

ECA Bylaws Contents

Article I: Name and Offices

- Sec. 1: Corporate Name
- Sec. 2: Principal Office
- Sec. 3: Registered Office and Agent

Article II: Directors

- Sec. 1: Mission and Duties
- Sec. 2: Board Responsibilities
- Sec. 3: Election and Terms
- Sec. 4: Board Powers
- Sec. 5: Removal of Directors
- Sec. 6: Board Vacancies
- Sec. 7: Ex-officio Members
- Sec. 8: Compensation

Article III: Officers

- Sec. 1: Board Officers
- Sec. 2: Officer Terms
- Sec. 3: President
- Sec. 4: Secretary
- Sec. 5: Treasurer
- Sec. 6: Responsibility Areas

Article IV: Meetings of the Board

- Sec. 1: Annual Meeting
- Sec. 2: Board Meetings
- Sec. 3: Special Meetings
- Sec. 4: Director's Notice
- Sec. 5: Quorum
- Sec. 6: Alternative Meeting Methods
- Sec. 7: Voting by Proxy
- Sec. 8: Parliamentary Authority

Article V: Committees

- Sec. 1: Board Committees
- Sec. 2: Quorum
- Sec. 3: Temporary Committees
- Sec. 4: Design Review Committee

Article VI: Notices

- Sec. 1: Types of Notices
- Sec. 2: Waiver of Notice
- Sec. 3: Community Notice

Article VII: Indemnification

- Sec. 1: Indemnification of Directors and Officers
- Sec. 2: Indemnification of Employees and Agents

Article VIII: Fiscal Authority

- Sec. 1: Fiscal Year
- Sec. 2: Financial Instruments
- Sec. 3: Bond and Surety
- Sec. 4: Deposits
- Sec. 5: Insurance
- Sec. 6: Contracts

Article IX: Records

- Sec. 1: Permanent records
- Sec. 2: Accounting records
- Sec. 3: Storage of records

Article X: Retroactive Application of Bylaws

Article XI: Alteration, Amendment, or Repeal of Bylaws

Signature Page

[Final Board Review]

**BYLAWS OF
EAGLESGATE COMMUNITY ASSOCIATION
A MISSOURI NONPROFIT CORPORATION**

**ARTICLE I
NAME AND OFFICES**

Section 1. Corporate Name. The name of this Corporation shall be Eaglesgate Community Association (the “Association”), and the Association may have offices at such locations as its Executive Board (also known as its “Board of Directors” or “Board” herein and otherwise) may from time to time determine or the business of the Association may require.

Section 2. Principal Office. The principal office of the corporation in the State of Missouri shall be located at 1717 East Republic Road, Suite A, Springfield, MO 65804. The principal office may be relocated and the Association may have such other offices within the State of Missouri as the Board of Directors may determine.

Section 3: Registered Office and Agent. The Association shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by The Nonprofit Corporation Law of the State of Missouri. The registered office is located at 1949 East Sunshine, Suite 1-130, Springfield, MO 65804. The registered agent is Kevin H. Dunaway, Esq. The registered office may be, but need not be, the same as the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
DIRECTORS**

Section 1. Mission and Duties. The property, finances, and affairs of the Association shall be managed by the Board pursuant to and in accordance with certain Declaration of Covenants, Restrictions, Easements, Charges, Assessments and Liens for Eaglesgate, dated November 13, 2003, and recorded in the Office of the Greene County Recorder of Deeds, at Book 2003, Page 083080-03, as amended by the First Amended Declaration of Covenants, Restrictions, Easements, Charges, Assessments and Liens for Eaglesgate dated April 30, 2018, and recorded in the Office of the Greene County Recorder of Deeds, at Book 2018, Page 014766-18 (the “Declaration”), as well as pursuant to and in accordance with duly approved Board policies. Each member (“Director”) of the five (5) member Board shall serve as provided in the Declaration, unless and until changed by amendment to these Bylaws and/or the Declaration as necessary.

Section 2. Board Responsibilities. The Board shall be responsible for ensuring compliance with the Association’s standards and requirements by residents, contractors,

and others. The Board shall enlist legal assistance for counsel and representation as such need arises. The Board is authorized to enter into contracts with vendors to provide services including but not limited to legal; insurance; accounting; maintenance; construction; an association management company for administrative, financial, and technological assistance; or for other services determined to be of necessity or benefit to the Association.

Section 3. Election and Terms. The Association's Members shall elect Directors pursuant to the procedures for voting set forth in the Declaration with such members exercising their respective voting rights cumulatively. To qualify for a position on the Board, a candidate must be a resident homeowner or spouse of a resident homeowner in good standing and with no outstanding charges or fees owed the Association. Elected Directors shall serve for a term of two years or until their successors have been elected [*and qualified*]. The election of Directors shall occur so that two (2) Directors and three (3) Directors shall be elected [*respectively*] in alternating years.

Section 4. Board Powers. Unless otherwise expressly provided in these Bylaws or the Declaration, no individual director shall have governing power or administrative power. That power is vested in the Board as a whole.

Section 5. Removal of Directors. Directors may be removed from office with or without cause by the affirmative vote of a majority of the entire Board at any regular meeting or special meeting of the Board called for that purpose by giving written notice of the removal to the Director who is the subject of the removal action. Reasons for removal may include, but are not limited to, failure to report conflicts of interest, missing three consecutive regular meetings, acting against the best interests of the community, or divulging confidential Association information. Any vacancy created by such removal shall be filled by Board appointment pending the next election or pursuant to the Members' voting procedures set forth in the Declaration.

Section 6. Board Vacancies. If the office of a Director becomes vacant for any reason, other than by removal of the Director in the manner described in Section 5 hereof, a successor shall be appointed by the Board of Directors pending the next election and such successor shall hold office for the unexpired term in respect of which such vacancy occurred or until the next election of Directors. Whether by election or appointment, a Director may not serve more than two successive terms, nor can two individuals from the same household serve two terms in succession. A Board member to be appointed to a second term may not vote on that appointment.

Section 7: Ex-Officio Members. By majority vote, the Board from time to time may appoint an ex-officio member for special assistance, purposes, or projects. An ex-officio member shall not have a vote on the Board and shall serve only until the assistance, purpose, or project for which he or she was appointed is completed.

Section 8. Compensation. Directors, as such, shall not receive any stated salary for their services. By resolution of the Board, however, expenses, if any, may be allowed for

attendance at each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation or reimbursement of expenses thereof. Expenses incurred for supplies or services by individual directors in furtherance of Association needs may be reimbursed, at the discretion of the Board.

ARTICLE III OFFICERS

Section 1. Board Officers. The officers of the Association shall consist of a President, a Secretary, a Treasurer, and such other officers as may be determined by the Board. The Board may also elect from among the Directors one or more other officers as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 2. Officer Terms. The officers of the Association shall hold their offices for a term of one year, or for such other term as shall be determined from time to time by the Board. Officers may be reelected to successive terms. An officer may be removed at any time by the Board. An officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If the office of a Director becomes vacant for any reason, the vacancy may be filled by the Board.

Section 3. President. The Association's President shall be the chief executive officer of the Association and shall preside at all meetings of the Board at which he or she is present. He or she shall perform such duties as the Board may prescribe, and shall see that all orders, policies, and resolutions of the Board are carried into effect.

a. The President shall execute bonds, mortgages, contracts, and official documents, except where permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association.

b. The President shall be responsible for assuring that each Director is familiar with the Declaration of Covenants and the Association's Bylaws and is committed to their provisions, and that each director sign a conflict-of-interest letter at the beginning of his or her term.

c. The President shall assure that Members are informed of Board meetings, actions, change in policies, Association elections, and any other matters that may affect the community. Such notice may be by regular mail, electronic mail, web site post, a combination of these, or other methods determined by the Board.

d. The President shall act on behalf of the Association and Board in special circumstances that arise when it is not practical to hold a Board meeting or consult

Directors.

Section 4. Secretary. The Association's Secretary shall keep or cause to be kept a record of all meetings of the Board and shall record all votes and the minutes of all proceedings in files maintained for that purpose. He or she shall give, or cause to be given, notice of all regular and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the Association's President, under whose supervision the Secretary shall be. The Secretary shall be responsible for authenticating the records of the Association.

Section 5: Treasurer. The Association's Treasurer shall have or oversee custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. He or she shall deposit all funds and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board and shall perform such other duties as the Board may prescribe.

a. The Treasurer shall disburse, or oversee the disbursement of, the funds of the Association in accordance with the annual budget or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Association's Board of Directors, at the regular meetings of the Board, or whenever the Board or the Association's President may require it, an account of all transactions and of the financial condition of the Association.

b. If required by the Board, the Treasurer shall assure that any person or entity authorized by the Board to sign checks or make deposits shall have current and valid signature cards on file at the Association's bank. The Treasurer also shall provide guidance to the Board of Directors on the proper and secure handling of all funds and that the Association bank shall have in place measures prohibiting cash withdrawals from any Association account.

Section 6: Responsibility Areas. In addition to officers, each Board shall designate individual Directors to be in charge of certain responsibilities, including but not limited to common grounds, ponds, clubhouse, pool, tennis and basketball courts, security, compliance with standards and requirements, Design Review Committee liaison, special events, and other areas deemed to require such leadership from the Board.

ARTICLE IV MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board shall be held in Springfield, Missouri, at such time and place as shall be determined by the Board. Residents will be notified at least twice in the 30 days prior to the meeting of the date, time, location, and general agenda in the manner described in Article III, Section 3, Paragraph (c) herein.

Section 2. Board Meetings. Regular meetings of the Board shall be held at least monthly at a time and place determined by each Board. Residents will be notified of such meetings at least 15 days before. Board meetings are open to Members but some portions of regular meetings may be closed because of legal or privacy concerns. Residents who wish to speak during a regular Board meeting must request to do so at least one week before the meeting, unless the Board determines that a shorter advance notice is necessary.

Section 3. Special Meetings. Special meetings of the Board or the community may be called pursuant to procedures as determined by the Board from time to time in compliance with applicable law, the Declaration, and these Bylaws.

Section 5. Quorum. At all meetings of the Board, a majority of all the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless the action is one upon which, by express provision of applicable statutes, the Declaration, the Association's Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present. A Board of Directors meeting quorum shall consist of no less than three of the five directors. For a resident meeting, a quorum shall be at least one more than half the number of Members eligible to vote. A Director unable to attend a Board meeting may designate another Director to vote his or her proxy by notifying the President or Secretary at least one week before the meeting.

Section 6. Alternative Meeting Methods. Members of the Board may participate in a meeting of the Board by means of a conference telephone call or similar communications equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. The Directors may vote on critical or urgent issues by email when necessary and such action and vote are recorded in the minutes of the subsequent regular meeting.

Section 7. Voting by Proxy. At all meetings of residents, a voting Member may vote by proxy, if so permitted pursuant to the circumstances provided in the Declaration, executed in writing by the Member or his duly authorized attorney in fact. Such proxy shall be filed with the Board Secretary before or at the time of the meeting. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy.

Section 8. Parliamentary Authority. Any meeting held pursuant to these Bylaws shall be conducted in accordance with parliamentary authority pursuant to the Robert's Rules of Order Newly Revised, Eleventh Edition, or whichever edition shall constitute the most recent published edition of the Robert's Rules of Order, and as modified by Board of Directors policy and practice. As determined by the President, all final actions of the

Board shall require a motion, a second, and a vote by the Directors, all of which shall be recorded in the minutes of that meeting.

ARTICLE V COMMITTEES

Section 1. Board Committees. The Board, by a resolution adopted by a majority of the Directors in office, may designate one or more other Board committees, each of which shall consist of at least two Directors. Such committees shall, to the extent provided in such resolution, have and exercise the authority of the Board.

Section 2. Quorum. At all meetings of all Board committees, a quorum shall be determined as provided in Article IV, Section 5.

Section 3. Temporary Committees. The Board from time to time may appoint temporary advisory committees for such purposes as major issues and projects, or to plan and execute special events and holiday decorations. Temporary committees shall have at least one Director as liaison for the Board.

Section 4: Design Review Committee. The Design Review Committee is established by the Declaration as a separate and independent committee, with responsibilities as directed in the Declaration. The Board shall approve all appointments to the committee and solicit new members when vacancies occur. Members of the committee shall elect the DRC chairman.

ARTICLE VI NOTICES

Section 1. Types of Notices. Whenever, under the provisions of applicable statutes, the Association's Articles of Incorporation, or these Bylaws, notice is required to be given to Members or any Director, such notice may be given orally or in writing. Notice may be communicated in person; by any form of wire or wireless communication such as telephone; by mail or private carrier; by electronic mail; or if the preceding forms of personal notice are impracticable, by a newspaper of general circulation in the area where published; or other form of public broadcast communication such as radio or television.

Section 2. Waiver of Notice. Whenever any such notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, and filed with the Association's minutes or corporate records, shall be deemed equivalent thereto.

Section 3. Community Notice. The President or Secretary from time to time shall publish and make available to all residents a community notice following meetings of the Board of Directors. Such notice shall contain, but not be limited to, highlights of Board actions at the meeting, upcoming or notable events, and the date and time of the next Board meeting.

ARTICLE VII INDEMNIFICATION

Section 1. Directors and Officers. The Association shall indemnify and advance expenses to a Director or Officer of the Association in connection with any threatened, pending, or completed action, suit, or proceeding to the fullest extent permitted by and in accordance with Sections 355.476 and 355.501 of the Revised Statutes of Missouri, as the same may be amended (the “Indemnification Statutes”) and as provided for in the Declaration.

Section 2. Employees and Agents. With respect to an employee or agent, other than a Director or Officer, of the Association, the Association, except as to such indemnification as is required under the Indemnification Statutes, may, as determined by the Board, indemnify and advance expenses to such employee or agent in connection with any threatened, pending or completed action, suit, or proceeding to the extent permitted by and in accordance with the Indemnification Statutes.

ARTICLE VIII FISCAL AUTHORITY

Section 1. Fiscal Year. The fiscal year of the Association shall begin the first day of January in each calendar year. The Board of Directors shall prepare and approve a budget each October for the following fiscal year.

Section 2. Financial Instruments. All checks, drafts or orders for the payment of money, and notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President or Treasurer, or such other person or persons as the Board may from time to time designate. Upon approval of the Board and review by Association counsel, the President may enter into any contract or execute and deliver any financial instrument in the name of and on behalf of the Association.

Section 3. Bond and Surety. The Board may require that any officer, member, employee, contractor, or other person or entity handling Association funds and finances provide the Association proof of a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of his or her duties and for the restoration to the Association, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.

Section 4: Deposits. All funds of the Association shall be deposited regularly to the credit of the Association in such banks, trust companies, or other depositories as the Board may choose.

Section 5: Insurance. The Board shall from time to time determine and purchase the types of insurance necessary for the Association, its property, and members of the Board of Directors and committees.

Section 6. Contracts. For any contract determined to be of sufficient amount and significance, the Board shall seek competitive bids and review them every year. Contracts raising legal or long-term commitments shall be submitted to legal counsel for review before execution.

ARTICLE IX RECORDS

Section 1. Permanent Records. The Association shall keep as permanent records minutes of all Board meetings, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board.

Section 2. Accounting Records. The Association shall maintain appropriate accounting records. A copy of the following records shall be kept at the Association's principal office: the Association's Declaration, Articles of Incorporation, these Bylaws, and all amendments to each currently in effect, a list of the names and business or home addresses of the current Directors and the Association's officers, the most recent annual report of the Association delivered to the Secretary of State, the annual budgets, and appropriate financial statements of all of the Association's income and expenses.

Section 3. Storage of Records. The Board may keep the books of the Association at the principal business office of the Association in this state or at such other place as it shall from time to time determine and as may be permitted by law.

ARTICLE X RETROACTIVE APPLICATION OF BYLAWS

Section 1. Retroactive Application. These Bylaws are intended to mirror, reflect, and be consistent with previous Bylaws, if any, and the Declaration, and are adopted retroactively to the date of the creation of the Association.

ARTICLE XI ALTERATION, AMENDMENT, OR REPEAL OF BYLAWS

Section 1. Bylaws Amendment. Subject to the provisions of the Declaration, these Bylaws may be altered, amended, or repealed at any regular or special meeting of the Directors by the affirmative vote of a majority of all the Directors in office. In the event of any inconsistency between the provisions hereof and those of the Declaration, the provisions of the Declaration shall control.

I, **Name to be provided**, as President of Eaglesgate Community Association Board of Directors, hereby certify that the foregoing constitutes the Bylaws of this Association as adopted in full force and effect on the 14th day of May, 2019.

By: **Matt Scheihing** [Signed] _____

Date: **May 14, 2019** _____