

# BYLAWS

## Ozark Heights Homeowners Association, Inc.

### Article I

#### Name & Location

The name of the Corporation is "Ozark Heights Homeowners Association, Inc." (OHHA), hereinafter referred to as the "Association." The principle office of the corporation shall be 2603 N. Skyview Lane, Ozark, Missouri, 65721 but meetings of Members and Board of Directors may be held as such places within Christian County, Missouri, as may be designated by the Board of Directors.

### Article II

#### Definitions

All terms shall be defined in accordance with the definitions contained in the Declaration of Covenants, Conditions and Restrictions of Ozark Heights and any amendments thereto (the "Declaration")

### Article III

#### Membership

**Section 1. Membership.** The membership of the Association shall consist of all Homeowners of Ozark Heights. Membership in the Association shall be mandatory and no Owner during his ownership of a home shall have the right to relinquish or terminate his membership in the Association.

**Section 2. Suspension of Rights and Privileges.** During any period in which a Member shall be in default in the payment of any such Member's annual or special Assessment levied by the Association, the Member's voting rights and the right to use the Common Area and Facilities may be suspended by the Board of Directors until such assessment has been paid. Such rights of a Member may also be suspended, after notice and hearing, for a period to be determined by the Board, for violations of any rules and regulations established by the Board of Directors governing the use of the Common Area and Facilities.

**Section 3. Succession.** The membership of each homeowner shall terminate when they cease to be an Owner of a home or Lot within Ozark Heights Subdivision and their membership in the Association shall automatically be transferred to the new Owner succeeding to such ownership interest.

**Article IV**  
**Property Rights: Rights of Enjoyment**

**Section 1.** Each Member shall be entitled to the use and enjoyment of the Common Area and Facilities as provided in the Declaration. Any Member may assign their rights of enjoyment of the Common Area and Facilities to the members of their family or contract purchasers who reside on property. Such Member shall notify the Secretary in writing of the names of contract purchasers. Such person's rights and privileges shall be subject to the same Suspension of Rights and Privileges stated in Article III, Section 2 of the Bylaws.

**Section 2.** The Association may charge reasonable admission and other fees for the use of any recreational facilities situated upon the Common Area.

**Article V**  
**Meetings of Members**

**Section 1. Annual Meeting.** The Annual meeting of the Members shall be held in the third week of January of each year or such other date the Board shall determine.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the President or by a majority of the Board, or upon written request of more than one-fourth (1/4) of the Members.

**Section 3. Notice of Meetings.** Written notice of Annual and Special meetings of the Members shall be delivered by, or at the direction of, the Secretary or person authorized to call the meeting, at least then (10) days prior to the date of such meeting, either personally or by mail, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association. Such notice shall specify the date, place, and hour of the meeting, and, in the case of a special meeting, the purpose of such meeting.

**Section 4. Votes.** Each Member, in good standing, shall be entitled to one (1) vote for each Lot owned in Ozark Heights Subdivision. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as such persons among themselves determine, or, in the absence of such determination, as determined by the Board, but in no event shall a Lot be entitled to more than one (1) vote. If any Owner or Owners cast a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that such Owner or Owners were acting with the authority and consent of all other Owners at the same Home.

**Section 5. Quorum.** The presence at a meeting of Members representing one-fourth (1/4) of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall be present or represented.

**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 and shall expire upon the adjournment of the meeting for which they were given.

## **Article VI** **Board of Directors**

**Section 1. Number.** The affairs of the Association shall be managed by a Board of nine (9) Directors, elected by the Membership.

**Section 2. Term of Office.** Directors shall serve a term of three (3) years. At each annual meeting, the Members shall elect three (3) Directors for a term of three (3) years so as to stagger the terms of the office of the Directors.

**Section 3. Qualifications.** Each Director shall be a Member. If a Director shall cease to meet such qualifications during his or her term, the position will be deemed vacant.

**Section 4. Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association entitled to vote for the elections of Directors. In the event of the death, resignation, or removal of a Director, or a Director position otherwise being vacant, the successor shall be selected by a majority of the remaining members of the Board and shall serve for the unexpired term of the predecessor.

**Section 5. Compensation.** No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties as Director.

**Section 6. 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 Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

**Article VII**  
**Nomination & Election of Directors**

**Section 1. Nomination.** Nominations may be made from the floor at the Annual Meeting by any Member in good standing. The Members shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

**Section 2. Election.** Election to the Board shall be by secret written ballot or oral vote. Those candidates for election to the Board receiving the greatest number of votes cast either in person or by proxy at the meeting shall be elected.

**Article VIII**  
**Meetings of Directors**

**Section 1. Regular Meetings.** Regular meetings of the Board shall be held monthly without notice, at such place and hour as may be affixed from time to time by resolution of the Board. At no time shall these meetings be closed from the general Membership excepting specific discussions concerning disciplinary action against specific Members.

**Section 2. Special Meetings.** Special meetings of the Board shall be held and called by the President of the Association, or by any three (3) Directors, after not less than three (3) days notice to each Director, or within a reasonable time after the presentation to the President of the Association of a petition signed by one-fourth (1/4) of the Members.

**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 IX**  
**Powers & Duties of the Board of Directors**

**Section 1. Powers.** The Board of directors shall have the power to:  
Elect and remove the Officers of the Association;

(a) Adopt and publish rules and regulations governing the use of the Common Area and Related 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 and the right of use of any Recreational Facilities located on any Common Area during any period in which the Member is 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 ninety (90) days, for infraction of published rules and regulations promulgated by the Board;

(c) Engage the service of an agent, manager, independent contractors or employees as they deem necessary to maintain, repair, replace, manage all other affairs and business of the Association for all of the Members, upon such terms and for such compensation as the Board may approve. Any agreement for the service of any such agent, manager, independent contractor or employee shall provide for the termination by the Association with or without cause, and without payment of a termination fee, upon thirty (30) days written notice, and no such agreement shall be of a duration in excess of one (1) year, renewable by agreement of the parties for successive one (1) year periods;

(d) Make repairs within the individual Lots, or property where such repairs are required for the welfare and/or safety of other Members or for the preservation of protection of the Common Areas.

(e) Grant or relocate easements over, across, or through the Common Area as the Board may determine to be beneficial to the Members.

(f) The Board may declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive or (5) cumulative regular meetings of the Board on an annual basis; and

(g) Exercise for the Association all powers, duties, and authority vested in, or delegated to, the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, of Declarations.

**Section 2. Duties.** It shall be the duty of the Board of Directors;

(a) To cause to be kept a record of all its acts and corporate affairs;

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

(c) As more fully provided herein and in the Declaration;

(1) To fix the amount of each Annual Assessment and each Special Assessment at least thirty (30) days in advance of each assessment period;

- (2) To send written notice of any change in assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period;
- (d) To issue, or to cause an appropriate Office to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of the payment of any assessment therein stated to have been paid;
- (e) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association;
- (f) To cause all Officers or employees having fiscal responsibilities to be bonded in such amounts as it may deem appropriate.
- (g) To cause the Common Area to be maintained; and
- (h) To cause all other affairs and business of the Association to be properly conducted and administered.

## **Article X**

### **Officers and Their Duties**

**Section 1. Enumeration of Officers.** The Officers of the Association shall be a President, Vice-President, Secretary, and Treasurer and such other Officers as the Board may from time to time by resolution determine.

**Section 2. Election of Officers.** The election of Officers shall be made by a majority vote of the Board of Directors during a special meeting held within fifteen (15) days following each annual meeting of the membership. The outgoing President shall call and direct such meeting. Officers shall be selected from the current Board of Directors.

**Section 3. Term.** The Officers of the Association shall be elected annually by the Board and each shall hold office for no less than one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise become 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 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 a majority vote of the Directors. The officer elected to such a vacancy shall serve for the remainder of the term of the Officer he/she replaces.

**Section 7. Multiple Offices.** Any two or more office may be held by the same person, except the offices of President and Secretary.

**Section 8. Duties.** The duties of the Officers are as follows:

- **President.** The President shall be the Chief Executive Office of the Association; The President shall preside at all meetings of the Board of Directors and of the Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments; shall co-sign all checks and promissory notes; and other such duties as may be required by the Board.
- **Vice President.** The Vice President shall act in the place and stead of the President in the event of their absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board or by the President.
- **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings of the Board and of the Members; shall 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 may be required by the Board or by the President.
- **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; shall keep proper books of account; shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at its regular annual meeting; and shall perform other such duties as required by the Board or by the President.

**Article XI**  
**Committees**

**Section 1. Required Committees.** The Board shall annually appoint an Architectural Control Committee, as provided in the Declaration.

**Section 2. Other Committees.** In addition to the foregoing, the Board shall appoint other committees as deemed appropriate to carry out the purposes of the Association.

**Article XII**  
**Assessments**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual dues and special Assessments which are secured by a continuing lien upon the property against which the Assessment is made.

**Article XIII**  
**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, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association; a copy shall be provided initially for the owners of each Lot, and additional copies shall be made available for purchase by Members at reasonable cost.

**Article XIV**  
**Indemnification**

**Section 1. General.** The Association shall indemnify and hold harmless each of its Directors and Officers, each member of any committee appointed by the board, and Declarants, against any and all liability arising out of any acts of the Directors, Officers, committee members, Board, or Declarants or arising out of their status as Directors, Officers, committee members or Declarants, unless any such act is a result of gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses including, by way of illustration but not of limitation, attorneys' fees and cost reasonably incurred in connection with the defense of any claim, action or proceeding, whether civil, criminal, administrative or other, in which any such Director, Officer, committee member, or Declarant may be involved by virtue of such person having the status of a Director, Officer, committee member, or Declarant, provided, however such indemnity shall not be operative with respect



to any matters to which such person shall have been finally adjudged in such action or proceeding to be liable for gross negligence or criminal intent in the performance of their duties.

**Article XV**  
**Corporate Seal**

The Association shall have no corporate seal.

**Article XVI**  
**Amendments**

**Section 1.** These Bylaws may be changed, modified, or amended, at Regular or Special Meeting called by The Board of Directors with the approval of fifty-one percent (51%) of the outstanding votes by members at which a quorum is present. At the meeting, the presence of Members, or of proxies, entitled to cast fifty-one percent (51%) of all votes entitled to be cast by the Members of the Association shall constitute a quorum. If the required quorum is not present, another meeting may be called and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

**Section 2.** In the case of conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of conflict between the Declaration and these Bylaws, the Declaration shall control.

**Article XVII**  
**Miscellaneous**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year.

IN WITNESS WHEREOF, the Ozark Heights Homeowners Association, Inc. has caused these Bylaws to be adopted this \_\_\_\_ of February, 2008.

**Ozark Heights Homeowners Association, Inc.**

By: \_\_\_\_\_  
**President**

Printed Name: \_\_\_\_\_

**ACKNOWLEDGMENT**

STATE OF MISSOURI)  
SS  
COUNTY OF CHRISTIAN)

On this \_\_\_\_\_ day of \_\_\_\_\_, 2008, before me personally appeared \_\_\_\_\_, to me known, who duly sworn, did say that he is the president of Ozark Heights Subdivision, and that the foregoing instrument was signed on behalf of Ozark Heights Subdivision by authority of its Board of Directors, and that said \_\_\_\_\_ acknowledge said instrument to be the free act and deed of its Members.

In witness whereof, I have hereunto set my hand and affixed my official seal at my office in \_\_\_\_\_, Christian County, Missouri on the day and date first above written.

NOTARY PUBLIC \_\_\_\_\_ (SEAL)  
(Signature)

PRINT NAME OF NOTARY PUBLIC \_\_\_\_\_

MY COMMISSION EXPIRES \_\_\_\_\_