

BYLAWS FOR
TANGLEWOOD ESTATES HOMEOWNERS' ASSOCIATION

ARTICLE I

GENERAL PROVISIONS

- 1.1 **Name and Location.** The name of the association is Tanglewood Estates Homeowners Association. Here in after referred to as the Association. The principal office of the Association shall be located at the current Treasurer's home address. Meetings of Members and Board of Directors may be held within the state of Missouri, County of Callaway, as may be designated by the Board of Directors.
- 1.2 **Fiscal Year.** The fiscal year of the Association begins on the 1st day of September and end on the 31st day of August.
- 1.3 **Interpretation.** In the case of any conflict, the (1) provisions of state law, (2) the Association's Covenants and Restrictions, (3) Articles of Incorporation, and (4) these Bylaws shall prevail in that order.

ARTICLE II

MEETING OF MEMBERS

- 2.1 **Members and Membership.** A member is a homeowner(s) within Tanglewood Estates. Membership is automatically given when a person acquires ownership of a home in Tanglewood Estates and pays the annual dues.
- 2.2 **Annual Meetings.** The Association's annual meeting of the Members shall be held each year in September at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be for electing the board of directors, updating the Members of previous and future community plans, making decisions regarding the association, and for any other association affairs that may come up. Notices of the meeting shall be mailed to all Members of the Association at least 30 days before the meeting.
- 2.2 **Special Meetings.** Special meetings of the Members may be called by the President, the Board of Directors, or written request of the majority of the Members of the Association, at any time. The purpose of the meeting shall be stated in the call to the meeting and at least seven days written notice shall be given.
- 2.3 **Eligibility to Vote.** All members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elected or appointed board positions, (3) be a member of the Association social media groups, and (4) serve on committees as may be established.
- 2.4 **Quorum.** 10% of Members of the Association shall constitute a quorum.
- 2.5 **Proxies.** Members of the Association may vote in person or by proxy in all meetings of Members except board elections. Every proxy shall be in writing, signed by the member or his attorney-in-fact, and filed with the association secretary before the scheduled meeting. No proxy shall be valid effective for a period longer than 14 days at any one time unless earlier revoked by the Member, except as otherwise provided by law.

ARTICLE III

BOARD OF DIRECTORS

- 3.1 **Composition.** The Association's Board of Directors shall be composed of elected officers. The total number of directors to constitute the entire board shall be equal to, and not less than, seven (7). As used in these Bylaws, "entire board" means the total number of directors which the Association would have if there were no vacancies.
- 3.2 **Powers.** The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in these Bylaws, the Covenants and Restrictions provided such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Covenants and Restrictions. In particular, but not limited to, the Board of Directors have the power to:
- a) suspend a member's voting rights if a Member is in default of any assessment payment due and owing to the Association, or for lack of compliance with the Association's published rules and regulations (Covenants & Restrictions);
 - b) exercise all powers and duties not reserved to the Membership and authorized by these Bylaws and Covenants and Restrictions;
 - c) create a vacancy of the office if a Member of the Board of Directors in the event of a Board Member's three consecutive unexcused absences to the regular meetings of the Board of Director; and
 - d) employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions.
- 3.3 **Duties.** It shall be the Board of Directors' responsibility to:
- a) maintain a complete and detail record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote; and
 - b) supervise Association officers, employees, and volunteers to ensure proper and ethical performance of the assigned duties.
- 3.4 **Compensation.** No director or officer shall receive compensation for their services. However, by resolution of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.
- 3.5 **Removal of Directors.** Any or all of the directors may be removed for cause by the vote of the Members or by action of the board. Directors may be removed without cause only by vote of the Members.
- 3.6 **Resignation.** A director may resign at any time by giving written notices to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

ARTICLE IV

MEETING OF BOARD OF DIRECTORS

- 4.1 **Regular Meeting.** A regular meeting of the board shall be held at a minimum of three times a year.
- 4.2 **Special Meetings.** Special meetings may be called by the president. The purpose of the meeting shall be stated in the call and at least seven days written notice shall be given.
- 4.3 **Quorum of Directors.** A majority of the members of the entire board shall constitute quorum.
- 4.4 **Action of the Board.** The act of the Board of Directors shall be valid, if the required quorum is present at the time of the vote, unless otherwise required by law. Each director present shall have one vote regardless of the number of lots/units, which he/she may own.
- 4.5 **Notice of Meetings.** Members of the Association are to be notified seven days prior to the regular meeting should they have topics they would like the board to discuss/address.
- 4.6 **Action Without a Meeting.** An action that is required or permitted to be taken by the Board of Directors or the committee under these Bylaws may be taken without a meeting, only if the action is approved in writing and a resolution is adopted authorizing the action. The written consents and resolutions shall be filed with the minutes of the proceedings and Association's records.

ARTICLE V

OFFICERS AND THEIR DUTIES

- 5.1 **Officers.** The officers of the Association shall be the president, vice president, secretary and treasurer.
- 5.2 **Term of Office.** Officers shall assume their duties at the close of the meeting at which they are elected. Officer shall serve for a term of the designated number of year(s) or until their successors are elected. No officers shall serve more than two consecutive term(s) in the same office.
- 5.3 **Vacancy in Office.** A vacancy in any office except president shall be filled by the Board of Directors.
- 5.4 **Removal and Resignations.** Any officer elected or appointed by the board may be removed by the board with or without cause. In any event of the death, resignation or removal of an office, the board in its discretion may elect or appoint a successor to fill the unexpired term.
- 5.5 **Duties.** Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws.
- a) **President.** The president shall be the chief executive officer of the corporation and shall preside at all meetings of the Members and of the board to ensure that all orders and resolutions of the board are carried into effect.
- b) **Vice President.** During the absence or disability of the president, the vice president shall have all the powers and functions of the president and perform such duties as the board shall prescribe.
- c) **Secretary.** The secretary shall:
1. attend all meetings of the Association;
 2. record all votes and minutes of all proceedings in a book to be kept for that purpose;
 3. give or cause to be given notice of all meetings of Members and of special meetings of the board;

4. be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each Membership meeting;
5. maintain all Association documents and records in proper and safe manner as required by state law; and
6. perform such other duties as may be prescribed by the board.

d) **Treasurer.** The treasurer shall:

1. have the custody of the Association's funds and securities;
2. maintain complete and accurate accounts of receipts and disbursements in the Association books;
3. collect annual dues and deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board;
4. disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;
5. prepare or cause to be prepared, the annual financial report;
6. render to the president and board at regular board meeting, or whenever they require it, an account of all transactions and the financial condition of the Association;
7. render full financial report at the annual meeting of the Members;
8. schedule tax preparation and file on or before the deadline;
9. renew annual Missouri corporate registration by deadline;
10. be furnished by all Association officers and agents at his/her request, with such reports and statements as he may require as to all financial transactions of the Association; and
11. perform such other duties as are given to him/her by these Bylaws or as from time to time are assigned to him/her by the board or the president.

5.7 **Terms.** Officer and board member terms are as follows:

- a) President – Three years
- b) Vice President – Two years
- c) Secretary – Two years
- d) Treasurer – Two years
- e) Board Members – Five positions ranging from one to three years.

5.6 **Elections.** The officers shall be elected at the annual membership meeting.

ARTICLE VI

COMMITTEES

The Board of Directors may designate from among its members an executive committee and other committees, each consisting of one or more directors, by resolution adopted by a majority of the entire board. Each such committee shall serve at the pleasure of the board.

ARTICLE VII

BOOKS AND RECORDS

The Association's books, records and documents shall at all times, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost. Furthermore, all outgoing officers, directors, or committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the newly elected members within 14 days after the election.

ARTICLE VIII

AMENDMENTS

- 8.1 **Amendments.** These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.
- 8.2 **Effective Date.** Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.
- 8.3 **Termination.** The Association may be dissolved only as provided in the Articles of Incorporation. The Association shall be dissolved upon termination of the Declaration as provided therein. Upon dissolution of the Association, obligation of the Association is deemed automatically assumed by the Owners, in addition to any direct obligations of the Owners may have to the Association pursuant to the Declaration.

IN WITNESS WHEREOF, we, being all of the Directors of the Association have hereunto set our hands this ____ day of _____, 2022.

By: _____

Name: _____

Title: _____

CERTIFICATION

I the undersigned, do hereby certify:

THAT I am the duly elected and acting President of Tanglewood Homeowner's Association, a Missouri corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted at a meeting of the Board of Directors thereof, held on the ____ of _____, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of _____, 2022.