

**BYLAWS OF
THE VILLAGES AT BARRINGTON DOWNS
SUBDIVISION**

Revised August 2010

A Missouri General Not-For-Profit Corporation

Article I

Name

The name of the Organization is the Homeowners Association of the Villages at Barrington Downs.

Article II

Purpose

The purposes of the Association shall be (i) those non-profit purposes stated in the Indentures of Trust dated February 11, 1988 recorded February 24, 1988 in Book 8274, Page 102 and the Sub-Indentures of Trust dated February 11, 1988 recorded on February 24, 1988 in Book 8274, Page 125 (the "Indentures"), as may be amended, including without limitation, administration and enforcement of all future amendments, modifications or restatements to such Indentures and (ii) to enhance Improve and protect the amenities and the financial well being of The Villages at Barrington Downs.

Article III

Membership

- A. The Association shall have members but shall issue no certificates or shares of stock. The members of the Association shall be those persons who are the owners of lots and/or living unit(s) in The Villages at Barrington Downs Subdivision ("Subdivision"). Any conveyance or change of ownership of a lot shall carry with it membership in the Association. No member shall have the right to assign, convey, pledge or otherwise alienate his membership in the Association except as incident to the ownership of a lot.

- B. Members are required to pay an assessment pursuant to the Association's Indentures.

- C. Members may present motions and vote on any matter brought up at any meeting of Members, including but not limited to, special members' meetings and the Annual Meeting. Members may vote on Amendments or Revisions to the Bylaws or Indentures. There is only one (1) vote per member lot and/or living unit on any matter.
- D. A Member cannot be expelled or denied voting rights.

ARTICLE IV

Offices

The principal office of the Association in the State of Missouri shall be located in the County of St. Louis. The Association may have such other offices within or without St. Louis County as may be appropriate from time to time.

The registered office of the Association required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

Article V

Officers

- A. ***Number and Election.*** The officers of the Association shall be a Chairman, Vice Chairman, Secretary and a Treasurer. All officers shall be elected initially at the first meeting of the Trustees and thereafter at the annual meeting of the Trustees by a majority of those Trustees present and said officers shall hold office for a term of one (1) year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. Term length of the office cannot exceed three (3) consecutive years.
- B. ***Chairman.*** The Chairman shall preside at all meetings of the Board, shall have the power to transact all of the usual, necessary and regular business of the Association as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds, other evidences of indebtedness, leases and all other documentation which may be required by the Association; and, in general, the Chairman shall perform all such duties of the office of Chairman and such other duties as may from time to time be prescribed by the Board.

- C. *Vice Chairman.* The Vice Chairman shall act as Chairman in the event of his/her absence with the same duties, responsibilities and limitations while acting as such.
- D. *Secretary.* The Secretary shall record and preserve the minutes of the meetings of the Board and all committees of the Board, shall cause notices of all meetings of the Board to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board or by the Chairman. Minutes should be distributed and/or provided 48 hours prior to a Board of Trustee(s) meeting.
- E. *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds of the Association, shall deposit such funds in the manner provided and shall make required monthly financial reports to the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial condition and transactions of the Association, that reports of such matters are presented promptly to the Board, that all expenditures are presented promptly to the Board, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board or the Chairman may from time to time determine.
- F. *Resignation by a Trustee of the Board.* Any Trustee may resign at any time by giving written notice to the Trustees and such resignation shall take effect on the specified date. No acceptance of a resignation shall be necessary to make it effective.

Article VI

Meetings

- A. *Trustees: Regular Meetings.* There shall be a regular meeting of the Board of Trustees held on the fourth Tuesday of each month at 7:00 P.M., unless otherwise directed by the Board. Publication of dates and times of regular meetings in the Association newsletter and website shall be deemed official notification. The Trustees at these meetings shall not allow absentee or proxy voting.
- B. *Trustees: Special Meeting.* At the request of a minimum of three (3) Trustees, a Special Meeting may be called. The Secretary shall be notified of the request. The Secretary will then notify all Trustees of the meeting,

including date, time, and location. Forty-eight (48) hours notice of a Special Meeting is required. The only item(s) on the agenda at the Special Meeting shall be the item(s) that necessitated the meeting. Minutes of this meeting will be taken in the same manner as a Regular Meeting.

- C. *Parliamentary Procedures.* Roberts Rules of Order shall be the parliamentary guide for conducting all meetings.
- D. *Special Rules Governing Meetings.* A quorum of 50% of the currently active Trustees must be present to hold any meeting.
- E. *Member: Annual Meeting of Homeowners.*
 1. An Annual meeting of the Members will be held in May of each year.
 2. An Annual Meeting shall require a quorum of the Members which shall constitute five percent (5.0%) of Members as herein defined at the time of the Meeting. Registration of Members will be the duty of Board Secretary on the day of the meeting.
 3. Members may vote via proxy at the Annual Meeting.
 4. Notice of the Annual Meeting will be mailed out sixty (60) days prior to the Annual Meeting. Any motions to be presented by Members must be presented to the Board Secretary at least forty-five (45) days prior to the Annual Meeting. Motions that are not on the Agenda will not be allowed unless 33 1/3% of Homeowners are present or represented by proxy at the meeting. The Meeting Agenda will be available ten (10) days prior to the meeting.
 5. Review of all financial and reserve(s) matters will be provided for distribution to all Members. All Committees shall give status reports regarding their activity from the previous twelve (12) months.
 6. The Board Chairman shall preside.
 7. The Trustees will approve at a regular Board of Trustees meeting, prior to the annual meeting, formation of an Election Committee. The committee will consist of 3 to 5 members of the HOA. The duties/responsibilities of the committee will be to run the election

voting process, to include proxy count and ballot distribution. The committee will work independently, with oversight from the Board Secretary. A Property Management Company, if available, will provide materials for election. Otherwise, the Election Committee will provide such materials.

8. The Trustees will approve at regular Board of Trustees meeting, prior to the annual meeting, formation of a Certification Committee. The committee will consist of 3 to 5 members of the HOA. The duties/responsibilities of the committee will include counting votes cast at the Annual Meeting for matters that are voted on, including election of Trustees, certifying proxies and member credentials, determining quorum, announcing results, and filing a certification letter with the Board Secretary.

Article VII

The Board of Trustees

- A. **Duties and Powers.** The duties, powers and limitations of the Board of Trustees shall be as stated and defined in the Trust Indentures.

The Homeowners Association of the Villages at Barrington Downs, having a duly elected Board of Trustees as provided for in the Indentures and Sub-Indentures, is an administrative body and in addition, those duties and powers as set forth in the Trust Indentures shall be following:

1. All rules, regulations and policy are developed and put into effect for the general good of the community by the Board of Trustees as an administrative body of the Members.
2. The Trustees, at their discretion, may delegate enforcement of the various rules and regulations.
3. Each Trustee shall schedule and hold an annual meeting with members of their respective village.

- B. **Qualifications.** The qualification for being a Trustee shall be as set forth in the Indentures. Each Trustee shall be in good standing having paid all assessments, fines, interest and penalties by the date of any election, event and during any term in office.

- C. **Selection of Trustees.** Selection of members to the Board of Trustees shall be in accordance with the Indentures. Members who wish to have their name(s) placed on the ballot must do so thirty (30) days prior to any election. Proxy forms may be used for any election. Forms shall be available in the clubhouse office during normal hours. Proxy(ies) shall be obtained by Member seeking same, and shall be signed and given to clubhouse staff for delivery at the election.
- D. **Removal of Trustee.** Removal by the Board of Trustees shall occur upon a Trustee refusal to act which includes but is not limited to the following:
1. The non-attendance at three (3) consecutive regularly scheduled meetings. Board Secretary should notify Trustee after two (2) consecutive absences that the next absence may result in removal.
 2. Primary means of earning a living detracts from being able to adequately fulfill the responsibilities of office.

Process:

- A. Upon determination by the Board of Trustees, a notice of refusal to act shall be sent via registered mail to the Trustee in question.
- B. This refusal to act notification shall contain specific reason or reasons for the action.
- C. The Trustee in question shall have the right to present to the full Board any and all rebuttals to the action.
- D. After hearing such rebuttals presented, the Board by a two-thirds (2/3) vote, may remove the Trustee in question and appoint the successor as provided in Article IV paragraph 4 of the Trust Sub-Indentures.

Pursuant to the Trust and Sub-Indentures, homeowner Trustees shall have the power to appoint the successor Trustee by duly recorded instrument.

Article VIII

Removal of Trustees by Members

If at least one-third (1/3) of the Members of a Village determine that performance of their elected Trustee is less than desirable, those Members may initiate a recall election in the following manner:

- A. A petition requesting a recall election must be presented to the Board of Trustees with the signatures, addresses, and phone numbers of those Members for certification purposes as Members.
- B. The petition must contain the reason(s) for requesting such recall. The Board of Trustees must exercise the recall.
- C. Such petition must be signed by at least one third (1/3) of Members, in that Village.
- D. After certification of said petition by the Secretary, the Secretary shall present such certification to the Board of Trustees within fourteen (14) days. The recall election shall be held within thirty (30) days of such certification.
- E. The Board shall then notify, in writing, the Members of the Village subject to the recall election not less than ten (10) days prior to said recall election.
- F. A special committee consisting of not less than and not more than 3 to 5 Trustees, appointed by a majority of the Board will conduct the recall vote.
- G. The total votes needed to effect a recall shall be two-thirds of the total eligible Members in that Village.
- H. The Board of Trustees shall, upon notification by said committee of a positive vote of recall, notify said recalled Trustee of his/her removal and pursuant to the Indentures, appoint a successor to fulfill the remaining term.

Article IX
Committees

- A. **Standing Committees.** There shall be standing committees consisting of Members. These committees shall be:
 - 1. Architectural Control (ACC)
 - 2. Clubhouse
 - 3. Common Ground
 - 4. Finance/Audit Committee
 - 5. Recreational Facilities

6. Communications

B. Duties of the Standing Committees.

1. Architectural Control Committee. Review and recommend for approval plans and specifications required by the Indentures, in accordance with the Architectural and Environmental Control Article of the Indentures and the Architectural Review and Design Policies, as approved by the Board of Trustees and perform other tasks as directed by the Board of Trustees.
2. Clubhouse Committee. Provide recommendations to the Board regarding safety, preservation, protection, maintenance and enhancement of the Clubhouse. Provide oversight of or contractor services for maintaining, repairing, or enhancing the Clubhouse. Recommend rules for use of Clubhouse by residents to the Board. Provide short and long term financial plans to the Finance Committee with regard to expenditures related to the Clubhouse. Perform other tasks as directed by the Board of Trustees.
4. Common Ground Committee. Provide recommendations to the Board regarding preservation, protection, maintenance and enhancement of the Association's Common Grounds areas, as provided in the sub-indentures. Make recommendations to the Board of Trustees regarding appropriate sections of the sub-indentures with regard to the Common areas and delivery of services by vendors. Provide short and long term financial plans to Finance Committee with regard to expenditures related to Common Grounds. Perform other tasks as directed by the Board of Trustees.
5. Finance/Audit Committee. Provide recommendations to the Board regarding the maintenance of the Association's financial health, preservation of funds, expenditures, and assessments and acquisition of funds. Recommend short and long term financial plans to the Board. Perform or oversee reserve analysis. Recommend and implement financial control and distribution procedures to the Board. Ensure financial filings, such as income taxes, are made on time. Provide oversight of Association Assessments, provide recommendations, and implement appropriate sections of the sub-indentures according to the discretion of the Board of Trustees. Provide recommendations

regarding Audits, financial analysis, and accounting procedures to the Board. Perform other tasks as directed by the Board of Trustees.

6. *Recreational Facilities Committee.* Provide recommendations to the Board regarding safety, preservation, protection, maintenance and enhancement of recreational facilities that belong to the Association, such as swimming\wading pools, playgrounds, tennis courts, basketball courts, volleyball court, fitness area, pool table, tennis table, and management of lifeguard services contractor. Recommend rules for use of recreational facilities by residents to the Board. Provide short and long term financial plans to Finance Committee with regard to expenditures related to Recreational Facilities. Perform other tasks as directed by the Board of Trustees.
7. *Communications Committee.* Solicit input to edit, publish and distribute the Derby News Newsletter, with approval by the Board of Trustees. Maintain Association web site content, with approval of the Board. Create other forms of official communication, as directed by the Board. Provide short and long term financial plans to Finance Committee with regard to expenditures related to Communications. Perform other tasks as directed by the Board of Trustees.

C. *Committee Membership.*

There shall be a minimum of three (3) members appointed to each standing committee. The Chairman of the Board of Trustees shall nominate the committee chairmen, with approval by a majority vote of the Trustees present at a regular or annual meeting. A Committee member must be a Member in good standing, as defined herein. The Board of Trustees at a regular or annual meeting shall approve committee member appointments, normally when the Officers of the Board of Trustees are elected. The term of office for each committee member shall be one (1) year, or until a successor is appointed. A committee secretary is optional, and shall be elected by the committee members. If there is no Secretary, the committee Chairman is responsible for keeping a record of the minutes of each committee meeting. Minutes of each meeting shall be submitted to the Secretary of the Board of Trustees, and shall consist of its recommendations to the Board. Committee Chairmen are responsible for delivering minutes to the Secretary of the Board within forty-five (45) days of each committee meeting.

D. *Ex-Officio Committee Members.*

The Chairman of the Board of Trustees shall be an ex-officio member of all standing Committees. The Treasurer shall be an ex-officio member of the Finance Committee. Ex-officio members have full rights and privileges of appointed members, but their presence at committee meetings shall not be considered for quorum requirements. The presence of ex-officio members at committee meetings is optional.

E. *Meeting Times and Places, Quorum Requirements and Notification.*

Committee Members shall choose the time and place of each meeting, as necessary, to meet the obligations of the tasks which have been charged to the respective committees. A Quorum of a standing committee shall consist of a majority of currently active approved committee members. All Members of respective committees shall be notified of meeting times and places within ten (10) days of a regular meeting. Should a special committee meeting be needed, the Chairman or Chairman's designee of that committee shall notify the Board of Trustees and all Members of the respective committee of the time and place of the special meeting within forty-eight (48) hours of its occurrence.

F. *Parliamentary Rules of Committee.*

The latest edition of Robert's Rules of Order Newly Revised (RONR) shall be the Parliamentary Authority for conducting committee meetings. The Chairman of each committee shall strive to operate under less formal rules than the Board of Trustees. Committee meetings shall have an open session at the beginning of each meeting at which all Association Members can attend. During actual deliberations of the committee, only committee members have the right to be present.

G. *Additional Standing Committees, Special Committees.*

The Board of Trustees may occasionally form special committees or additional standing committees. Special committees shall have a minimum of two (2) members. Committee membership shall be determined as in paragraph C of this Article. Special committees' existence shall terminate upon completion of their assigned tasks.

H. *Committee Attendance Requirements.*

The Committee Chairman should notify any member after two (2) consecutive absences that the next absence may result in removal. If a committee member is absent from three (3) consecutive regularly scheduled meetings, the Committee Chairman shall notify the Secretary of the Board of Trustees for possible removal of the member from that committee.

Article X

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all matters in which they are applicable and in which they are not inconsistent with the Indentures, these Bylaws, and any State, Federal, and Local Laws or special rules of order the Association may adopt.

Article XI

Amendment of Bylaws

Trustees:

The Bylaws may be amended by a majority vote of Trustees present at a Trustees meeting, provided that previous notice of the Bylaws amendment is given at the Trustees meeting previous to the meeting at which the amendment is adopted.

Quorum requirements, as specified in these Bylaws for Trustees meeting, must be met.

Homeowners:

The Bylaws may also be amended by a majority vote of Homeowners present at a meeting of Homeowners, provided that not less than ten (10) days notice of the Bylaws amendment is given to all members prior to the meeting. Trustees shall not further amend Bylaws amendments as adopted by Homeowners at a Homeowners meeting.

Quorum requirements, as specified in these Bylaws must be met.

Bylaws amendments shall not conflict with nor shall they be contrary to the Indentures or Missouri Law.