constitute a quorum for the transaction of business.

**Section 2.** All Directors shall have their primary residence within the boundaries of the Corporation as described herein. Election of Directors shall take place at the annual meeting of the Members following a call for nominations. All Directors shall be elected to serve for three (3) years or until their successors are elected and qualified. Directors shall serve staggered terms such that the office of two (2) Directors shall be elected at each annual Membership meeting.

**Section 3.** Vacancies in the Board of Directors caused by resignation, or loss of qualification for Membership in the Corporation or for the Board, shall be filled by the remaining Directors when

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assembled as a Board. Such appointee shall hold office until the expiration of the term of the Director whose place the appointee has taken.

**Section 4.** Directors may be removed from the Board by a special meeting of the Members, called for purpose of such recall.

### **ARTICLE IV - 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. They shall cause to be kept a complete record of all their minutes and acts, and of the proceedings of the Members, and they shall present a complete statement at the annual meeting of the Members, showing in detail the assets and liabilities of the Corporation, and the condition in general of its affairs.

**Section 2.** The Directors shall appoint and remove at will all agents, servants and employees of the Corporation, prescribe their duties, fix their compensation, and require from them security for faithful service whenever they shall, in the exercise of their discretion, believe the same necessary.

**Section 3.** The Directors shall have and exercise such other powers and duties as set forth in these By-Laws.

### **ARTICLE V - OFFICERS**

**Section 1.** The officers of the Corporation shall be a President, one or more Vice Presidents, Secretary and Treasurer (hereinafter, "Officers"), which Officers shall be elected by and hold office at the will of the Board. The Board of Directors may also from time to time appoint or elect other Officers or Assistant Officers who shall hold office at the will of the Board of Directors. The President and Vice President must be Directors; the offices of Secretary and Treasurer may be held by the same person; neither the Secretary nor the Treasurer need be a Member or Director of the Corporation.

**Section 2.** Officers shall be elected by the Board at the first Board meeting after the annual Membership meeting. If there not be a quorum, then the election of Officers shall take place at the next Board meeting where a quorum is present. Officers who remain Directors shall continue in office until replaced by an election. A special Officers election may be called by an affirmative vote of two-thirds (2/3) of the Directors.

**Section 3.** The President shall preside over all meetings of the Members and Directors; shall sign all instruments of writing to be executed by the Corporation, as may be directed by the Board of Directors, and shall perform such other duties as are usually performed by the chief executive officers of a Corporation, or as may be conferred by the Board of Directors, but the President's authority shall at all times be subject to the control and direction of the Board of Directors.

**Section 4.** It shall be the duty of the Secretary to keep a permanent and complete record of the proceedings of each meeting of the Board of Directors and of the Members and to keep the Officers

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informed of all such proceedings whenever called upon; to call special meetings of the Board of Directors and of the Corporation Members as provided herein. The Secretary shall keep a list of all Members of the Corporation and their addresses; and to do and perform all other duties that usually and properly pertain to the office of Secretary. In case of the Secretary's absence, inability, refusal or failure to do so, then such notices may be served by any person so directed by the President or Vice President.

**Section 5.** The duties of the Treasurer shall be to receive and deposit in such bank or banks as the Board of Directors may from time to time direct, all monies belonging to the Corporation; to keep a true and detailed account of all monies received and paid out; to make a financial report in writing at each annual meeting of the Corporation Members, and at any special meeting of the Members whenever the Treasurer may be requested to do so, and to make such a report at any meeting of the Board of Directors whenever requested; to turn over to the successor in office, all monies, records, papers and other property then on hand belonging to the Corporation; and to do and perform all other duties that usually and properly pertain to the office of Treasurer. At the direction of the Board of Directors, the Treasurer may contract with a third-party professional entity to perform any or all of the above acts.

**Section 6.** The Vice President shall have all of the powers and perform all of the duties of the President in case of the death, absence from the County, or inability of the President to serve.

**Section 7.** Directors serving as President, Vice President, Secretary or Treasurer or any other office shall not receive any salary or compensation for their services. The compensation of any Officers of the Corporation, who are not Directors, shall be fixed as determined by the Board of Directors.

### **ARTICLE VI -- MEETINGS**

**Section 1.** The annual meeting of the Members of the Association for the election of Directors and for the transaction of such other business as may come before the meeting, shall be held in Kansas City, Missouri, in June of each year and shall be called in writing, mailed at least ten (10) days prior to the date of the meeting to each Member at the address of record maintained by the Secretary; provided however, that the Board of Directors shall have the right to fix any other date and time, by appropriate order entered on the minutes of the meeting of the Board of Directors of such time and place of meeting as fixed., but not earlier than a date that would preclude the availability of the prior fiscal year's financial reports and the budget for the current fiscal year.

**Section 2.** Special meetings of the Members shall be called in like manner after five (5) days notice, but the call for any such special meeting shall designate the purpose of the meeting and shall be approved upon an affirmative vote of two-thirds (2/3) of all of the Directors. No action may be taken at a duly called special meeting except that action designated as the purpose of the meeting.

**Section 3.** At any meeting of the Members, ten (10) Members in good standing shall constitute a quorum for the transaction of business and it will be necessary for a majority of the quorum to vote for any Director, resolution or proposition before the same may be declared elected or adopted, except as otherwise provided for in these By-Laws or the Declaration.

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**Section 4.** If, for want of a quorum or any other cause, annual Members' meetings shall not be held on the day called, or should the Members fail to complete an election of Directors, or such other business as may be presented for their consideration, those present may adjourn from day to day until the same can be accomplished.

**Section 5.** Regular meetings of the Board of Directors shall be held at such time as may be provided by the Board of Directors by resolution or as otherwise agreed to by a majority of Directors. No notice of the regular meeting of the Board of Directors need be given.

**Section 6.** Special meetings of the Board may be called at any time by the President or any two of the Directors. Notice shall be given of such called meetings by depositing in the United States Post Office, a written or printed notice thereof, with the postage thereon prepaid, addressed to each Director at the address of record, or by electronic-mail to each Director sent to the electronic mail address of record and validated by a receipt notification to the Secretary, at least two days before the date of meeting; or by serving personally such notice on each Director one day before the meeting.

**Section 7.** Any regular or special meeting of the Board of Directors or a committee of the Board, as the case may be, can only conduct business when a quorum is present and no vote can be taken, or resolution or proposition adopted if a quorum is not present, except as otherwise provided for in these By-Laws or the Declaration.

**Section 8.** Use of Telephonic or Other Equipment. Any Director or member of any committee of the Board may participate in a meeting of the Board of Directors or such committee, as the case may be, by telephone conference or similar communications equipment, provided that each participant in the meeting can hear every other participant in the meeting. Attendance in a telephonic meeting shall constitute an affirmative vote to conduct any voting by voice vote. If a vote be taken, the presiding officer or secretary shall conduct a roll-call vote.

**Section 9.** Action without a Meeting. Any action required or permitted to be taken at a meeting by the Board of Directors, or committee, as the case may be, may be taken without a meeting if all of the Members of the Board of Directors or committee, as the case may be, consent to the action thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or committee, as the case may be.

**Section 10.** Attendance by a Member or a Director at any called meeting shall constitute a waiver of notification of such meeting unless said attendance is solely to object to the proper calling of the meeting in question.

### **ARTICLE VII - INDEMNIFICATION**

**Section 1.** Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed by a director in connection with any proceeding or settlement thereof in which a director may become involved, by reason of the director being or having been a director or officer of the corporation. This indemnification shall apply whether or not the subject is a director or officer at the time such liabilities or expenses are incurred, except in cases wherein a director is adjudged guilty of willful misfeasance

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or malfeasance in the performance of the director's duties. In the event of a settlement, the indemnification established herein shall apply only when the board approves such settlement and reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights of indemnification to which the director may be entitled.

### **ARTICLE VIII - VOTING**

**Section 1.** At all Members' meetings, each Member may vote either in person or by proxy. All proxies shall be in writing, signed by the Member, and filed with the Secretary prior to the commencement of the meeting in question. Proxies designating a Member who is not in good standing shall not be valid. Proxies sent by electronic mail shall not be a valid proxy. The Board of Directors shall determine the validity of any proxy so given. Each Member shall have but one vote. No Director shall be permitted to vote at any meeting of the Directors unless present in person to cast a vote.

**Section 2.** Unless otherwise stated herein, all voting shall be by written ballot unless otherwise determined by a unanimous voice vote of the Members present if there be a quorum at a Members meeting, or of the Directors if there be a quorum at a Board meeting, as the case may be.

**Section 3.** Voting by Electronic Mail. Any action required or permitted to be taken at a meeting by the Board of Directors, or committee, as the case may be, may be presented and voted upon by electronic-mail (hereinafter "email") provided that:

- a) In the case of the Board, the President or Vice President, or the Secretary if so directed by either the President or Vice President, shall initiate an email vote; and,
- b) In the case of a committee, the Chair or Vice-Chair, or the committee secretary if so directed by the Chair or Vice-Chair, shall initiate an email vote; and,
- c) The email is sent to all Directors or committee members, as the case may be, and;
- d) The email is sent to the email address of record as maintained by the Secretary; and;
- e) That the email subject line clearly identifies the email as an electronic voting action, and clearly identify the subject matter to be voted upon, and
- f) That the action under consideration is restricted to a single subject matter; and,
- g) That the email responses are made to all Directors or committee members, as the case may be; and,
- h) That a vote be called with or without a motion and second; or with or without any discussion.

A duly called email vote shall be a valid vote if a quorum replies with a designated "Yea" or "Nay" ballot within forty-eight (48) hours of the call for the vote. In the event a reply ballot does not designate a "Yea" or "Nay, or "Yes" or "No" the ballot cast shall not be valid and shall not count toward the quorum or of the votes cast.

A writing, recording the voting and setting forth the action so taken, shall be filed with the minutes of the proceedings of the Board of Directors.

### **ARTICLE IX -- AMENDMENTS**

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**Section 1.** These By-Laws may be repealed, amended, altered or added to, or new by-laws may be adopted, at any meeting of the Members, by a vote of two thirds (2/3) of the Membership of the Corporation present at any such meeting, if there be a quorum, or at a Board meeting by a three-fourths vote of the Directors present, if there be a quorum.

### **ARTICLE X – GENERAL**

**Section 1.** If any part of these By-Laws or the application thereof is held to be invalid by a court of competent jurisdiction, or otherwise unenforceable, the remainder shall not be affected thereby and shall remain in full force and effect.

**Section 2.** In the event of any conflict between these By-Laws and the Declaration, the Homes Association Declaration shall prevail.

The By-Laws were first adopted in 1952. By unanimous vote, the Board of Directors approved the latest amendments on July 17, 2017.

For the Romanelli West Homes Association Board of Directors:

Signed:

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James C. Fitzpatrick, Board President

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Robbin Wasson, Board Secretary