

BYLAWS OF  
MILL RIDGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND OFFICES

The name of the Corporation is Mill Ridge Property Owners Association, Inc., hereinafter referred to as the "Association".

ARTICLE II  
DEFINITIONS

All terms shall be defined in accordance with the definitions contained in the Declaration of Restrictions, Covenants and Conditions of Mill Ridge a Subdivision in Greene County, MO, and amendments thereto, hereinafter referred to as the "Declaration".

ARTICLE III  
MEMBERSHIP

Section 1. Classification. Every person or entity that is the owner of a fee or undivided fee interest in the property described in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from said ownership.

Section 2. Suspension of Membership. During any period in which a member shall be in default in the payment of any annual, monthly or special assessment levied by the Association for more than thirty (30) days, the voting privileges and the right to use of the common area and facilities of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed ninety (90) days, for violation of any rules and regulations established by the Board of Directors governing the use of any common area and facilities.

ARTICLE IV  
GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meetings. An annual meeting of the members shall be held.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, the Board of Directors or upon the written request of a majority of the membership.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officers or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Association, with postage thereon prepaid.

Section 4. Voting Rights. Each member shall be entitled to one vote for each lot owned. If more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such lot.

Section 5. Items to be voted on at any meeting shall be determined by a majority of the voters present.

ARTICLE V  
BOARD OF DIRECTORS

Section 1. Election and Term of Office. At each annual meeting of the members, Directors shall be elected for a term of three years each. Directors shall be elected by a majority vote of the members entitled to vote at such meeting and cumulative voting shall not be allowed for the election of Directors or for any purpose. Each Director shall hold office for the term for which he/she is elected or until his/ her successor shall have been elected and qualified. At the expiration of any term, any Director may be re-elected. The number of Board members shall always consist of an odd number.

Section 2. Removals and Vacancies. Any Director may be removed from the Board, with or without cause, by a majority vote of the members. In the event of death, resignation, disqualification or removal of a Director, the Director's successor shall be selected by the remaining members of the Board and shall serve Director's unexpired term provided however, that if the Directors do not fill the vacancy within thirty (30) days, the members shall have the right to fill the same.

Section 3. Qualifications. Every Director shall be over the age of eighteen (18) years.

Section 4. Proxy. Voting by proxy at a properly convened meeting of the Board of Directors shall not be permitted.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If less than a majority of the Directors are present at any meeting, a majority thereof may adjourn the meeting from time to time without further notice.

Section 6. Compensation. No Director shall receive compensation for any service he/she may render to the Association as a Board member. However, any Director may be reimbursed for the Director's actual expenses incurred in the performance of the Director's duties, as approved by the Board.

Section 7. Board of Directors' Meetings. The Board of Directors shall hold an annual meeting immediately following the annual meeting of the membership. Special meetings of the Board of Directors may be called at any time by the President or by the Board of Directors by vote at a meeting thereof or by a majority of the Directors in writing, with or without a meeting, and shall be held on such date and in such place as may be designated by the Board of Directors.

Section 8. Action Taken Without a Meeting. The Directors have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 9 Indemnification. Each Director or former Director shall be indemnified by the Association as provided by statute.

ARTICLE IV  
POWERS AND DUTIES OF BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power:

- a. to adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. to exercise for the Association all powers, duties and authorities vested in or delegated to this Association not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and
- c. to employ a manager, independent contractors, or such other employees as it deems necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors:

- a. to keep a record of all its acts and corporate affairs;
- b. to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. to issue, or to cause an appropriate officer to issue, upon demand by any person, a receipt setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for non-payment of HOA dues. Such receipt shall be conclusive evidence of the payment HOA dues therein stated to have been paid;
- d. to procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association;
- e. to cause all Officers or employees having fiscal responsibilities to be bonded in such amounts as it may deem appropriate;
- f. to cause the common area to be maintained;
- g. to exercise for the Association all powers, duties and authority vested in or delegated to this Association not reserved to the membership by other provision of these Bylaws, the Articles of Incorporation, or the Declaration.
- h. unless otherwise provided for in the Declaration:
  - 1. to fix the amount of the annual assessment against each lot and to report same at the annual meeting of the membership, and
  - 2. to send written notice of the annual assessment to every owner subject thereto after each annual assessment is determined.

ARTICLE VII  
OFFICERS AND THEIR DUTIES

Section 1. Executive Officers. The Board of Directors shall elect a President, Vice-President (optional position), Secretary, and Treasurer, and any other officers as shall be deemed necessary to carry out the affairs and business of the Association. The President shall be selected from the members of the Board of Directors. Each officer shall hold office until the next annual meeting of the Board of Directors succeeding the officer's election, or until the officer's successor shall have been duly elected and qualified. Any two or more offices may be held by the same person.

Section 2. Vacancy. A vacancy in any of the above offices may be filled by a majority vote of the Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he/she replaces. For this

section, the resignation, death, transfer or removal by suspension or otherwise of any person holding office shall be deemed a vacancy.

Section 3. President. The President shall preside at all meetings of the members of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and promissory notes.

Section 4. Vice President. The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall sign, exercise and discharge such other duties as required by the Board.

Section 5. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as required by the Board.

Section 6. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

Section 7. Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board of Directors. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### ARTICLE VIII ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual dues and special assessments which are secured by a continuing lien upon the property against which the assessment is made.

#### ARTICLE IX BOOKS AND RECORDS

The books, records and papers of the Association shall always, during reasonable business hours, be subject to the inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association; copies shall be made available for purchase by members at reasonable cost.

#### ARTICLE X CORPORATE SEAL

The Association shall have no corporate seal.

ARTICLE XI  
CONTRACTS. FINANCIAL AND TAX MATTERS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Borrowing. This Association shall borrow any money or become obligated as a co-maker only upon approval of the membership, and no officer or Director of the Association, individually or as a group, shall have the authority to cause the Association to borrow any funds or to become a co-maker without such approval.

Section 3. Deposits. Checks, Drafts, etc. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select, and no disbursements of said funds shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Annual Financial Report. As the Board of Directors deems it advisable, there shall be prepared annually by an independent accountant, a full and correct certified statement of the financial affairs of the Association, including a Balance Sheet and a Financial Statement of Operations for the preceding fiscal year, which shall be submitted to the Board of Directors at the annual meeting of the Association.

Section 5. Annual Corporate Report. The Secretary of the Association shall cause to be prepared and filed annually any corporate reports required by the laws of the State of Missouri for not-for-profit corporations.

Section 6. Annual Tax Returns. The Treasurer of the Association shall cause to be prepared and filed annually any Federal, State or Municipal tax returns required for not-for-profit corporations.

ARTICLE XII  
FISCAL YEAR

The fiscal year of the Association shall correspond to the calendar year.

ARTICLE XIII  
AMENDMENTS

Section 1. These Bylaws may be amended, modified, or revoked in any respect from time to time by affirmative vote of majority of the members entitled to be cast therefore at a special meeting duly called for such purpose or at any annual meeting; provided, however, that the contents of these Bylaws shall not contain any matter inconsistent with that which is required to be contained herein by Missouri's Not for Profit Corporation Law, the Articles of Incorporation or the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of conflict between the Declaration and these Bylaws, the Declaration shall control.

***(Approved by membership on September 20, 2025)***