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Callaway County, State of Missouri  
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*Kenneth Dillon*

Ken Dillon, Recorder  
of Deeds

Deputy

**BYLAWS**  
of  
**Lost Canyon Lakes Lot Owners Association**  
d/b/a

**Wildwood Lot Owners Association**  
**Revised June 2009**

This revision to the Bylaws of Lost Canyon Lakes Lot Owners Association, a not-for-profit corporation of the State of Missouri, was approved by a vote of the Association's eligible members to vote on this 6<sup>th</sup> day of June, 2009, thereby superseding, replacing and changing any previously adopted Bylaws as herein set forth:

**PURPOSE**

These Bylaws contain provisions for regulating and managing the affairs of the Association that are not inconsistent with State of Missouri Law or the Articles of Incorporation or the Covenants.

**DEFINITIONS OF TERMS**

The terms set out below shall have the meanings indicated unless context clearly requires another meaning:

- a. "Additional Lot Owned" means each additional lot owned deeded to same owners as the primary lot owned.
- b. "Annual Assessment" means the currently authorized amount payable to the Association to meet

- ordinary expenses.
- c. "Articles" means the Articles of Incorporation of the Association.
  - d. "Association" means the Lost Canyon Lakes Lot Owners Association, d/b/a Wildwood Lot Owners Association.
  - e. "Board" means the Board of Directors of the Association.
  - f. "Bylaws" means the Bylaws of the Association.
  - g. "Chairperson" means the Chairperson of the Park Council.
  - h. "Common Property" means the portion of the property designated as Common Property on the Plats of the Property as recorded in the Office of the Recorder of Deeds in Callaway County, Missouri and all property hereafter acquired by the Association and so designated together with all improvements which may at any time be constructed on said Common Property, including (but not limited to) trails, parks, lakes, ponds, dams, swimming pool, tennis courts, volley ball court and buildings.
  - i. "Council" means the Park Council.
  - j. "Covenants" means the Declaration of Covenants of Lost Canyon Lakes which give the restrictions for the use of the land and property of the Association.
  - k. "Election Year" 2<sup>nd</sup> Saturday of October through 2<sup>nd</sup> Saturday of October of the following year.
  - l. "Free Standing Building" means a building designed as living quarters and may or may not be connected to a recreational vehicle and must be over 288 square feet.
  - m. "Full Time Residency" entitles an owner to reside on a lot year round and it is their primary or principal residence.
  - n. "Household" means a family group which regularly and customarily reside together.
  - o. "Immediate Family" means an owner's spouse or partner, parents, children (natural born, adopted, step and foster) and grandchildren.
  - p. "Lot" means any lot designated on any Plat of the Property as recorded in the office of the Recorder of Deeds in Callaway County, Missouri.
  - q. "Member Eligible to Run for Election" means member who has all assessments, loans and fees for services paid current and agreed on time during current election year.
  - r. "Member in Good Standing" means member who has all assessments, loans, fines and fees for services paid current and as agreed.
  - s. "Member Eligible to Vote" means a member who has all assessments paid in full by March 31<sup>st</sup> and for any lot purchased after April 1<sup>st</sup> with the assessment paid in full at the time of purchase, is a member in good standing and is the designated voter if there is more than one owner.
  - t. "Office" means the Association office.
  - u. "Owner" means the holder of all or any part of the legal title to any lot or any person purchasing a lot under a contract for deed or its equivalent.
  - v. "Permission" when the term occurs in the following text it is to be read and construed as "written permission".
  - w. "Plat" means any Plat of Property filed for record in the office of the Recorder of Deeds of Callaway County, Missouri.
  - x. "President" means the chief executive officer of the Association.
  - y. "Primary Lot" means a lot which has full annual assessments.
  - z. "Recreational Residency" entitles an owner to reside on a lot up to and including 270 days each calendar year and it is not the primary or principal residence of the owner.
  - aa. "Recreational Vehicles" means any vehicle, cab or R.V. Park Model Home designed for use in

connection with recreation, camping or traveling, as living quarters, whether or not it is self-propelled or is mounted on or drawn by another vehicle. Recreational vehicles containing toilet facilities must have a integral waste holding tank or be connected to a water holding tank installed below ground level. All recreational vehicles shall be maintained in a livable condition at all times. R.V. Park Model Homes shall not exceed 400 square feet of living area. Limit of one (1) R.V. Park Model Home per lot.

- bb. "Rules" means the Rules and Regulations of the Association.
- cc. "Secretary" means the corporate officer to whom the Board has designated responsibility for custody of the minutes of the board and annual meetings and for authenticating the records of the Association.
- dd. "Special Assessments" means a one-time payment for specific, defined purpose presented to and approved by the Board, Council and membership of the Association.
- ee. "Storage Shed" floor area not to exceed 288 square feet and not to be used as a residence.

## SECTION ONE OFFICE

- 1.0 **The Office** of Lost Canyon Lakes Lot Owners Association d/b/a Wildwood Lot Owners Association shall be located within the property of the Association and whose address shall be 7233 Wildwood Estate Drive, Steedman, Missouri 65077.

## SECTION TWO MEMBERS

### 2.1 Members

- 2.1.1 An owner is defined as being the holder of all or any part of the legal title to any lot, or any person purchasing a lot under contract for deed or its equivalent.
- 2.1.2 Owners shall be members of the Association upon payment of all levied owner assessments.
- 2.1.3 Members will have one vote on any matter coming before the Association for each lot with full assessment paid by March 31<sup>st</sup> for any lot purchased after April 1<sup>st</sup> when the assessment was paid in full at the time of purchase and all other assessments paid in full by March 31<sup>st</sup> and is a member in good standing.
- 2.1.4 If a lot is owned by more than one (1) owner, the owners shall designate one person as their voter. If they fail to so designate, the voter shall be designated by the Board.
- 2.1.5 The owner at all times shall abide by the Covenants, Articles of Incorporation, these Bylaws and the Rules adopted by the Association or promulgated by its Board from time to time, and shall pay, when due, such assessments as may be levied from time to time.
- 2.1.6 All members in good standing shall have the right, power and privilege to use common property in accordance with Covenants, these Bylaws, the Rules and the orders of the Board and those of the Council and its committees.
- 2.1.7 Any owner may, at their own discretion, sign and execute a promissory note to pay current annual assessments with equal monthly payments starting in January with completion of contract no later than December 31<sup>st</sup>. Payments must be received in the Office on a regular, agreed upon

schedule. Owners who choose to finance assessment payments beyond March 31<sup>st</sup> will lose voting rights for the current year. (Also see 2.1.9. a. 1.)

2.1.8 The Association shall maintain an alphabetical and a lot number list of all members. Members are responsible for notifying the Office of any change of ownership, address and phone numbers. The members shall notify the Office of the address to which a notice, mail or information regarding the Association is to be sent. A current copy of all deeds must be supplied to the Office.

2.1.9 The Board may suspend the privileges of any member for:

- a. Any period during which Association charges, liens or assessments on lot(s) remain unpaid.
  1. The Board may enter into a written contract of regular payments for any unpaid Association charges, liens or assessments.
  2. When a payment is not made as agreed, privileges of the owner will be suspended.
- b. The period to be determined by the Board for repeated or serious violations of any part of these Bylaws, any rule or regulation set by the Board or any order of the Council and its committees.

2.1.10 When a person ceases to be an owner all membership rights, powers and privileges shall automatically terminate.

2.1.11 When an owner sells a lot and the sale is legally completed, a deed on file and the assessments are paid as stated above the new Owner is entitled to all membership rights, power and responsibilities.

## **2.2 Guests**

2.2.1 Each member is allowed guests; each guest shall be subject to the same Rules as members. All guest drivers must be registered at the Office or Guard Shack at time of entry.

2.2.2 All guest drivers shall be pre-registered by a member at the Office or Guard Shack, and issued a Vehicle Pass before the guest's vehicle proceeds unto the property to the owners lot or to common property and/or facilities.

2.2.3 Members are responsible and liable for the conduct and actions of their guests.

2.2.4 Association personnel have the authority to refuse admittance to guests of individuals who have violations as set forth in subsection 2.1.9 of these Bylaws.

## **2.3 Gate Cards**

2.3.1 Gate cards are for the use of the members of record and their immediate family **ONLY**.

Members are responsible for the care and protection of all gate cards assigned to them. All gate cards will be deactivated as of April 1<sup>st</sup> of each year, unless prior arrangements have been made as per subsection 2.1.7 for all unpaid assessments by that date. No gate card will be reactivated until all assessments, including interest and any related late fees are paid in full, or a prior written agreement has been filed with the Office. Gate cards will be deactivated when a member ceases to be a member in good standing.

2.3.2 If card is stolen or lost the member shall notify the Office to deactivate the card.

## **2.4 Decals and Passes**

2.4.1 All vehicles operated within the property must have:

- a. a current Association decal properly affixed to the windshield above the inspection sticker area or
- b. a valid vehicle pass on the rear view mirror or
- c. a valid vendors pass displayed clearly.

2.4.2 Only Members their children, grandchildren or their parents may receive Association decals.

- 2.4.3 The Association decal is good from January 1<sup>st</sup> through December 31<sup>st</sup>. It will not be delinquent until March 31<sup>st</sup> of each year. Assessments must be paid or arrangements for payments must be in place before a decal can be purchased.
- 2.4.4 A minimum fine of \$25.00 will be imposed for any vehicle without a current decal, vehicle pass or vendors pass affixed and displayed on the vehicle. Each day that a vehicle is in violation hereof shall constitute a separate violation.
- 2.4.5 Vehicle passes must be authorized in person by owner, a minimum age of 18.
- 2.4.6 The Board reserves the right to suspend this rule as stated in subsection 2.4.1 for special occasions.

### SECTION THREE MEETINGS of the MEMBERS of the ASSOCIATION

- 3.1 **Officers:** The president and secretary of the Board shall act as chairperson and secretary, respectively, of all meetings of members of the Association.
- 3.2 **List of Eligible Voters:** The Association shall prepare an alphabetical list of names of all its members entitled to vote at annual or special meetings. The list must show the address and number of votes each member is entitled to vote at the meeting. The list of members must be available for inspections by any member for the purpose of communication with other members concerning the meeting before the meeting upon written request. During the meeting any member is entitled to inspect the list prepared for that meeting.
- 3.3 **Quorum:** The designated voting member of seventy (70) lots, eligible to vote, present in person or by Power of Attorney, shall constitute a quorum. Unless a larger vote is required by Laws of the State of Missouri, or the Covenants, the vote of the majority of the eligible voting members at which a quorum is present, shall be sufficient for the adoption of any matter to be voted upon by the members.
- 3.4 **Eligible to Vote:** All members eligible to vote shall be entitled to one (1) vote per lot owned on any matter coming before the Association. Any lot purchased after April 1<sup>st</sup>, when all monies due and owing are paid in full at the time of purchase, are members entitled to vote for matters coming before the Association subsequent to that date.
- 3.5 **Multiple Lot Owners:** When a lot is owned by more than one person, the owners thereof shall designate one (1) of their number as the voter. If they fail to designate a voter, the voter shall be designated by the Board.
- 3.6 **Voting by Proxy or Power of Attorney** will be allowed for eligible voters when a written, signed and notarized letter or form was previously filed in the Office. Members appearing by proxy shall not count towards a quorum.
- 3.7 **General Meetings:** There shall be two (2) general meetings of members one (1) in October and one (1) in May every year. The October meeting will be the annual meeting. The meetings will be held on the second Saturday of the month at 1 p.m. at the Clubhouse.
- 3.8 **Special Meetings**
  - 3.8.1 Calling a special meeting
    - a. A special meeting may be called for any purpose by the President, by the Board or by written application signed by the lawful voting representatives of seventy (70) lots, either of individual written demands in the aggregate or in the form of a petition.

- b. The person or group calling the meeting shall advise the Board and the Secretary of the purpose of the meeting.
- c. If a notice for a special meeting demanded under this subsection is not set within thirty days, by the Board, after the written demand or demands are delivered to a corporate officer a person signing the demand or demands may set the time and place of the meeting and give notice of the meeting.

#### 3.8.2 Notice of a special meeting

- a. Notice to be mailed by first-class, no fewer than thirty (30) and no more than forty (40) days before the meeting date.
- b. The mailed, notice shall be delivered to the member's address as it appears on the records of the Association with postage thereon prepaid.
- c. The notice to include
  - 1. the place, date and time of meeting.
  - 2. description of the matter or matters for which the meeting is called.

#### 3.8.3 Meeting

- a. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members currently eligible to vote.
- b. The designated voting member of seventy (70) lots, present in person or by Power of Attorney, eligible to vote shall constitute a quorum. Unless a larger vote is required by Laws of the State of Missouri, or the Covenants, the vote of the majority of the eligible voting members at which a quorum is present, shall be sufficient for adoption of any matter to be voted upon by the members.

## SECTION FOUR BOARD OF DIRECTORS.

### 4.1 The Board

- 4.1.1 The affairs of the Association shall be managed by a Board of seven (7) Directors.
- 4.1.2 A Council shall assist the Board in the discharge of its responsibilities.

### 4.2 Functions and Duties of the Board

- 4.2.1 The Board shall have full power to manage the affairs of the Association and to do all those things necessary or convenient in the exercise thereof, including:
  - a. To uphold the Covenants and Bylaws
  - b. Establish and supervision of policy
  - c. Barrow money after consulting the Council, if time permits
  - d. Supervision of budget and spending
  - e. Supervision of staff.
- 4.2.2 Any vacancy occurring on the Board shall be filled through an election by a majority vote of the remaining members of the Board (such majority must be a quorum if not able to be achieved by remaining Board Members, a special election must be held.) In order to affect the same, a nominating committee of not less than three (3) Board members shall be appointed by the President to select a minimum of two (2) candidates for each vacancy. Voting shall be done by secret balloting and nominee receiving a simple majority shall be elected. Candidates shall be

approved for eligibility.

4.2.3 A Director elected by the Board to fill a vacancy shall serve only until the next election. A successor director shall be elected at the next annual election to fill the un-expired term of the predecessor.

4.2.4 No Director or Association Officer shall be liable for any act of omission or commission of any other director, member, employee, attorney, accountant, administrator, or any agent selected by the Directors with reasonable care. Nor shall any Director or Association Officer be individually or personally liable for any obligation incurred by the Board acting as such, for any obligation of the Association; nor for their own acts or failures to act within the scope and course of their employment or other activities rendered on behalf of the Association. In the event any Director or Association Officer shall be named a defendant in any civil action brought against them by virtue of any action, or failure to act of themselves, or the Board, they shall be indemnified and saved harmless by, and reimbursed out of, said Association, all costs and expenses incurred by them in the defense of said suit, including without limitations, court costs and attorney fees, the amount of any judgment rendered against them for actual damages to the extent said civil actions taken while in the scope and course of employment or other activities on behalf of the Association. The Association shall not be liable to indemnify a director, officer or employee for punitive damages or intention for the damage under any circumstances. No Director or Association Officer shall be liable for acting upon any papers, documents, data or information believed by them to be genuine and accurate and to have been made, executed and delivered by proper parties, nor shall be liable for any act concerning which they relied upon the opinion of legal, actuarial, accounting or professional counsel.

#### **4.3 Meetings of the Board**

4.3.1 Meetings regular and special may be held any place within the State of Missouri provided the majority of its members consent to the time and place. The failure of a Director to attend a meeting held outside the property limits of the Association will not constitute or imply an absence for the provision of subsection 4.5.5. Attendance of a Director, at any meeting, shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. The Board by resolution, may establish regular meetings and no further notice shall be required in respect thereof. NO special meeting shall be held, except with unanimous consent, unless such Directors are notified at least 48 hours in advance thereof. Notice may be given orally.

4.3.2 They shall meet the second Saturday of the month.

4.3.3 Four (4) Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board. When there is a tie vote, the item will be tabled to the next meeting.

4.3.4 Any member of the Board who has a personal interest in an issue requiring a vote shall abstain from voting due to a conflict of interest.

4.3.5 No Proxy Votes or Power of Attorney votes of any type are to be accepted in Board decisions.

#### **4.4 Action without Meeting**

4.4.1 Action required or permitted by the Covenants and these Bylaws to be taken by the Board's



meetings may be taken without a meeting if the action is consented to by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by a director, and included in the next regular meeting minutes.

4.4.2 Action taken under this subsection is effective when the last director agrees, unless the consent specifies a different effective date.

4.4.3 A consent signed under this subsection has the effect of a meeting vote and may be described as such in any document.

#### 4.5 Directors

4.5.1 A Director must be an Association member and be in good standing at all times during his/her elected term. The President will call a Special Meeting to consider the removal of a Director not in good standing.

4.5.2 A Director shall serve a term of three (3) years when elected to fill an expired term.

4.5.3 Only one (1) member of any household and/or immediate family may concurrently serve as a Director.

4.5.4 An election shall be held annually to elect Directors to fill positions where a three year term expires on the second Saturday of October of the current year and to fill any vacancies that may exist. A minimum of two (2) members shall be elected each year.

4.5.5 If a Director for any reason fails to attend three (3) consecutive meetings in a row or four (4) regular monthly meetings between November 1<sup>st</sup> and October 31<sup>st</sup> of the next year (military service not to be counted as an absence) of the Board, the Director will be subject to removal. The Director may be removed only if a majority of the Directors then in office vote for removal and then the seat shall be deemed vacant. *The Director may petition the Board for reinstatement.* If a meeting was missed for extenuating circumstances, the Directors may vote to excuse the absence.

#### 4.5.6 Removal of Directors

- a. The Association members may, without cause, remove one or more Directors elected by them.
- b. A Director may be removed at any time for any reason or no reason by written consent of two-thirds of the members in good standing.
- c. A Director elected by members may be removed by the members only at a special meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes of the meeting is removal of the Director. A simple majority of eligible votes present and cast is required. *Conditions for special meetings* Subsection 3.8 applies.
- d. The entire Board may be removed under the provisions of points a - c of this subsection.
- e. A director elected by the Board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not the Board.
- f. When members remove Director(s), procedures for their replacement will be:
  - 1) If the Board no longer has a quorum, the Council will take on the functions of the Board until a regular election can be held.
  - 2) Regular stated procedures for elections of Directors (except dates) will be followed.
  - 3) A removed Director cannot run or be re-appointed for twelve (12) months from the date the seat was deemed vacant.



## SECTION FIVE OFFICERS

### 5.1 The Officers

- 5.1.1 The Association shall have a President, one or more Vice-Presidents, a Secretary, a Treasurer and such assistant officers as the Board may by resolution create. No person shall hold more than one such office at a time.
- 5.1.2 Immediately following the October Annual Association Meeting a quorum of Directors shall be required to call for nominations to elect the Board officers, to conduct the election and see that the results are published. Voting shall be done by secret balloting. The nominee receiving a simple majority shall be elected.
- 5.1.3 All officers shall serve for one year or until their successor has been elected, or until their death, resignation or removal prior to the expiration of their term of office.
- 5.1.4 The officers shall have those duties and responsibilities assigned to them from time to time by the Board.

**5.2 The President** must be elected from among the members of the Board. If he ceases to be a Director prior to the expiration of her term, he will automatically cease to be president.

**5.3 The Vice-President** conducts Board business in the absence of the president.

### 5.4 The Secretary-

- 5.4.1 Is the officer to whom the Board has delegated responsibility for custody of the minutes of the directors' and members' meetings and for authenticating the records of the Association.
- 5.4.2 Is responsible to notify the membership and office staff of election results for offices of the Board.
- 5.4.3 Is responsible to see that all actions at meetings are accurately documented.

### 5.5 The Treasurer-

- 5.5.1 Shall render a complete accounting of the transactions of the Association not less than yearly.
- 5.5.2 Shall be responsible for sending out statements for annual assessments, and
- 5.5.3 Shall have authority to execute checks on behalf of the Association.

### 5.6 The Sergeant Arms

- 5.5.1 Maintain order in the meeting by keeping track of who has the floor.
- 5.5.2 Require all speakers to observe rules of parliamentary procedure.

## SECTION SIX PARK COUNCIL

**6.1 Purpose:** The Council shall provide representation of all owners in the operation of the Association, to provide recommendations to the Board and carry out all other responsibilities given/assigned to it by the Board.

### 6.2 Council Representatives

- 6.2.1 There shall be 21 elected Representatives.
- 6.2.2 Representatives must be Association members eligible to run for election, as defined in "Definitions." of these Bylaws.
- 6.2.3 If a Representative fails to attend three (3) consecutive meetings or four (4) regular monthly Council meetings held between November 1<sup>st</sup> and October 31<sup>st</sup> of the following year and when a

Representative's privileges are suspended (locked out), (military service not to be counted as an absence) the Representative will be subject to removal. The Representatives may be removed only if a majority of the Council members then in office vote for removal and then the seat shall be deemed vacant and the Representative is not eligible to apply for reelection for twelve (12) months from the date the seat was deemed vacant. A Representative may petition the Council for reinstatement. If a meeting was missed for extenuating circumstances, the Council may vote to excuse the absence.

### 6.3 Committees

6.3.1 These named committees shall report to the Council and assist it in carrying out its responsibilities:

- a) Social Activities Committee
- b) Internal Affairs Committee
- c) Environmental Committee
- d) Natural Resources Committee
- e) Capital Improvements and Major Repairs Committee (CI&MR)

6.3.2 The chairperson and co-chairperson of each shall be elected by simple majority and by secret ballot of the members of Council.

6.3.3 The chairperson shall plan, budget, staff, organize and implement the committee's activities as set forth in their respective committee charters.

6.3.4 Committee meetings shall be scheduled as required.

6.3.5 The responsibilities of these committees may be changed at the discretion of the Board and Council.

6.3.6 The Board may delegate additional committees to the Council.

### 6.4 Liaison Positions: Are for communication and passing of information between Board and Council.

6.4.1 Liaison from Council to Board shall be the Chairperson and the Council secretary.

6.4.2 Financial Liaison: is the person to go to the Board treasurer and then if necessary meet with the Park Administrator on financial questions.

6.4.3 The Chairperson of each committee may meet with the Board on issues concerning their committee.

### 6.5 Meetings

6.5.1 The Council shall meet the second Saturday of the month. These meetings shall be open to all members of the Association who wish to attend: however non-council attendees will only be recognized by the chairperson to speak during old and new business and when the Board is present.

6.5.2 Eleven (11) Representatives shall constitute a quorum at any meeting. The act of the majority of the Representatives present at a meeting with a quorum present shall be the act of the Council. Any member of the Council, who has a personnel interest in an issue requiring a vote, shall abstain from voting due to a conflict of interest.

6.6 **Officers:** The Council election of officers, which consists of a chairperson, vice-chairperson, secretary, financial liaison and sergeant of arms shall be held at the November meeting of the Council. New officers must be nominated and approved by a majority vote of Council. Voting shall be done by secret ballot.

### 6.7 Vacancy

6.7.1 An eligible appointee will fill the vacancy and serve only until the next annual election.

6.7.2 Any vacancy occurring in the Council shall be filled by the next person with the most votes



from the prior election until there are no runner ups remaining. Should the Council run out of runner ups they will then appoint the write-ins from the prior election after they fill in an application and their eligibility has been verified. A list of all names voted for and not appointed to a position will be given to the Secretary or Chairperson of the Council to be held for future appointments.

- 6.7.3 Any vacancy still occurring in the Council shall be filled by appointment of the Council. Proposed appointees must be a members in good standing of the Association and fill out an application which must be turned in to the Office for verification of eligibility.

## **6.8 Responsibilities**

- 6.8.1 All Representatives are members of the Environmental Committee.
- 6.8.2 From time to time adopt written rules and regulations of general application governing its procedures, which shall include among other things, provisions for the form and content of applications for improvements and maintenance of lots.
- 6.8.3 To carry out the following through its committees according to their approved charters-
- a. To give written approval for all new buildings and improvements on lots. Such approval shall be granted only after written submission has been made to the Environmental Committee in the manner and form prescribed by it. To supervise that all building is done according to current approved building codes.
  - b. To coordinate, organize and administer approved social activities.
  - c. To perform periodic inspections and report violations of lot restrictions contained in the Covenants, these Bylaws and Rules.
  - d. To review complaints, see that the Rules are followed and give out/impose fines for infractions of the rules and policies as stated in the Covenants, these Bylaws, the Rules or those established by the Board.
  - e. To see that the natural environment is protected and maintained in a healthy manner.
  - f. To advise the Board in financial matters.
  - g. To see that the annual elections are carried out according to the Covenants and these Bylaws.
  - h. To monitor activities in the Association boundaries and file a form of complaint if infractions are observed. The Internal Affairs Chairperson will distribute said complaints to appropriate committees for action.
- 6.8.4 All other responsibilities/duties specified in the Covenants, these Bylaws, the Rules and in the approved charters of the committees or that may be given to the Council by the Board.

## **SECTION SEVEN ELECTIONS**

### **7.1 Elections**

- 7.1.1 An election shall be held annually to elect Directors and Representatives to positions when terms expire on the second Saturday of October of the current year and to fill any vacancies that may exist.
- 7.1.2 A member eligible to run for election is a member who has all assessments, loans and fees for services paid current and agreed on time for current election year.
- 7.1.3 Members will have one vote on any matter coming before the Association for each lot with full

assessment paid by March 31<sup>st</sup> for any lot purchased after April 1<sup>st</sup> when the assessment was paid in full at the time of purchase and all other assessments paid in full by March 31<sup>st</sup> and is a member in good standing.

7.1.4 If a lot is owned by more than one (1) owner, the owners shall designate one person as their voter. If they fail to do so, the voter will be designated by the Board.

7.1.5 A List of Eligible Members, members eligible to take part in activities as defined by the Covenants and these Bylaws, will be prepared 20 days before notice of an official activity is to take place. This list will contain the owners name, park and lot number of all lots owned and the number of votes the member has.

## **7.2 Applications for Board**

7.2.1 All persons seeking to have their names placed on the official ballot for potential election to the Association Board of Directors shall-

-Be a 'Member Eligible to Run for Election' (see Definitions 'q') and

-Have either served as a member of the Council for one (1) year or have been a member of the Association for a minimum of three (3) years.

7.2.2 All members desiring to have their names on the official ballot for election as a Director must-

a. register their intent with the Office between June 1<sup>st</sup> and July 31<sup>st</sup>, of the current year. Application Forms are available in the Office.

b. When the completed application is returned to the Office, the office staff will take an identifying picture of applicant.

7.2.3 The names of perspective candidates shall be placed on the ballot by order of completed applications received by the Office after verification of eligibility by the Internal Affairs Chairperson or delegate, the Board liaison to the Internal Affairs Committee or delegate and office personnel.

7.2.4 Copies of all application forms of eligible candidates shall be made available at the Office for public viewing by any member interested in the qualifications of the candidates. An information sheet with photos and narrative introduction of each candidate will be prepared and mailed out to members wishing to vote by mail and posted at the Office for public viewing. Candidates will have the right to approve their description.

## **7.3 Applications for Council**

7.3.1 All persons seeking to have their names placed on the official ballot for potential election to the Council shall be a 'Member Eligible to Run for Election,' (see Definition 'q'), and have been a member of the Association a minimum of one (1) year.

7.3.2 All members desiring to have their names on the official ballot for elections as a Representative must register their intent with the Office between June 1<sup>st</sup> and July 31<sup>st</sup>, of the current year. Application forms are available at the Office.

7.3.3 The names of perspective candidates shall be placed on the ballot by order of completed applications received by the Office after verification of eligibility by the Internal Affairs Chairperson or delegate, the Board liaison to the Internal Affairs Committee or delegate and office personnel.

## **7.4 Voting**

7.4.1 Election mailing packet to include:

a. One (1) numbered official ballot. Each ballot to indicate number of votes the member can vote. Ballot not to be signed.

b. Annual election an information sheet containing photograph and brief narrative introduction



of each candidate for Board.

c. Ballot and information concerning proposed amendment and/or assessment changes may be included.

d. Pre-addressed numbered envelope marked BALLOT, number same as on ballot.

7.4.2 For annual election the packet shall be sent by September 1<sup>st</sup> by the Office and the Internal Affairs Chairperson or delegate to all members eligible to vote, as listed on the List of Eligible Members by August 10<sup>th</sup>. (Also see 2.1.8 and 7.1.5 this document.)

Other election ballots may be sent with dates for mailings and returns as declared by the Board.

7.4.3 The ballot will be valid when

a. Filled out correctly

b. Returned in the numbered, pre-addressed envelope sent in the election packet

c. Received at the Steedman, Missouri Post Office or dropped in locked ballot box in the Office by the date specified on the ballot and/or information in the election mailing. Internal Affairs Chairperson or delegate to hold key to locked ballot box.

7.4.4 The counting of ballots for annual elections will take place first Saturday in October.

## **7.5 Ballot Security, Tabulation and Certification**

7.5.1 Ballot Counting Committee (Hereafter in Subsection 7.5 called Committee)

a. All votes on ballots for elections, assessment proposals, amendments etc. shall be counted by this committee.

b. The Committee shall have six (6) non-candidate members: two (2) selected by the Board from their membership, two (2) selected by the Council from their membership and two (2) at large appointed by the Internal Affairs Chairperson or delegate. The Committee will conduct the counting and tabulation of the ballots.

c. The Chairperson of the Internal Affairs Committee or delegate will oversee the counting and tabulations of the ballots.

d. NO ONE else shall be permitted to enter or remain in the ballot counting room during the official counting.

e. No family or household member of any person running for office may participate in the counting of the legally returned ballots.

7.5.2 One of the Directors and the Internal Affairs Committee Chairperson or delegate shall be responsible for retrieving the ballots from the Post Office and safeguarding their delivery to the ballot counting room. They shall refuse all postage due ballot envelopes. The number of refused ballot envelopes shall be added to the ineligible ballot totals in the count summary.

7.5.3 The entire Committee shall act as election judges.

7.5.4 The entire Committee shall count, tabulate and verify the legal ballots.

Whenever ten (10) votes or less decide an issue or separate two (2) or more candidates an immediate recount of all ballots shall be conducted. The result of this recount shall be final and binding.

A listing of the compiled results will be certified in writing by all Committee members immediately after the tabulation. The results will be given to the Office Manager for publication, forwarding to the President of the Board and the Chairperson of the Council and posting in the Office.

7.5.5 If a tie vote occurs between two (2) candidates, at the next meeting of the Board and Council a secret ballot of the Directors and Representatives will be taken supervised by the Internal



Affairs Committee Chairperson or delegate. That election's Ballot Counting Committee will count and declare a winner following subsection 7.5.4, 7.5.6 and 7.5.7 of this Subsection.

7.5.6 Internal Affairs Chairperson or delegate, Board liaison to the Internal Affairs Committee and office personnel will verify eligibility of write-ins and then the chairperson will contact eligible write-ins to see if they are willing to be appointed.

7.5.7 All ballots and tabulation sheets are to be sealed in a cardboard box with paper tape. The date and type of election are to be written on the box and all attending Committee members are to sign across the sealing tape. The box is to be kept in a secure area of the Office for a period of four (4) years from election and seven (7) years for Covenant, Bylaws and other changes. They shall then be disposed of as waste.

## SECTION EIGHT MISCELLANEOUS

### 8.1 Amendments to these Bylaws:

8.1.1 The members shall have the right to amend these Bylaws by two-thirds of the votes cast or a majority of the voting power, whichever is less.

8.1.2 Covenants and Bylaws Amendment Committee: There will be a Covenants and Bylaws Committee (hereafter called Amendment Committee). Its responsibilities, membership and procedures to be set out in a charter developed by the Board and approved by a simple majority of the Council and Board.

8.1.3 All proposed amendments must be approved for legality by an attorney

8.1.4 At Meeting: If the Amendment Committee, on behalf of the Board and/or members, seeks to have an amendment approved by the members at a membership meeting, the Association shall give notice to its members of the proposed membership meeting in accordance with Bylaws subsection 3.8.2. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment and must be postmarked thirty (30) days prior to the meeting.

8.1.5 By Mail: If the Amendment Committee, on behalf of the Board and/or members, seeks to have an amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment

8.2 **Fines Imposed for Violations:** All owners who receive a fine for violations will be sent a certified letter notifying them of the fine. They will have the right to appeal the fine with the Council at their scheduled meeting. All fines are due and payable within thirty (30) days of the date of the letter. If the next scheduled meeting is past the thirty days of the said letter, the owner has the right to pay the fine "under protest" then have their appeal reviewed by the Council at their next meeting. If the fine is not paid within the thirty day time limit, all gate cards issued to the lot owner shall be deactivated. If still not satisfied after meeting with the Council, they may appeal to the Board.

### 8.3 Assessments:

8.3.1 All annual and special assessments shall be equally apportioned against all lots.

8.3.2 Assessment approvals:

- a. In the event that an increase in annual assessments is needed, the increase must be approved by sixty-six percent (66%) of all members eligible to vote who return a valid ballot, then the previous limits may be so exceeded.



- b. Special Assessments: To be approved by the majority of votes cast and returned by members eligible to vote in that election.

8.3.3 Exceptions: The cost of maintenance and removal in Subsection 4.2 of Article IV of the Covenants shall not be deemed to be either an annual or special assessment.

8.3.4 Annual Assessments:

- a. Except hereinafter provided, the aggregate amount of annual assessments against each lot commencing with calendar year 2010 shall not exceed the sum of \$300 for each single lot owned and \$200 for each additional lot owned and deeded the same.
- b. An annual assessment increase must be approved by sixty-six percent (66%) of returned ballots of members eligible to vote.
- c. The annual assessments shall include all charges for water used in the property so long as the water company servicing the property is owned or operated by the Association. In the event the water company servicing the property is owned or operated by a public or private water supply district other than the Association, the Board may increase the annual assessment by an amount to pay the actual charges levied for water to the property. All charges for water shall be assessed against and paid by the Association.
- d. Annual Assessments notices shall be mailed to the owners no later than December 30<sup>th</sup> of each year. Assessments are due and payable as of January 1<sup>st</sup> and shall bear interest at the rate of ten percent (10%) per annum from February 1<sup>st</sup> to March 31<sup>st</sup>. They shall be considered delinquent April 1<sup>st</sup> and shall be subject to late charges until paid in full unless prior arrangements have been made as required by subsection 2.1.7.

*All assessments must be paid in full on or before March 31<sup>st</sup> of each year in order for the owner to be eligible to vote on any matter concerning the Association or for any owner to run for election to the Board or Council. Assessments are levied against each lot.*

8.3.5 Special Assessments:

- a. In the event the Board deems it necessary in any year to levy a special assessment with the consent of the Council shall publish/post a written outline of the contemplated expenses and determine the amount of the special assessment required.
- b. Special assessments will be levied in the same amount against each lot.
- c. When approved by the majority of votes cast and returned by members eligible to vote, special assessments shall be due and payable in the amount, manner and time set.
- d. They shall become delinquent if unpaid after the fixed time. If any special assessment becomes delinquent, the Association may enforce a lien as set forth in subsection 8.3.6.

8.3.6 Delinquent Assessment Liens: The Association will require payment of such annual assessments as the personal obligation of the owner, and if the assessment remains unpaid, may institute proceedings to obtain a personal judgment in the amount due and owed, plus applicable interest charges. The Association may execute and acknowledge, an instrument reciting the levy of the assessment and cause of the same to be recorded in the office of the Recorder's Office of Callaway County, Missouri. Such assessments may be enforced in the same manner as provided by law for the enforcement of special tax liens against real estate, except such assessments shall not have priority over existing mortgages or deeds of trust. Should the owner pay an assessment in full, including interest and fees, after the recording of a notice thereof, as herein provided, the Association shall release said lien. The owner shall pay for all the filing fees, recording costs and any other costs associated with the release of said lien.

8.3.7 The Board shall have the power to suspend the privileges of any owner to use common

property for any period during which any Association charge, lien or assessment remains unpaid.

IN WITNESS WHERE OF, this Revision of the Bylaws has been executed the day and year first above written.

ASSOCIATION

LOST CANYON LAKES LOT OWNERS

d/b/a

WILDWOOD LOT OWNERS ASSOCIATION

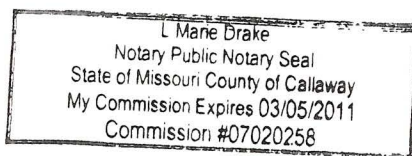
  
Dolores J. Black, President

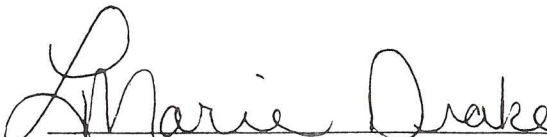
STATE OF MISSOURI

County of Callaway

On this 12 day of June, 2009, before me personally appeared Dolores J. Black, to me personally known, who, being by me duly sworn, did say that she is the President of Wildwood Lot Owners Association, a not-for-profit corporation of the State of Missouri, and that the seal affixed to the forgoing document is the corporations seal of said corporation, and that said instrument was signed and sealed in the behalf of the said not-for-profit corporation, by authority of its Board of Directors, and said Dolores J. Black acknowledged said instrument to be the free act and deed of said not-for-profit corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



  
Marie Drake  
Notary Public

My commission expires

3/5/11

SECTION EIGHT MISCELLANEOUS, 8.3 Assessments, 8.3.4 Annual Assessments, a. Amended June 6, 2009.