

Summer Set Property Owners Association, Inc.

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BY-LAWS

SUMMER SET PROPERTY OWNERS ASSOCIATIONS, INC.

ARTICLE I

NAME

The name of this Association shall be "Summer Set Property Owners Association, Inc." hereafter "P.O.A." and it shall be incorporated under the "General Not for Profit Corporations Act" of the State of Missouri. The principal office of the Corporation shall be in Jefferson County, Missouri.

The registered office of the Corporation may be, but need not be, the same as the principal office and the address of the registered office may be changed by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1: All lot owners of Summer Set Subdivision, Sections 1, 2, 3, 4, 5, 6, 7, 8, & 9 are members of the P.O.A.

Section 2: Voting Rights – In all matters calling for a vote of the membership, a P.O. A. member shall be entitled to vote to one vote for each lot owned. Any P.O.A. member in arrears on their lot(s) assessments will not be entitled to a vote. If a lot is owned jointly by more than one person, only one vote may be cast for that lot.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1: Annual Meeting – The annual meeting shall be held the second Sunday in June of each year at 1 p.m. for the purpose of electing directors, receiving reports of officers and committees and for any other business that may properly come before the meeting. The place of the annual meeting shall be in Jefferson County as designated by resolution of the Board of Directors who shall cause notice of the meeting be sent to the members.

Section 2: Special Meetings – Special meetings of the membership may be called by the President with the approval of the Board of Directors. Written notice of any special meeting held pursuant to this section shall be mailed by the secretary to each member at least seven (7) days in advance of such special meeting. Such notice shall be effective when it is mailed and receipt of such notice by each member of the P.O.A. shall not be a condition precedent to the conduct of a valid special membership meeting.

Section 3: Thirty-five percent (35%) or more of the P.O.A. members may, by written petition to the President, request a special meeting for a designated item of business. Upon receipt of such petition, the President shall set a special meeting not more than three (3) weeks after receipt of the petition. Written notice of the time and place of such special meeting shall be given by the Secretary to each member at least two (2) weeks in advance of such special meeting. Such written notice shall also specify the designated item of business to be considered at the special meeting. Only the item or items of business specified in such notice may be discussed and considered at such special meeting. The notice shall be effective when mailed and receipt of said written notice shall not be condition precedent to the conduct of a valid special meeting.

Section 4: Quorum: - A quorum for the transaction of business at any membership meeting shall consist of a minimum of five percent (5%) of the members of the P.O.A.

Section 5: Voting Procedure – All votes shall be cast in person. If a lot is owned jointly by two or more members, a vote may be executed by any one of the joint owners/members without execution by the other joint owners/members. Cumulative voting shall not be allowed.

Section 5 Amendment – The motion was made and passed by a majority vote of property owners at the Annual Meeting, May 15, 1994, to eliminate proxy voting.

ARTICLE IV DIRECTORS

Section 1: The affairs of the Summer Set Property Owners Assoc, Inc. shall be managed by a Board of Directors consisting of nine (9) directors, all of whom must be lot owners.

Section 2: The Board of Directors shall be elected by and from the membership of the P.O.A. Owners shall elect nine (9) Directors, consisting of six (6) homeowners and three (3) non-homeowners, who shall be elected for terms of three (3) years each. In the event a non-homeowner position remains open due to a lack of nomination, the Board of Directors shall declare the position vacant, thereby allowing the position to be occupied by a homeowner. At the conclusion of the term, the position shall revert back to non-homeowner status, Directors shall serve until their successor shall be duly appointed or elected. (Revised July 29, 2018)

Section 3: The Board of Directors shall declare vacant the office of any director absent from three (3) consecutive director's monthly meetings without valid excuse or who fails to attend at least eight (8) regular monthly meetings during a fiscal year.

Section 4: Any vacancy occurring in the Board of Directors 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: An 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 time and place to 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 Meeting of the Board of Directors may be called by the President, with the approval of the Board of Directors. Notice of the time and place of a special meeting shall be given to the Directors no less than three (3) days prior to the meeting. The time and place of the meeting shall be arranged so far as possible to facilitate the attendance of all Directors. Non-attendance of a Director at a special meeting shall not constitute grounds for removal under Section 3 of this Article.

Section 7: Quorum – A majority of the active Directors, regardless of the number of vacant directorships, 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. (Adopted May 17, 1998)

Section 8: The Board of Directors by resolutions adopted by a majority of Directors in office, may designate and appoint one or more Committees, each of which shall consist of one or more members, with a Director as Chairperson, which Committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors. All committees must obtain the approval of the Board of Directors prior to enacting any rule or regulation or procedure suggested by such committee.

Section 9: The board of Directors shall as the first item of business at each annual Directors meeting elect a President, Vice-President, Secretary and Treasurer to serve as officers of the P.O.A. The President shall preside

at all meetings of the Board of Directors and shall serve as Chairman, and the Vice-President shall preside at the Board of Directors meetings when the President is absent.

Section 10: Any person whose rights and privileges are suspended by the P.O.A. Board of Directors shall not take or hold office as a Director or Officer of the P.O.A. until the period of his/her suspension has expired. (Adopted April 23, 1994)

Section 11: Nepotism – Persons in any way related to a Board member of the P.O.A. cannot work for Summer Set and receive remuneration. (Adopted May 16, 1999) At the Annual Meeting held June 12, 2005, the Board was asked to define ‘relationship’/ The definition made and voted on was to mean immediate family members defined as husbands, wives, children, or children’s spouses. (Adopted June 12, 2005)

Section 12: A person cannot serve as a Board member who is in arrears of property assessments. (Adopted September 13, 2002)

Section 13: A member of the Board may be removed, for cause, by majority of the entire board. Any individual removed for cause by majority vote will be ineligible to serve on the Board of Directors for the remainder of the current fiscal year and subsequent 3 fiscal years following the fiscal year in which the removal occurred. (Adopted May 20, 2021)

ARTICLE V REPORT OF MEETING

Minutes of all membership meetings and all meetings of the Board of Directors excluding executive session concerning personnel, litigation, or land transactions shall be available to all members of the P.O.A. The Board of Directors shall have these minutes available at the Summer Set P.O.A. office.

ARTICLE VI OFFICERS

Section 1: The officers of the P.O.A. 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/her successor has been elected or appointed as the case may be. Officers shall be eligible to succeed themselves in the office.

Section 2: The Board of Directors may appoint such assistant officers from the membership as may be necessary or convenient to accomplish the purposes of the P.O.A.

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 judgements the best interest of the P.O.A. would be served thereby.

Section 4: President – The President shall be the principal executive officer of Summer Set Property Owners Association, Inc. and shall, in general, supervise and control all the business and affairs of the Association. He/she shall preside at all meetings of the members. He/she 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 officer or agent of the P.O.A. 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.

Section 5: Vice-President – In the absence of the President or in the event of his/her 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 or and Assistant Treasurer such instruments which the Board of Directors may authorize to be executed and shall perform such other duties as from time to time may be assigned to him/her 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 P.O.A. and shall receive and give receipts for monies due and payable to the P.O.A. from any source whatsoever, and deposit all such monies in the name of the P.O.A. in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 7: Secretary – The Secretary shall keep the minutes of the members meetings and 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 provisions of these By-Laws or as required by law; be custodian of the P.O.A. records and of the seal of the P.O.A. 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/her by the President or by the Board of Directors.

Section 8: Vacancy – A Vacancy in an officer position caused by death, resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired term.

Section 9: Bond – The Board of Directors may by resolution require the officers and agents of the P.O.A. to give bond to the P.O.A. in sufficient amount and with sufficient sureties 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 and on behalf of the P.O.A. and such authority may be general or confined to specific instances.

Section 2: Loans – No loans shall be contracted on behalf of the P.O.A. and no evidence of indebtedness of the P.O.A. shall be issued in the P.O.A.'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 evidence of indebtedness issued in the name of the P.O.A. shall be signed by such officer or officers, agent or agents of the P.O.A. in such a manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII ENFORCEMENT OF RESTRICTIONS AND REGULATIONS

The Board of Directors shall have the authority to enforce the Covenants and Restrictions applying to Summer Set Subdivision. The Board of Directors of the P.O.A. shall have the power and authority to make and publish rules and regulations governing the use of any and all facilities of any type used 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 the attention of the alleged violator. This hearing procedure shall include a provision for due notice to the alleged violator and the other residents of Summer Set.

Excess Summer Set P.O.A. real property: any vehicle, piece of equipment, machinery, tool, furniture, or the like shall be made available for purchase to a qualified Summer Set Property owner through a sealed bid process with the minimum bid set by the Directors. Such property shall be sold “AS IS” without any express or implied warranty and is to be paid in full before the change of possession from Summer Set to the property owner. A “qualified Summer Set property owner” is further defined as a property owner who has no debt in arrears to the Summer Set P.O.A. or the Summer Set Utility Company.” The Board at the same time may make such item(s) available to the general public through the same sealed bid process (Revised July 18, 2013)

ARTICLE IX FISCAL YEAR

The fiscal year of the P.O.A. 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 P.O.A. shall have inscribed thereon the name of the P.O.A. and shall be in such form as shall from time to time be adopted by the Board of Directors.

ARTICLE XI COMPENSATION

No compensation shall be paid to the Board of Directors or to the officers of the P.O.A. for their services rendered to the P.O.A. as an officer or director. Active members of the Board of Directors are prohibited from being paid employees of the P.O.A. or receiving payment for any services provide during their term of directorship whether those services are direct or rendered as a consultant. The Directors or the officers shall not receive travel allowance or reimbursement of any kind for attendance of any meeting of the Board of Directors or any regular or special membership meeting. The Board of Directors may reimburse an officer of director or other person for expenses incurred, with prior approval of the Board of Directors, which the Board determines to be necessary for the proper conduct of the P.O.A. business.

ARTICLE XII PARLIAMENTARY PROCEDURE

The rules contained in Roberts Rules of Order Revised shall govern conduct of and procedure at the annual meetings and in all other cases to which they are applicable and in which they are not in consistent with these By-Laws or the Statutes of the State of Missouri.

ARTICLE XIII AMENDMENTS

These By-Laws may be altered, amended, or repealed by majority vote of the Board of Directors of the P.O.A. at the annual meeting or at such other meeting duly called for such purpose.