

**AMENDED BY-LAWS**  
**OF**  
**SHALIMAR GARDENS HOMEOWNERS' ASSOCIATION**

**ARTICLE I**  
**ORGANIZATION**

**Section 1. Certain Definitions.** Reference is hereby made to that certain Amended Protective Covenants of A Part of Shalimar Gardens, Block I, duly dated and recorded in Book 616, Page 531 of the Deed Records of Boone County, Missouri on February 17, 1987 (as amended from time to time, the "*Declaration*"). All terms defined in the Declaration are used herein with the same meaning, unless otherwise defined herein.

**Section 2. Name.** The name of this Corporation shall be Shalimar Gardens Homeowners Association (the "*Association*").

**Section 3. Offices.**

**3.1 Registered Office.** The registered office of the Association shall be as designated with the Secretary of State of the State of Missouri, as it may be changed from time to time

**3.2 Other Offices.** The Association may also have offices at such other places both within and without the State of Missouri as the Board of Directors may from time to time determine or the business of the Association may require.

**ARTICLE II**  
**CORPORATE PURPOSES**

**4.1 Purposes.** The purpose or purposes for which the Association is formed are:

(a) The purpose of the Corporation shall be to act as homeowners association for lot owners in Shalimar Gardens pursuant to the provisions of the Amended Protective Covenants of a part of Shalimar Gardens, Block I, recorded on February 17, 1987 in Book 616, Page 531, Deed Records of Boone County, Missouri, as the same now exist and may from time to time be amended and said lot owners shall include the owners of any additional lots made subject to said Amended Protective Covenants as provided therein

(b) to provide for the preservation of the amenities and the maintenance of the common improvements of the property described in the Declaration, and any and all

other property that is accepted by the Association in accordance with the terms of the Declaration (collectively, the "*Property*");

(c) to exercise the powers of

(i) maintaining, administering and using the Common Areas, the Common Facilities, the Common Personalty, Detention/Drainage Areas, and all Landscaping in the Common Areas and the Detention/Drainage Areas and such other common areas and facilities (collectively, the "*Common Properties*"),

(ii) administering and enforcing the covenants, conditions and restrictions affecting the Property as set forth in the Declaration and

(iii) collecting and disbursing the assessments and charges imposed, or to be imposed, upon the Property, all as more fully described in the Declaration;

(d) to promote the common health, safety and welfare of the Members of the Association; and

(e) to perform the actions of the Association that are required or permitted by these Bylaws, the Articles of Incorporation of the Association, and the Declaration. In fulfilling these purposes, the Association shall do the following:

(i) Exercise all of the powers and privileges and perform all of the duties set forth in the Declaration as may be amended from time to time, the Declaration being incorporated herein ss if fully set forth (but subject to any limitations as may be contained in the Declaration);

(ii) Operate without profit for the sole and exclusive benefit of its Members; and

(iii) Have and exercise any and all powers, rights and privileges that may now or hereafter be exercised by a corporation organized under the Missouri Corporation Statutes Chapter 355, Nonprofit Corporation Law.

**4.2 Parties.** All present or future Owners of any Lot are subject to the provisions and any regulations set forth in these Bylaws. The mere acquisition, lease, or rental of all or any portion of a Lot or the mere act of occupancy of all or any portion of a Lot will signify that these Bylaws are accepted, approved and ratified and shall be complied with.

## ARTICLE III

### MEMBERS

**Section 1. Membership.** The members of the Corporation shall be the owners of the lots from time to time subject to the Amended Protective Covenants of a part of Shalimar

Gardens, Block I recorded in Book 616, Page 531, Deed Records of Boone County, Missouri. The membership appurtenant to any lots may not be separated from ownership of the lot.

**Section 2. Member in Good Standing.** A Member of the Association shall be considered to be a Member in good standing and eligible to vote if such Member:

(a) Has, not less than one (1) day prior to the taking of any vote by the Association, fully paid all assessments or other charges levied by the Association then due and payable, as such assessments or charges are provided for hereunder and in the Declaration; and

(b) Has discharged all other obligations to the Association as may be required of Members hereunder or under the Declaration.

The Board of Directors shall have sole responsibility and authority for determining the good standing status of any Member at any time, and shall make such determination with respect to all Members prior to a vote being taken by the Members on any matter. The Board of Directors shall have the right and authority, in its sole discretion, to waive the one (1) day prior payment requirement and require only that such payment be made at any time before such vote is taken if the Board of Directors shall determine, in its own judgment, that extenuating circumstances exist that have prevented a particular Member from meeting either or both of the requirements stated herein at or before one (1) day in advance of any vote. Any Member not conforming with the provisions of this Section 2 shall be declared by the Board of Directors to be not a Member in good standing and, unless the time requirement hereunder is specifically waived by the Board of Directors in writing prior to any particular vote being taken, shall be disqualified from voting on matters before the Association until such time as Member in good standing status is attained and so declared by the Board of Directors.

**Section 3. Meetings.**

**3.1 Annual Membership Meeting.** The annual membership meeting of the members shall be held yearly in the month of May on a date and time decided upon by the majority vote of the Board, and at such place as determined by the Board.

**3.2 Special Meetings.** A special meeting of the members of the Corporation may be called by the President, by the Board of Directors or by members having 10% of the votes entitled to be cast at a meeting of the membership.

**Section 4. Notice of Meetings.** A written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the President or other persons calling the meeting. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at said member's address as it appears on the records of the Corporation with postage thereon prepaid.

**Section 5. Voting.**

**5.1 Members in Good Standing.** Only Members in good standing shall be entitled to vote, and voting membership shall be decreased by the number of Members who are not Members in good standing to determine the votes entitled to be cast for the purpose of establishing a quorum, such determination of the total number of Members in good standing to be as of the date on which a vote is taken (subject to the operation of Section 2). The vote of the majority of those votes entitled to be cast by the Members in good standing present or voting by legitimate proxy, regardless of class, at a duly called meeting at which a quorum of Members are represented shall be sufficient for the transaction of any business, unless otherwise provided by law, the Certificate of Formation of the Association, these Bylaws or the Declaration.

**5.2. One Vote Per Lot.** A member shall be entitled to one vote for each lot owned by said member. When more than one person holds an interest in any lot, all such persons shall be members and shall have one vote for such lot which shall be exercisable as the owners of the lot may determine but in no event shall more than one vote be cast with respect to any lot.

**5.3. Voting in Person or by Proxy.** A member may vote either in person or by proxy executed in writing by the member or by said member's duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

**5.4. Elections of Directors.** In all elections of Directors each member shall be entitled to cumulate said member's vote and to give one candidate the number of votes equal to said member's vote multiplied by the number of Directors to be elected, or to distribute such votes among as many candidates as said member shall deem appropriate.

**Section 6. Quorum.** A quorum for any general or special meeting of the Association shall be the total of the number of members in attendance plus all proxies submitted to the Board. The vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

**Section 7. Special Meeting.** At a special meeting no business may be transacted except as specified in the notice of the meeting without the unanimous consent of all members present at the meeting.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**Section 1. General Powers.** The property, business and affairs of the Corporation shall be controlled and managed by its Board of Directors who may exercise all of its corporate powers.

**Section 2. Number, Qualifications and Tenure.** The Board of Directors of the Corporation shall be three (3) in number, with each Board member serving a 3-year term on a 3-year staggered term of service so that one (1) Director's term expires each year. At each annual meeting of the Members a new Director shall be elected to replace the Director whose term has expired and the new Director shall serve for a term of three (3) years. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors. A Director shall have such qualifications to serve as a Director as the Board of Directors shall determine. A Director shall hold office until the next annual meeting of the Members or until his or her successor shall have been duly elected and qualified, whichever first occurs.

**Section 3. Meetings.**

**3.1 Annual Meeting of Board of Directors.** An annual meeting of the Board of Directors shall be held each year immediately after the adjournment of the annual meeting of the members at such time and place as the Board of Directors shall determine.

**3.2 Regular Meetings of Board of Directors.** The regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall determine and the Board of Directors may from time to time by resolution change the time and place of its regular meetings.

**3.2 Special Meetings of Board of Directors.** Special meetings of the Board of Directors may be held at any time upon call of any Director of the Corporation.

**Section 4. Notice.** Notice of any special meeting shall be given at least five (5) days prior thereto in writing delivered personally or by certified mail, return receipt requested, to each Director. Notice to a Director may be waived by executing a written waiver thereof or by attendance at any meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 5. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, and the act of the majority of such quorum present at any such meeting shall be the act of the Board of Directors.

**Section 6. Compensation.** Directors shall not receive a salary for their services but by resolution of the Board of Directors may be allowed a fixed sum for expenses incurred in attending a meeting of the Board of Directors; provided however, nothing contained herein shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 7. Action by Consent.** Any action which is required to be or may be taken at a meeting of the Board of Directors may be taken without a meeting if consents in writing setting forth the action so taken are signed by all of the members of the Board of Directors. The consents shall have the same force and effect as a unanimous vote at a meeting duly held.

**Section 8. Telephone Meeting.** The members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting.

**Section 9. Emergency Powers.** The Board of Directors may enact special procedures necessary for managing the corporation during any declared state or federal disaster emergency, including but not limited to conducting business and meetings electronically or by U.S. Mail for the duration of the emergency.

**Section 10. Honorary Advisor of Directors Emeritus** The Board of Directors may, from time to time, choose one or more Members or non-Members to hold the position of Honorary Advisor of Directors Emeritus (Advisor) for as long as the Board deems it necessary to obtain their expertise in a specific area. The Advisor agrees to serve in their position at the discretion of the Board. The Advisor may attend Board meetings, serve on committees, make motions, contribute their expertise, submit documents for review, access HOA websites with the status of an elected Board Member, and participate in Board debates, but they may not vote on issues brought before the Board, and their presence at Board Meetings may not be used to fulfill a quorum. If the Advisor is a Member, they will retain all the rights and privileges of membership in the Shalimar Gardens Homeowner's Association. The Board may terminate the Advisor's assignment in writing at any time.

## ARTICLE V

### OFFICERS

**Section 1. Officers.** The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

**Section 2. Election and Term.** The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. An officer shall hold office until the next annual meeting of the Board of Directors or until his or her successor shall have been duly elected and qualified, whichever first occurs.

**Section 3. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4. Removal.** Any officer of the Corporation may be removed at any time by a vote of a majority of the entire Board of Directors, with or without cause.

**Section 5. Compensation.** The officers of the Corporation may receive such compensation as may be determined by the Board of Directors.

**Section 6. Bond.** The Board of Directors may by resolution require the officers and agents of the Corporation, or any of them, to give bond to the Corporation, in sufficient amount

and with sufficient surety, to secure the faithful performance of their duties, and to comply with such other conditions as the Board of Directors may from time to time require.

## ARTICLE VI

### DUTIES OF OFFICERS

**Section 1. President.** The President shall supervise and control the business, property and affairs of the Corporation subject to the authority of the Board of Directors and shall preside at all meetings of the Board of Directors and at all meetings of the membership. In the event the President is absent at any meeting of the membership the Vice-President shall preside at the meeting but in the event of the absence of the Vice-President the members may elect a chairman to preside at said meeting. The President shall execute corporate instruments authorized by the Board of Directors to be executed by him. He shall perform such other duties as may be prescribed by the Board of Directors from time to time and perform all duties incident to the office of President.

**Section 2. Vice-President.** The Vice-President shall perform the duties and exercise the powers delegated to him by the President or the Board of Directors of the Corporation. In absence of the President, the Vice-President shall perform the duties and exercise the powers of the President.

**Section 3. Secretary.** The Secretary shall be the custodian of the corporate records and corporate seal. The Secretary shall attend all meetings of the Board of Directors and shall record votes and keep minutes of such meetings in the corporate records book provided for that purpose. The Secretary shall give all notices in the manner required by the By-Laws of the Corporation or by the law, shall attest all official documents with the seal of the Corporation and perform such other duties as required by the Board of Directors or are incident to the office of Secretary. If the Secretary is absent from any meeting, the Board of Directors shall select any of their number to act as temporary Secretary.

**Section 4. Treasurer.** The treasurer shall have control and custody of the funds of the Corporation. The Treasurer shall keep and maintain accurate financial records of the Corporation and shall deposit all monies and valuable effects of the Corporation in the name of the Corporation in such depositories as the Board of Directors may designate, shall make disbursements of funds only upon order of the Board of Directors and shall obtain proper vouchers therefore and shall report to the Board of Directors and shall at all meetings concerning the financial condition of the Corporation and the performance of his duties as Treasurer. In general, the Treasurer shall perform all duties incident to the office of Treasurer and shall upon request of the Board of Directors, furnish a bond for the faithful performance of his or her duties in such amount and with such surety as they may require.

## **ARTICLE VII**

### **COMMITTEES**

The Board of Directors may by resolution appoint one or more committees to exercise the authority of the Board of Directors in the management of the Corporation but the delegation of authority to said committee shall not relieve the Board of Directors of any responsibility imposed upon them by law.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and terminate on December 31 of each year.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

The Corporation shall keep complete and accurate books and records of account and shall keep minutes of the proceedings of the members and of the Board of Directors and all books and records of the Corporation may be inspected for any proper purpose at any reasonable time by any member of the Corporation or by any member of the Board of Directors.

## **ARTICLE X**

### **CORPORATE FUNDS**

**Section 1. Checks and Drafts.** All checks and drafts and orders for the payment of monies, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

**Section 2. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may determine.

**Section 3. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or any special purpose of the Corporation.



**ARTICLE XI**

**SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and shall be in the following form:

(SEAL)



**ARTICLE XII**

**WAIVER OF NOTICE**

Whenever any notice is required to be given pursuant to these By-Laws, the Articles of Incorporation of the Corporation, or the Corporation laws of the State of Missouri, a written waiver thereof signed by the person or persons entitled thereto whether before or after the time stated therein, shall satisfy such requirements of notice.

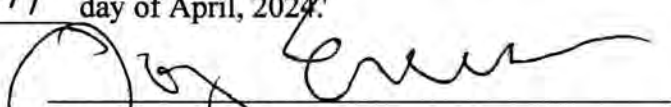
**ARTICLE XIII**

**AMENDMENTS TO BY-LAWS**

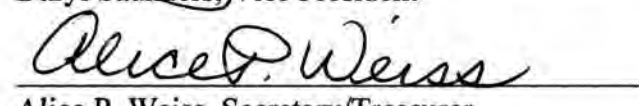
These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority vote of the Directors present at any meeting if at least five (5) days prior written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting and a copy of the proposed alteration, amendment or change to the By-laws is delivered with said notice to each Director.

IN WITNESS WHEREOF, we, the undersigned Directors of SHALIMAR GARDENS HOMEOWNERS' ASSOCIATION do hereby certify that the above and foregoing By-laws were duly adopted as the By-laws of the Corporation at a special meeting called for the purpose of considering said By-laws on the 6th day of April 2024, and that the same now constitute the By-laws of the Corporation.

Dated this 12th day of April, 2024.

  
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Doug Emerson, President

  
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Daryl Saunders, Vice President

  
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Alice P. Weiss, Secretary/Treasurer

(SEAL)

