

**By-Laws
of the
Timber Hill Estates
Homes Association**

Third Revision January 8, 2014
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BY-LAWS OF TIMBER HILL ESTATES HOMES ASSOCIATION

ARTICLE I - NAME AND LOCATION

The name of the organization is TIMBER HILL ESTATES HOMES ASSOCIATION, hereinafter referred to as the "Association". The principal location of the organization shall be 2 East 125th Terrace, 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 Homes Association, its successors and assigns as described in the Declaration.

Section 2. "Common Area" shall mean and refer to storm water detention areas and any real properties or easements if any, which are owned by the Homes Association for the common benefit of the Owners. Also includes 1 (one) acre designated as Mount Pleasant Cemetery.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants and Restriction for Timber Hill Estates applicable to the Properties recorded in the Office of the Register of Deeds for Jackson County, Missouri.

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

Section 5. "Member" shall mean and refer to every Owner as provided in the Declaration of Covenants and Restriction for Timber Hill Estates.

Section 6. "Owner" shall mean and refer to the record owners, whether one or more persons or entities, of the fee simple title to any Lot situated upon the Properties but, notwithstanding and applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 7. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants and Restrictions for Timber Hill Estates, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 8. "Voting Eligible Member" shall mean and refer to the Owner to any Lot within Timber Hill Estates as provided in the Declaration, and who have paid all applicable Homes Association annual and special assessments for each year in which they owned any Lot 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 voting eligible member(s).

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 there at, 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. Fourteen (14) voting eligible members shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. Votes cast by proxy or written ballot are valid for the purpose of establishing a quorum. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at 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.

Section 5. Proxy & Written Ballot Voting. Unless the Declaration or these By-Laws prohibit or limit voting, the Association shall provide for votes to be cast in person, by proxy, and by written ballot for any action which may be taken at any annual, regular or special meeting of members. The Association must maintain and make available upon member's request a record of voting eligible members, each vote cast by each member, and whether the vote was cast in person, by proxy, or by written ballot.

(a) Proxy Voting. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form for any action except as otherwise provided in the Declaration or these By-Laws. An appointment of a proxy is effective when received by the secretary or other designated officer authorized to tabulate votes. An appointment is valid for eleven months unless a different period is expressly provided in the appointment form, but no proxy shall be valid for more than three years from the date of the appointment's execution. An appointment of a proxy is revocable by the member. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the secretary or other designated officer either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

(b) Written Ballot. The Board shall deliver unvoted written ballots to each member with the meeting notice as specified in Section 3 of this Article. A written ballot is valid for only one specified election or meeting of the members and expires automatically after the completion of the election or meeting. The written ballot does not authorize another person to cast votes on behalf of the member. A written ballot may not be revoked. All solicitations for votes by written ballot shall:

- (1) Set forth each proposed action and shall provide an opportunity to vote for or against each proposed action;
- (2) Indicate the number of responses needed to meet the quorum requirements, and the percentage of approvals necessary to approve each matter other than election of directors; and
- (3) Specify the time and date by which the ballot must be delivered to the secretary or other designated officer in order to be counted, which shall be at least seven (7) days after the date that the Board delivers the unvoted written ballot to the member.

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 each annual meeting to be held in December, the members shall elect directors to fill the vacancy of directors whose terms are then expiring. Each Director shall be elected to serve two (2) years, and the terms expire on December 31st. The Directors terms shall be staggered; three (3) Directors terms will expire on December 31st of odd numbered years and two (2) Directors terms will expire on December 31st of even numbered years.

In order to establish the staggered term of office for the Directors, the December 2012 election will elect three Director positions for a one-year term and two Director positions for a two-year term.

Section 3. Officers. See Article V of these By-Laws.

Section 4. Nomination. Nomination for election of the Board of Directors shall be made by written request from any voting eligible member. 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 5. Election. Election to the Board of Directors shall be by 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.

Section 6. Eligibility. All directors, and nominated directors, must be Voting Eligible Members who are residents of Timber Hill Estates. Should a director no longer reside in Timber Hill Estates, fail to pay Homes Association assessments within 30 days past the due date, or no longer be an Owner of any Lot of Timber Hill Estates, the director shall be considered ineligible to serve on the Board.

Section 7. Director Resignation & Removal. Any director may be removed from the Board, with or without cause, by a majority of the votes of the voting eligible members. Any director 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. In the event of death, resignation, ineligibility or removal of a director, his successor shall be appointed by the remaining members of the Board and shall serve for the unexpired term of his predecessor. The Board shall notify the membership of the removal of any director and the appointment of his predecessor.

Section 8. 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 9. 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 - OFFICERS AND THEIR DUTIES

Section 1. Selection of Officers. The officers of this Association shall be a President, Vice-President, Secretary/Treasurer, who shall at time be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

The officers of the Board of Directors shall be selected annually by a majority vote of the Board of Directors at the first Board Meeting of the calendar year. Each officer shall hold office for one (1) year; unless he shall sooner resign, or shall be removed, or otherwise become ineligible to serve. Any officer may resign from office at any time AND still serve the remainder of his term as a Director. Any officer may be removed from office with or without cause by a majority vote of the Board; however removal of any Director from the Board shall take place as noted in Article IV of these By-Laws. A vacancy in any office may be filled by selection of the Board. The officer selected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 2. Special Appointments. The Board may appoint 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 3. 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 4. 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 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 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 an 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 - COMMITTEES

Section 1. Committees. The Board of Directors may appoint committees as deemed appropriate in carrying out its purpose.

Section 2. Architectural Control Committee. The Association shall appoint an Architectural Control Committee, as provided in the Declaration and the By-Laws of the Association. The Architectural Control Committee shall consist of one (1) acting Board Member or Officer and two (2) members from among the Voting Eligible Members of the Association. Architectural Control Committee members will be appointed by a vote of the Board as needed to respond to

requests for approval. No member shall serve on the Committee regarding requests for approval on a lot or property for which they own.

(a) Use Restrictions Requiring Approval. As specified in the Association's Declaration of Covenants Article V, the following Use Restrictions require approval of the Architectural Control Committee prior to commencing construction:

- (a) Minimum size requirements of split level homes as specified in the Declaration Article V Section 3D;
- (b) Temporary Structures as specified in the Declaration Article V Section 10;
- (c) Disk Antennas as specified in the Declaration Article V Section 18;
- (d) Fencing as specified in the Declaration Article V Section 24;
- (e) Size and External Design of any building erected or altered as specified in Declaration Article V Section 27;

(b) Requests and Approvals. Members shall submit requests for Architectural Control Committee approval in writing to the Board of Directors as required by the Declaration of Covenants. In the event said Committee fails to approve or disapprove a request within thirty (30) days after said plans have been received by the Board, such approval will not be required and covenant will be deemed to have been met. The Architectural Control Committee shall approve or disapprove requests in writing. If a request is not approved, the Committee shall, in writing, identify the reasons for disapproval of the request, and identify requirements or alterations to the plans in order to obtain approval. The Committee is to notify the Association members of all approvals; however, the Committee is not required to notify the Association member of disapprovals.

(c) Committee Guidelines for Review. The Architectural Control Committee shall observe the following guidelines when considering a Member's request:

- (1) The Architectural Control Committee shall waive one (1) disk antenna per lot, 36 inches or smaller in diameter, that not readily visible from the street; no submittal for approval is required. Requests are to be submitted for approval for two (2) or more disk antennas per lot, disk antennas larger than 36 inches in diameter, or disk antennas that are readily visible from the street.
- (2) All structures and/or alterations to existing structures, including temporary structures, shall meet the Use Restrictions as established in the Declaration. Specifically, the Use Restrictions as outlined in Article V of the Declaration including but not limited to Building Exteriors (Section 25), Roofing (Section 26), and Exterior Painting (Section 12) shall be followed.
- (3) If local building or other permits are required, copies of all necessary approved permits are to be provided with the request; requests can be denied until proof of approved permits is provided.
- (4) Fencing shall be wood (cedar or CCA treated) or wrought iron, and shall not exceed six feet in height. Fencing shall be installed between the back corners of the main structure of the home and the rear of the lot. Fencing may be approved, on a case by case basis, between the front corners of the home and the rear of the lot if the fence design and lot layout allow for it.

(d) Requests for Approval After Construction. In the event that any construction or exterior alteration is completed by an Owner without approval of the Architectural Control Committee as required, the Owner may request approval after construction from the Committee. The Architectural Control Committee will review the construction with the same guidelines as reviews conducted prior to construction. The Committee will make their determination of approval or disapproval in writing. If the construction is disapproved, the Committee will identify the requirements or alterations of the construction in order to obtain approval of the Committee.

(e) Appeal Decision of the Committee. Should any Owner disagree with the decision of the Architectural Control Committee, the Owner must submit a written response to the Board within fifteen (15) days of notification of the decision by the Committee. The Board shall notify the Association members in writing of the Committee's decision and the Owner's appeal. The Board shall schedule a Special Membership meeting or provide a written ballot to vote if the Committee's decision shall be upheld or overturned.

(f) Enforcement of Use Restrictions. As specified in the Declaration Article VI Section 1, Enforcement of Use Restrictions may be initiated by the Developer, the Homes Association, or any Owner. The Association shall make the determination to initiate legal action against an Owner for violating the Association's Declaration Use Restrictions by a majority vote. It is the responsibility of the Association to determine enforcement of the Use Restrictions of the Association, not the Architectural Control Committee. Failure by the Association to enforce any covenant or restriction shall in no event be deemed a waiver of the right to do so thereafter. Failure of the Association to enforce any covenant or restriction does not prohibit the Developer or any Owner from taking personal action.

ARTICLE IX - 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 member. The Declaration and the By-Laws 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 X - ASSESSMENTS

Section 1. 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.

Section 2. Assessments and Expenses Incurred by Residents. Timber Hill Estates Homes Association assessments shall be paid in full by all members each calendar year. Assessments will not be offset by any expenses paid for or incurred by any member on behalf of or in the name of the Homes Association.

All expenses incurred by a member or Board member on behalf of Timber Hill Estates Homes Association must be approved by the Board in writing BEFORE the expense is incurred. Expenses incurred by any member without obtaining proper written approval will NOT be reimbursed. Only Board approved expenses will be reimbursed in the form of a check payable to the member. No credit for outstanding assessments will be awarded for expenses incurred by any member.

Section 3. Due Date of Annual Assessment. Annual Assessments shall be due on May 1st of each year. Written notice of the annual assessment shall be sent to every Owner at least thirty (30) days in advance of each annual assessment period. 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 as more fully provided in the Declaration.

Section 4. Amount of Annual Assessment. As more fully provided in the Declaration, the Board shall determine the amount of the annual assessment for each Lot from time to time. The maximum annual assessment shall be \$360.00 per calendar year. The maximum annual assessment may be increased by a special vote of the membership as detailed in the Declaration.

ARTICLE XI - NO CORPORATE SEAL

The Association shall not have a corporate seal.

ARTICLE XII - AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the members after prior written notice to all members of the proposed amendment, by a two-thirds (2/3) majority of the votes cast by members present in person or by proxy. A proper quorum of voting eligible members must be present as established in Article III Section 4 of these By-Laws. Written notice of the proposed amendments shall be provided with the Notice of the Meeting as established in Article III Section 3 of these By-Laws.

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

ARTICLE XIII - 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 formation.

APPROVAL NOTES:

Timber Hill Estates By-Laws were originally passed on October 27, 2008. The meeting minutes states, "A Motion was made and seconded to approve the proposed Timber Hill Estates By-Laws and Amendments to the Covenants subject to the changes as noted above. The THE By-Laws and Amendments were approved by a unanimous vote of the THE residents."

On December 7, 2009, Article XI Section 2 was passed and added to the By-Laws as proposed at the General Meeting and as described in the meeting minutes.

On December 13, 2012, numerous Amendments to the By-Laws were passed at the Annual Meeting and as described in the meeting minutes.

On January 8, 2014, amendments to Article VIII of the By-Laws were passed at the Annual Meeting.

