

September 17, 2017

BY-LAWS

RAINTREE PLANTATION PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE I**

**NAME:** The name of this Association shall be “Raintree Plantation Property Owners Association, Inc.” hereafter “Association” and it shall be incorporated under the “General Not For Profit Corporation Act” of the State of Missouri.

**ARTICLE II**

**Membership**

Section 1: Membership: All owners of a fee interest in “Raintree Plantation” shall upon becoming record owners of such fee interest become a member of the Association.

Section 2: Voting Rights: In all matters calling for a vote of the membership, a member shall be entitled to only one collective vote irrespective of the number of lots held by the member. If a lot is held jointly only one vote may be cast by the joint members. To vote, a member must be in good standing as of 30 days before the date for the election. “Good Standing” shall mean the member is current in all P.O.A. assessments.

Section 3: Nominations for Directors: At least sixty (60) days prior to the annual meeting of the membership, the President shall cause to be published in the newsletter mailed to the membership a solicitation for the purposes of placing into nomination the names of those members desiring to fill vacancies on the Board for the upcoming Annual election. The solicitation for nominations shall state the anticipated vacancies to be filled, the terms for which those persons will serve and the closing date of the nominations. The nominations shall be in writing and either delivered or mailed to the Raintree offices to the attention of the Board Secretary. Nominations shall remain open for a period of thirty days after the newsletter mailing date or a date fixed by the Board of Directors, whichever is greater at which time all nominations shall be closed. Any member in good standing may be placed in nomination as long as they do not have a dwelling co-habitant or family member (including spouses, children, step-children, parents, siblings, uncles/aunts, nieces/nephews, cousins, grandparents, and grandchildren) who is already on the Board of Directors or is an employee of the Raintree Property Owners Association. “Good Standing” shall mean the member is current in all P.O.A. assessments when nominations are closed. Thereafter, there shall be published with the notice of the annual meeting a list of the nominated candidates for the election allowing each of those candidates the opportunity to express themselves in seventy-five (75) words or less. No other nominations shall be received from the membership body at the annual meeting nor shall any “write-in” candidate voting or the like be allowed.

**ARTICLE III**

**Membership Meetings**

Section 1: Annual Meeting: The annual meeting shall be held the third weekend in September of each year and shall be for the purpose of electing directors, receiving reports of officers and committees and for any other business that may come before the meeting. The time and place of the annual meeting shall be designated by resolution of the Board of Directors.

Section 2: Special meetings of the membership may be called by the President, or Board of Directors, or as provided in Section 5 [Special Meeting] by the members. Notice shall be mailed by the secretary to each member at least ten (10) days in advance of such special meeting. Receipt of such notice by each member of the Association shall not be a condition precedent to the conduct of a valid special membership meeting.

Section 3: To establish the qualified membership for notice of a meeting, voting at the meeting and exercising any rights respecting any other lawful action, there shall be a record date for membership. The record date shall be July 1<sup>st</sup> of each year for the annual meeting. For special meetings, 30 days before the presentment date of delivery to a corporate officer (see Section 5), or if called by the President or Board of Directors 45 days before the meeting date of the Board of Directors at which the Board of Directors approves the special meeting. Receipt of this written notice shall not be a condition precedent to the conduct of a valid special meeting.

Section 4: Notice - Raintree Plantation Property Owners Association, Inc. shall give notice consistent with these bylaws of meetings of members in a fair and reasonable manner.

Notice is fair and reasonable if Raintree Plantation Property Owners Association, Inc. (1) notifies its members of the place, date and time of each annual and special meeting of members no fewer than ten, or if notice is mailed by other than first-class or registered mail, thirty, nor more than sixty days before the meeting date; (2) Notice of an annual or regular meeting includes a description of any matter or matters which must be approved by the members; and (3) Notice of a special meeting includes a description of the matter or matters for which the meeting is called.

If an annual or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed, notice of the adjourned meeting must be given under this section to the members of record as of the new record date.

When giving notice of an annual or special meeting of members, Raintree Plantation Property Owners Association, Inc. shall give notice of a matter members intend to raise at the meeting if requested in writing to do so by persons entitled to call a special meeting, and the request is received by the secretary or president of the corporation at least ten days before the corporation gives notice of the meeting.

Section 5: Special Meeting - Raintree Plantation Property Owners Association, Inc. shall hold a special meeting of members 1) on the call of its board or 2) when the required amount of qualified members sign, date, and deliver to any corporate officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

To determine the number of qualified signing members necessary for the demand, (before submission to the Board), it must at least be the equivalent of 250 collective votes as provided in the By-Laws, Covenants and Restrictions of Raintree. This shall be determined by a formula as follows: for each lot or collection of lots with one vote, there shall be one qualified signature for that lot or lots, until at least the equivalent number of signatures of 250 qualified votes is reached. Additional, multiple signatures for the same lot or lots shall not be counted in the 250 qualified vote signature total.

The close of business on the thirtieth day before delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether the qualified signature requirement of this section has been met.

If a notice for a special meeting demanded by qualified members is not given within thirty days after the date the written demand or demands, and cost deposit are delivered to a corporate officer, regardless of the

requirements of paragraph 4 of this section, a person signing the demand or demands may set the time and place of the meeting and give notice as provided in these bylaws.

A special meeting of members shall be held in Jefferson County, Missouri at the place stated in or fixed in accordance with the bylaws.

Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Section 6: Quorum: A quorum for the transaction of business at any meeting shall consist of at least one of the directors and those members who assemble at the time and place of the meeting, but no business may be transacted by fewer than 15 members, or without a director present.

Section 7: Voting procedure: All votes must be cast in person. If lots are held by a legal entity, the representative of the entity may cast its votes. In addition to exercising their voting rights at membership meetings, qualified members may exercise their voting rights for ten (10) days prior to any membership meeting during regular office hours at the Raintree Plantation Property Owners Association, Inc. Office.

## **ARTICLE IV**

### **Directors**

Section 1: The affairs of the Association shall be managed by a Board of Directors of nine (9) members.

Section 2: The Board of Directors shall be elected from the membership. Before being seated as a Board member, all Board of Directors elected as of the 2012 annual meeting must sign a conflict of interest statement in such form as approved by the Board of Directors. Directors shall serve a term of three (3) years. Directors, their dwelling co-habitants, and their family members (including spouses, children, step-children, parents, siblings, uncles/aunts, nieces/nephews, cousins, grandparents, and grandchildren) cannot be employees of the Raintree Plantation Property Owners Association, Inc. while the Director is serving on the Board of Directors. Also, two of said dwelling co-habitants or family members may not serve on the Board of Directors at the same time. Directors shall serve until their successor shall be elected, subject to vacancy provisions contained elsewhere in this Article.

At the annual election for directors, the person receiving the most votes shall be elected for the longest available term, the person receiving the next highest votes shall be elected for the next longest available term and so on, until all of the open positions are filled.

In the event that after the election of Board members at the annual meeting a Director's position still remains unfilled, then in that event the position shall be filled by the provisions in Section 4.

Section 3: The Board of Directors shall declare vacant the office of any director who is absent from three (3) consecutive meetings without valid excuse or who falls more than thirty (30) days delinquent in assessment payments.

Section 4: Any vacancy occurring in the Board by resignation, disability, death, or otherwise shall be filled by a majority vote of the remaining Directors. A director elected by the Board to fill a vacancy shall serve until the next annual meeting, at which time the general membership shall elect a director to complete the remaining term of the vacant directorship.

Section 5: A regular or annual Directors meeting shall be held without other notice than these By-Laws, immediately after the annual membership meeting. A monthly Board of Directors meeting shall be held at a

place to be designated by resolution of the Board of Directors. No notice to the Board of Directors of the monthly meeting shall be required.

Section 6: Special meetings of the Board of Directors may be called by the President or by not less than three (3) directors. Written notice of the time and place of a special meeting shall be given not less than 24 hours prior to the meeting. The time and place of the special meeting shall be arranged so far as possible to facilitate the attendance of all directors. Attendance of a director at a special meeting shall waive the above notice requirement.

Section 7: Quorum: A majority of the Board of Directors shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by these By-Laws. Any special issue (defined as; granting of variances; resolving architectural committee disputes, approving changes in rules, regulations, By-Laws or Restrictions; shall require approval of at least five (5) Directors present and voting.

Section 8: The Board of Directors by resolution adopted by a majority of the directors in office, may designate one or more Committees each of which shall consist of two or more directors, which Committees to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Association. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Such committees not exercising the authority of the Board of Directors may consist of such directors and/or members of the Association that the Board of Directors shall appoint.

Section 9: The By-Laws of Raintree Plantation Property Owners Association, Inc. shall be amended to remove Section 9, Article IV concerning the requirement of limiting terms of members of the Board.

Section 10: The Board of Directors shall as the first item of business of each annual directors meeting elect a President, Vice-President, Secretary, and Treasurer. The President shall preside at all meetings of the Board of Directors and the Vice-President shall preside at the Board of Directors meetings when the President is absent.

## ARTICLE V

### Report of Meeting

Minutes of all membership meetings and all meetings of the Board of Directors shall be posted in at least one (1) public place within Raintree so as to be available to all members of the Association. The Board of directors shall designate the place of posting.

## ARTICLE VI

### Officers

Section 1: The officers of the Association shall consist of President, Vice-President, Secretary, and Treasurer and shall be elected from the members of the Board of Directors. Officers shall be elected by the Board of Directors at the Annual Board of Directors meeting, and each officer shall serve for one year or until his successor has been elected. Officers shall be eligible to succeed themselves at the discretion of the Board of Directors.

Section 2: The Board of Directors may appoint such assistant officers from the membership as may be necessary to accomplish the purposes of the Association.

Section 3: Any officer elected or appointed may be removed by a majority vote of the persons authorized to elect or appoint such officer whenever in their judgment the best interest of the Association would be served thereby.

Section 4: **PRESIDENT:** The president shall be the principal executive officer of the Association and shall in general, supervise and control all the business and affairs of the Association. He shall preside at all meetings of the members. He may sign, with the Secretary or Treasurer or any other proper officer thereto authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other office or agent of the Association or shall be required by law to be otherwise signed or executed and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He shall attend all Board of Directors meetings.

Section 5: **VICE-PRESIDENT:** In the absence of the president or in the event of his inability or refusal to act, the Vice-president shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President may sign, with the Secretary or an Assistant Secretary, or with the Treasurer such instruments which the Board of Directors may authorize to be executed, and shall perform all duties incident to the office of Vice-President and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6: **TREASURER:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws. Also in general to perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7: **SECRETARY:** The secretary shall keep the minutes of the Association of the Board of Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these By-Laws or as required by law; be custodian of the Association records and of the seal of the Association and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8: **VACANCY:** A vacancy in any office caused by death, resignation, removal, or otherwise, may be filled by the Board of Directors to serve until the next annual election.

Section 9: **BOND:** The Board of Directors may by resolution require the officers and agents of the Association to give bond to the Association in sufficient amount and with sufficient securities 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 VII

### Contracts, Loans, Checks, and Deposits

Section 1: **CONTRACTS:** The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association,

and such authority may be general or confined to specific instances. All contracts must adhere to the purchasing procedures as set forth by the Board of Directors.

Section 2: **LOANS:** No loans shall be contracted on behalf of the Association and no evidences of indebtedness of the Association shall be issued in the Association's name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3: **CHECKS, DRAFTS, ETC.:** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer, or the Treasurer's designee, and one additional officer. In the event a party refuses to sign the instrument, the issue of the payment shall be presented to the full Board for resolution to affirm the payment, after which any two officers voting in favor of the payment may sign the payment.

Section 4: **DEPOSITS:** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Treasurer or Board of Directors may select.

Section 5: **INFRASTRUCTURE CRISIS FUND:**

- a. Annually, money is to be set aside into a separate account called the Infrastructure Crisis Fund (ICF). This money is designated for strictly major unanticipated infrastructure and equipment expenses. (Examples include: Government Mandates, Major Dam Issues, Major Road Issues, Major Building Damage, and Major Equipment Damage.)
- b. The amount of money to be set aside into the ICF account will be a minimum of 5% of the previous year's assessment income.
- c. The ICF account will continue to grow until it reaches the maximum allowable limit. The maximum allowable limit will be 1.5 times the previous year's expenses. Further contributions will only be required to reach or maintain this separate account at 1.5 times the previous year's expenses.
- d. Funds from this Infrastructure Crisis Fund (ICF) can only be spent with the approval of eight out of nine Board Member votes at a meeting of the Board.
- e. The ICF funds cannot be used to purchase real estate or cover general expenses.

**ARTICLE VIII**

**Enforcement of Restriction and Regulations**

The Board of Directors shall have the authority to enforce the Covenants and Restrictions applying to Raintree Plantation. No member of the Board of Directors, in his or her official capacity, shall take, or fail to take, actions adverse to the directives voted upon and authorized by the members of the Raintree Plantation Property Owners Association, Inc. The Board of Directors of the Association shall have the power and authority to make and publish rules and regulations governing the use of any or all facilities of any type owned commonly by the lot owners. The Board of Directors shall establish a procedure for the receipt of information relating to violations of the Covenants and Restrictions and any violation of the rules and regulations. The Board of Directors shall establish a hearing procedure for the information to be brought to attention of the alleged violator. This hearing procedure shall include a provision for due notices to the alleged violator and the other residents of Raintree Plantation.

**ARTICLE IX**

**Fiscal Year**

The fiscal year of the Association shall be for such period of twelve (12) months as the Board of Directors shall designate by resolution.

**ARTICLE X**

**Seal**

The seal of the Association shall have inscribed thereon the name of the Association and shall be in such form as shall from time to time be adopted by the Board of Directors.

**ARTICLE XI**

**Acceptance of Grantor's Responsibility**

The Board of Directors of the Association shall, if they deem it in the best interest of the Association and members of the Association accept any grant or assignment of grantor's rights and obligations under the Covenants and Restrictions applicable to the subdivision covered by the Association. Such acceptance shall be evidenced by resolution of the Board of Directors though the officers of the Association shall exercise such rights and fulfill such obligation for the best interest of the subdivisions and members of the Association.

**ARTICLE XII**

**Compensation**

No compensation shall be paid to the Board of Directors or to the officers of the Association for their services rendered to the Association as an officer or director.

**ARTICLE XIII**

**Parliamentary Authority**

The rules contained in Roberts Rules of Order Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with those By-Laws or the Statutes of the State of Missouri. Further, the provision of the "Missouri Sunshine Law", Missouri Statutes, Chapter 610.010-610.035 RSMo as amended are incorporated in these By-Laws by reference, so that the conduct of all the corporate business and Board meetings shall be conducted as required of Missouri quasi-public governmental bodies. For all lawful purposes, the Raintree Plantation Property Association, Inc. shall be considered a "quasi-public governmental body", as if it were included in the definition of that term in Section 610.010.RSMo.

**ARTICLE XIV**

**Amendments**

These By-Laws may be altered, amended, or repealed by a majority vote cast pursuant to Article II, Section 2.

It is therefore resolved that Article 14 of the By-Laws of Raintree Plantation Property Owners Association, Inc. be amended by adding the following language to said Article 14.

Amendments to the By-Laws of Raintree Plantation Property Owners Association, Inc. and to the Covenants and Restrictions covering lots in Raintree Plantation Subdivision, including Raintree Forest, shall only be submitted to the membership for formal voting by written ballot under the following circumstances:

1. When the Board of Directors of said Association calls a special meeting or at an annual meeting submits, in writing, a resolution and ballot setting forth the amendment to be voted on, and no amendments or changes to said resolution shall be permitted at said meeting since the membership will have written ballots to only approve or disapprove the resolution and amendment as suggested by said Board.
2. Said amendments may also be initiated pursuant to Article 3, Section 5, of the existing By-Laws. However, if an amendment of said By-Laws or Restrictions is sought pursuant to Article 3, of Section 5 and the Board does not also approve of said amendment, then no notice of the meeting or meetings will be set to consider said amendment until such time as there is posted with Board of Directors of the Association by those requesting said special meeting, sufficient funds to defray all costs of said notification of special meeting, printing of ballots and all other costs necessary for the holding of said meeting. If the amendments are approved by the membership at said special meeting, all funds so advanced shall be returned to those owners causing the calling of said meeting. If the amendments are not approved by the membership at said meeting, then the funds so provided shall be used to reimburse the Association for the expenses of said special meeting.
3. This resolution submitted for approval at Raintree Plantation Property Owners Association, Inc. special meeting, February 10, 1984.

Revised 9/18/2016