



COLEMAN HIGHLANDS

COLEMAN HIGHLANDS, INC. BYLAWS

Article I Name

Section 1. The name of this association is "Coleman Highlands."

Article II. Objectives

Section 1. The objectives of this Association shall be to protect and promote the best interests of the residents of the neighborhood described below: to promote and strive for the improvement of all public facilities and services within this neighborhood; to protect against violation of regular and special zoning ordinances and regulations that govern the use and occupancy of property in this neighborhood; to promote and encourage better community and civic spirit and to foster good will and friendship among all neighborhood residents; and to cooperate with county and city officials and with other civic and public organizations for the general welfare of the entire community of Kansas City, Missouri.

Article III. Neighborhood Boundaries

Section 1. The neighborhood covered by the activities of this Association is that part of Coleman Highlands Addition, City of Kansas City, Missouri, described in Special Ordinance No. 28961 of the City of Kansas City, Missouri, and all of its substitute and successor ordinances. The area includes the property bounded on the east by Summit Street, on the south by 35th Street, on the west by a line drawn along the east side of Holly Street except for the lots which are not included in these ordinances, and on the north by 31st Street, except for the lots which are not included in these ordinances.

Article IV. Membership

Section 1. Membership shall be limited to property owners in Coleman Highlands Addition of Kansas City, Missouri, as described above.

Section 2. Membership ends when a member dies, resigns, or becomes ineligible for membership, and membership cannot be transferred to any other person or entity.



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Section 3. Every member shall be entitled to all the membership privileges in this Association including the right to receive all notices required by these Bylaws and the right to vote. All notices required under these Bylaws may be given in person, by telephone, in writing or by electronic communication. Failure to give proper notice shall not affect the validity of otherwise proper actions of the Board or the association.

Section 4. A person eligible for membership is not a member of this Association unless dues for the member's property have been paid in full for the current year.

Section 5. The owner(s) of record of each tract, parcel or property, shall have a total of two votes. If a property is owned by more than two persons, then the vote may be split in equal fractions according to the number of record owners. No person or entity shall be entitled to more than two votes, regardless of the number of parcels owned. Owners may vote in person or by proxy. An owner may give a proxy to a tenant.

Article V. Dues

Section 1. The annual dues of this Association shall be fifty dollars per year per tract or lot or parcel. Owners of more than one tract or lot or parcel shall not be required to pay additional dues.

Section 2. The fiscal year of this Association shall begin on the first day of January, and end on the last day of December.

Section 3. All money received for dues will be credited for the year in which paid, except at the donor's written request.

Article VI. Meetings

Section 1. The Association as a whole shall meet in June, October, and February. Directors will be elected in October, when the annual business meeting will be held. Notice of these meetings shall be given to each member at least 5 days before the date of the meeting.

Section 2. Special meetings of the Association may be called by the president at any time, and shall be called at the request of five directors or 10 members of the Association.



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Notice of special meetings shall be given to each member at least five days before the date of the meeting. The notice shall state the purpose of the meeting.

Section 3. A quorum at all meetings of the Association shall consist of the members who are present. Voting shall be by a plurality of the votes cast in person or by proxy, unless otherwise provided by these bylaws. Proxies shall be in writing signed by the member and shall be filed with the secretary before or at the time of the meeting.

Section 4. All meetings of the Association and its Board of Directors shall be governed by Robert's Rules of Order, except when those rules are inconsistent with these bylaws.

Section 5. Bylaws.

The bylaws of this Association may be amended by majority vote at the annual meeting or at any special meeting, provided that the notice of any such meeting contains a summary of the proposed amendment or amendments.

Section 6. All meetings of the Association and its Board of Directors shall be open to all members of the Association.

Article VII. Directors

Section 1. The affairs and business of this Association shall be managed by a board of directors, who shall be elected at the annual business meeting by plurality vote. Directors serve a term of three years. The number of directors shall be no more than 15. In the event of unfilled positions, the existing board shall conduct business and votes shall be governed by Robert's Rules of Order, except when those rules are inconsistent with these Bylaws.

Section 2. The board of directors shall meet to elect officers by plurality vote either immediately after, and at the same place as, the annual business meeting of the Association, or at the regular October meeting of the board. Beginning in June of 1993, all directors shall serve until October of the year their terms expire.

Section 3. The directors shall meet on the third Wednesday of every month except August and December. Special meetings of the board of directors may be called by the president or by any five directors. Monthly meetings may be cancelled by majority vote.



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Section 4. A quorum of the board of directors shall consist of one-third of the directors currently serving, including at least two officers.

Section 5. If a director dies, resigns, is disqualified, or becomes ineligible for membership, the remaining directors shall elect a successor by plurality vote at the next board meeting. Notice of the vacancy shall be given to all members of the Association at least 5 days before the date on which the election is scheduled. The new director shall serve for the unexpired term of the predecessor director.

Section 6. Disqualification.

A director who has missed three consecutive board meetings shall be disqualified upon majority vote of the board at any regular or special meeting. The board may, by majority vote, disqualify anyone who is ineligible for membership in the Association, who has missed three board meetings, or who has failed to fulfill his or her responsibilities as a director of this Association.

Article VIII. Officers

Section 1. The Association shall have four officers: president, vice-president, secretary, and treasurer. Officers shall serve without pay, but will be entitled to reimbursement of expenses incurred on behalf of the Association upon approval by the board of directors.

Section 2. If the president dies, resigns, is disqualified, or becomes ineligible for membership, then the vice-president shall assume the duties of the office for the remaining term. However, if the vice-president fails to assume those duties, then the board shall elect a new president by majority vote at a special meeting called for that purpose.

Section 3. If any officer except president dies, resigns, is disqualified, or becomes ineligible for membership, the vacancy shall be filled by a majority vote of the board members present at a special meeting of the board called for that purpose. An officer may resign in person at any meeting of the Board or Association, or by sending a signed statement to the President. A resignation given at such a meeting will be effective immediately. A written resignation will be effective when received by the President.

Section 4. The president shall preside at all meetings of the Association and the board of directors. He or she shall supervise the affairs of the Association and perform all duties assigned by the board of directors. He or she shall serve as an *ex officio* member of all



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committees, and shall submit a general report of the affairs of the Association at the annual meeting.

Section 5. In the president's absence or inability to act, the vice-president shall perform the duties of the president. The vice-president shall perform such other functions as the board of directors may assign.

Section 6. The secretary is the recording officer of the Association and the custodian of its records, except for those records specifically assigned to others. The secretary shall attend all meetings of the Association and the board of directors, and shall take minutes of those meetings. The secretary shall maintain a roll of the members and shall call the roll when required. The secretary shall notify officers and committees of their appointment. The secretary shall send out all required notices and conduct the correspondence of the Association except as otherwise provided.

Section 7. The treasurer is the custodian of all funds, property, and financial records of the Association. The treasurer shall collect the membership dues and deposit them in the name of the Association in a bank designated by the board of directors. The president and the treasurer shall be co-signers of the account. Funds shall be disbursed only by order of the board of directors. Every month the treasurer shall report the names and addresses of all members from whom dues have been received, and shall itemize the income received and expenses paid. Bills and requests for reimbursement, which must be itemized, shall be presented to the board for approval.

Section 8. Committees.

Committees shall be designated and appointed by the president as may be required. Each committee shall elect a chairperson who shall preside over all meetings of the committee. The committee shall call meetings of its members when necessary and shall keep a record of the minutes of each meeting.

Article IX. Expenditure of Funds

Section 1. Approval Required.

No expenditure shall be made from funds of the Association or from an outside contributor on behalf of the Association without prior approval of the board of directors.



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Section 2. Prohibition Against Sharing in Association Earnings.

No director, officer or member of the Association or any other private person or entity shall receive at any time any of the net earnings or profit from the operations of the Association. This shall not prevent the payment to any person or entity of reasonable compensation, as fixed by the board of directors, for services provided to or for the Association in carrying out any of its purposes. No person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Upon dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association which remain in the control of the board of directors after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as are fixed by the board of directors or by a court of competent jurisdiction upon application of the board of directors, exclusively for charitable, religious, scientific, literary, or educational purposes to an organization or organizations which would then qualify under §501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they later may be amended.

Article X. Finance

Section 1. The Association may raise money by legal means such as the collection of dues and voluntary contributions, and through special fund-raising functions. All money received by or for the Association must be given to the Treasurer for deposit and recording.

Section 2. Investments

The Association shall have the right to retain all or any part of any securities or property acquired by it in any manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, without being restricted to the class of investments which a trustee is or later may be permitted by law to make, or any similar restrictions, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under §503 or §504 of the Internal Revenue Code and its regulations as they exist or later may be amended.

Article XI. Prohibited Activities

Despite any other provision of these Bylaws, no director, officer, or member of this Association shall take any action or carry on any activity by or on behalf of the Association which is not permitted to be taken or carried on by an organization exempt under §501(c)3 of the Internal



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Revenue Code and its regulations as they exist or later may be amended, or by any organization to which contributions are deductible under §170(c)2 of the Internal Revenue Code and its regulations as they exist or later may be amended.

Article XII. Seal

The seal of the Association shall contain the name of the Association and the words, "Missouri Corporate Seal," in circular form.