

**BYLAWS OF THE BLUFFS HOMES ASSOCIATION  
(A Missouri Not-for-Profit Corporation)**

ARTICLE I  
Offices

The Principal mailing address of the corporation in the State of Missouri shall be P.O. Box 14223, Parkville, Missouri 64152.

The corporation may have such other offices, either within or without the State of Missouri as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Missouri a registered mailing address and a registered agent and the address may be changed from time to time by the Board of Directors.

ARTICLE II  
Members

Section 1. Classes of Members

The classes of members shall be as set forth in the Declaration of Covenants, Conditions and Restrictions for the Bluffs Homes Association.

ARTICLE III  
Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members shall be held in January of each year, or at such other time as may be fixed by the Board of Directors and designated in the notice of the meeting, for the election of directors whose terms have expired and for the transaction of such other business as may properly come before the meeting.

Section 2. Place of Meeting

The Board of Directors may designate any place within the State of Missouri as the place of meeting, or may designate a virtual meeting, for any annual meeting, or for any special meeting called by the Board of Directors.

Section 3. Notice of Meeting

Written or printed notice stating the place (physical or virtual), day and hour of any meeting of members shall be delivered either personally, by mail or electronically to the last known address of each member at least one week prior to meeting.

Section 4. Quorum

At any annual or special meeting those members present shall constitute a quorum at such meeting.

ARTICLE IV  
Board of Directors

Section 1. General Powers

The Board of Directors shall control and manage the affairs of the Corporation, including enforcement of the Covenants, Conditions and Restrictions. At the initial election of Directors, two Directors shall be elected for terms of three (3) years; two Directors shall be elected for terms of two (2) years; and one Director shall be elected for a term of one (1) year. At all subsequent elections of Directors, Directors shall be elected for terms of three (3) years.

Section 2. Number

There shall be five (5) Directors. In addition, each Officer shall have one vote in all votes taken by the Board of Directors. The Board of Directors must be comprised of members of the Association.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held at a place and time (physical or virtual) to be designated no less than four times per year, on dates to be determined. Notice shall be given at least three (3) days prior to the designated date and may be given via e-mail or other electronic media. The Board of Directors may provide by resolution the time and place (physical or virtual), within the State of Missouri, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place (virtual or physical), within the State of Missouri, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally, sent by mail or electronically to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for an express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### Section 7. Manner of Acting

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 law or by these Bylaws.

### Section 8. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled shall be filled by the Board of Directors. A Director selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### Section 9. Compensation

Directors shall not receive any stated salaries for their services. But nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE V Officers

### Section 1. Officers

The officers of the corporation shall be duly elected by the Membership and shall be president, a vice president, secretary and treasurer. For additional officer role responsibilities see “Appendix A, Current Job Descriptions.”

### Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Membership at the regular annual meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

### Section 3. Removal

Any officer may be removed by vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

### Section 4. Vacancies

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

### Section 5. President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 Bylaws or by statute to some other officer or agent of the corporation; and in general he or she 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.

For specific current President role responsibilities see “Appendix A, Current Job Descriptions.”

Any deed, mortgage, bond, contract, or similar instrument, must first be approved by the Board of Directors.

The president or his/her representative contacts legal counsel on behalf of the board. Legal counsel handles such matters as are approved by the board, including amendments to the Covenants and Restrictions, suits against residents for non-payment of dues, and other matters.

### Section 6. Vice President

In the absence of the president or in the event of his or 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. Any vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

### Section 7. Treasurer

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. All financial duties shall be handled by the Certified Public Accountant (CPA) contracted by the board. The Treasurer will oversee all activities of the CPA as warranted. For CPA role responsibilities see “Appendix A, Current Job Descriptions.” The Treasurer keeps the Board of Directors informed of current finances and financial positions.

### Section 8. Secretary

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; 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 or her by the president or by the Board of Directors.

## ARTICLE VI Committees

### Section 1. Committee of Directors

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 one 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 corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or by him or her by law.

### Section 2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof subject, however, to the approval of the Board of Directors. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

### Section 3. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed.

### Section 4. Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

### Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII  
Contract, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors shall have the power and discretion to enter into contracts with an individual or with other corporations for the development and management of property owned by the corporation.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be issued electronically by the CPA or in such manner as shall from time to time be determined by the Board of Directors.

Section 3. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation.

ARTICLE VIII  
Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the whole Board of Directors of the corporation at any regular or special meeting thereof.

RESOLVED, that these Bylaws are adopted as the Bylaws of the Bluffs Homes Association.

APPROVED: Bluffs Home Association Board  
October 24, 2022

## **ADDENDUM A: CURRENT JOB DESCRIPTIONS**

### **President**

1. Keep detailed notes on activities performed, such as correspondence with all residents or individual residents.
2. Once the title company informs president of new residents, contact them via email or mailing address provided and send the following: contact sheet, welcome letter on letterhead, updated directory and lot map, officers and directors list, committee list, Bylaws, Covenants and Restrictions, and tree procedure. Send new billing information to CPA. Give names, addresses and email to Welcome Committee chair, along with the move-in date, for the welcome basket. Add new residents to the Contacts under the Bluffs email, assigning each name to a 'group.'
3. Keep backup of critical documents to be passed down to successors. Some presidents will prefer computer files, but not every president will be proficient, so back up paper files are necessary for important categories. Discard miscellaneous correspondence older than five years.
4. Ensure historical documents of the Association are maintained, either by the Secretary or the President.
5. Check the Bluffs email account (thebluffsparkville.com) regularly. Respond to email or refer to relevant officer or committee chair; vice president fills in during president's absence. Keep the password private between president and vice president. Change the password between administrations.
6. Keep the Directory up to date. The Directory is in Excel and converted to a PDF when mailing to residents.
7. Appoint all committees each year prior to the Annual Meeting in January.
8. Nominate a Vice President who is willing to become president with up to a year's notice making for a smooth transition and allowing for ample training.
9. Work directly with the board's attorney when necessary.
10. Serve as the Registered Agent for the Association. New paperwork is submitted with each incoming president.
11. Send mass-email messages to the residents periodically about upcoming social events, board meeting announcements and follow-up action taken, city recycling events, and other topics of interest.
12. Send all requests for tree evaluation to Tree committee chair. Chair contacts the resident and informs the president if request is approved. Maintain list of approvals.
13. Develop the agendas for all regular, special and annual board meetings. Review the minutes and send to board members for approval.

### Treasurer

1. Print off monthly reports sent per email by CPA and file in notebook. Analysis.
2. Forward copies of reports to all board members mentioning any important changes each month.
3. Print off all bank statements and file in notebook.
4. Have CPA email invoices to those who have not paid dues each month. Send via snail mail also after March.
5. Develop annual budget with input from president.
6. At first of year file tax form 1120- H (filed copies kept in back of notebook)

### Certified Public Accountant

1. Annual invoicing to all members and/or homeowners of the association
2. Central collection and deposit of all accounts receivable
3. Quarterly reports regarding past due accounts to be delivered by e-mail to the president and treasurer of the association.
4. Semi-monthly collection of mail from a post office box
5. Monthly payment of all contracts and bills due
6. Monthly reconciliation of all bank accounts
7. Monthly cash position reports to be delivered by e-mail to the president and treasurer of the association.
8. Monthly preparation of Management Use Only financial statements to be delivered by e-mail to the president and treasurer of the association.
9. Annual preparation of all administrative filings with the state.
10. Annual presentation of financial information for tax preparation; not including preparation of the annual tax return.