

**BY-LAWS
OF
HICKORY HILLS HOME OWNERS ASSOCIATION, INC.
A MISSOURI NOT-FOR-PROFIT CORPORATION**

ARTICLE I

NAME AND LOCATION

The name of the corporation is the HICKORY HILLS HOME OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located in Cass County, Missouri, but meetings of members and Directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Hickory Hills Home Owners Association, a Missouri mutual benefit nonprofit corporation, its successors and assigns.

Section 2. "Developer" and/or "Declarant" shall mean and refer to Hickory Hills Home Owners Association, and its successors and assigns.

Section 3. "Common Properties" shall mean all swimming pools, all clubhouses if constructed, all recreational areas, all open or green space areas, all entrances, monuments, berms, street islands and other ornamental areas and related utilities, lights, sprinkler systems and landscaping, all storm water drainage or detention facilities and improvements and easements therefore, all utility easements and all similar or other places or areas other than lots which are owned by the Association and dedicated to, or set aside for, the general, non-exclusive use of all owners or which may, with appropriate consent, be used by all owners or reserved to the Association's use pursuant to easements and all property of a similar character brought within the jurisdiction of the Declaration.

Section 4. "Declaration" shall mean and refer to the Declaration of Restrictions recorded in the Office of Recorder of Deeds for Cass County, Missouri, by Developer as Document No. 136290 on the 15th day of July, 1998, encumbering all property described therein including Lots 1 through 65, Lots 67 through 77, Lots 79 through 105, Lots 106 through 125, and Lots 204 through 237 of Hickory Hills subdivision which contains provisions in reference to the lots contained herein and is provided for the general welfare of the owners and occupants of the lots within the property. The incorporator, as developer of Hickory Hills, may, at his option add additional phases under the name Hickory Hills, Rockwell, or such other names as he may choose which said phase shall be a part of and subject to the restrictions and by-laws of the Association.

Section 5. "Lot" shall mean any lot as platted or any tract or tracts of land as conveyed which may consist of one or more lots, or part or parts of one or more lots, as platted and upon which one single family residence may be erected thereon in accordance with the Declarations.

Section 6. "Member" shall mean and refer to every person who holds membership in good standing in the Association as set forth in Article III of the Declaration of Restrictions and shall mean the person or entity who is the owner of a lot within the subdivision.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot or tract which is a part of the property, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. "Directors" and "Officers" as used herein shall mean the Directors and Officers of the Association as duly elected or appointed according to the terms of the ByLaws and Articles of Incorporation.

Section 9. "Board" as used herein shall be deemed to mean the Association's Board of Directors, and except where context prohibits shall also be deemed to mean the Board's designee.

ARTICLE III

MEMBERSHIP

Section 1. Members. Every person or entity that is a record owner of a unit or undivided fee interest in any unit, residence or lot of land legally described in the Declaration which is subject by covenants of record to assessment by the Association, including contract sellers and every person who is an occupant, as heretofore defined, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. The Association shall be the full judge of qualifications of its members and right to participate in its meetings and proceedings. No owner or occupant shall have more than one membership.

ARTICLE IV

RULES AND REGULATIONS

Section 1. Enforcement. The Board of Directors may from time to time promulgate rules and regulations as hereinafter provided to govern the use of the common area and facilities, the conduct of members and their guests, and compliance with the Declaration of Covenants, Conditions and Restrictions filed of record relating to the use of land or improvements within the properties, the control of architecture within the properties, or other measures necessary to insure the health, safety and welfare of the residents. The rules and regulations shall be effective ten (10) days after notice of enactment is mailed to members.

Section 2. Sanctions. Members violating duly promulgated rules and regulations shall be subject to sanctions in accordance with the terms and provisions of such rules and regulations. Such sanctions may include, but are not limited to, suspension of membership, the right to use or enjoy the common area for a period not to exceed ninety (90) days per violation, the assessment of fines not to exceed One Hundred Fifty Dollars (\$150.00) per violation. Such fines, as well as costs and attorney's fees expended in collecting fines or enforcing suspensions shall be considered as special assessments in accordance with the Declaration, and shall become a lien against any lot, unit or land owned or occupied by any violator.

Section 3. Right of Appeal. Members shall have ten (10) days following the notice of any infraction or fine to appeal same to the Board of Directors. Such appeal must be made in writing and will be heard by the Board at its next scheduled meeting. If no hearing is requested within ten (10) days after the preliminary decision of the Board, said decision shall become final.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership and Voting Rights. The Association shall have two (2) classes of voting membership. Membership shall be limited to the Developer and the owners of land within the Hickory Hills subdivision as defined in the legal description attached to the Declaration of Covenants, or as amended. Class A members shall be all owners with the exception of the Declarant and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds interest in any lot, all such persons shall be members. The vote for each lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast for any lot. Class B member shall be the Declarant and shall be entitled to fifty (50) votes for each lot owned. Class B membership shall cease and shall be converted to a Class A membership when the Declarant no longer owns any lots.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the 12th day of August, 2008 and shall be held on the Second Tuesday of the month of August each year thereafter at 6:30 p.m. unless such day shall fall on a national holiday, then the next weekday thereafter. Written notice of such meeting or statement of business to be transacted shall be required as stated in these ByLaws.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President of the Association, the Association's Board of Directors, or upon written request to the Association Secretary by members who are entitled to vote one-fourth (1/4) of all the votes of the membership. Written or printed notice of the special meeting shall be delivered not less than fifteen (15) or more than sixty (60) days before the date of the meeting either by mail or personally. Such notice shall state the date and time of the meeting, its location and the business to be transacted.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. Unless otherwise required in the Declaration, the Articles of Incorporation or by these By-Laws, the presence at the annual meeting of members or of proxies entitled to cast one-tenth (1/10th) of the membership as defined in Article 3, Section 1 of the Declaration shall constitute a quorum for any action. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in Section 3 above, and the required quorum, at any such subsequent meeting, shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Selection/Term of Office. The affairs of the Association shall be managed by a Board of three (3) Directors, who shall be members of the Association. Board members shall serve for a one year term.

Section 2. Method of Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members and shall serve from the close of such annual meeting until the close of the next annual meeting. The appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among the members or non-members.

Section 3. Election. Election to the Board of Directors shall be for a one (1) year term and may be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his predecessor.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, as approved by the Board.

Section 6. Action Taken Without a Meeting. The Directors shall 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.

ARTICLE VIII

MEETING OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held semi-annually, without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should such meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two Directors, after not less than twenty-four (24) hours notice to each director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the following powers and duties to which it may exercise and perform in whatever discretion it may deem necessary or desirable to-wit:

- (a) To enforce, in its own name, any and all building, use or other restrictions, obligations, agreements or reservations which have been or hereafter may be imposed upon any of the Lots; provided, however, that this right of enforcement shall not serve to prevent waivers, changes, releases or modifications of restrictions, obligations, agreements or reservations from being made by the parties having the right to make

such waivers, changes, releases or modifications under the terms of the deeds, declarations or plats in which such restrictions, obligations, agreements and reservations are set forth. The expense and cost of any such enforcement proceedings by the Homes Association may be paid out of the general fund of the Home Association, as herein provided. Nothing herein contained shall be deemed or construed to prevent the Developer or any Owner from enforcing any building, use or other restrictions in its or his own name.

(b) To acquire and own title to or interests in, and exercise control over, the Common Areas, subject to the rights (including ownership) of any governmental authority, utility or any other person or entity therein or thereto.

(c) To maintain public liability, workers' compensation, fidelity, fire and extended coverage, director and officer liability, indemnification and other insurance with respect to the activities of the Homes Association and the property with the Subdivision;

(d) To levy and collect the assessments which are provided for in this Declaration and to maintain accounts and accounting records with respect thereto;

(e) To enter into and perform agreements from time to time with the Developer and other parties regarding the performance of services and matters benefitting both the Developer and the Homes Association and its members and the sharing of the expenses associated therewith;

(f) To enter into and perform agreements with the Developer, other developers, other homes associations, and other parties relating to the joint use, operation and maintenance of any recreational facilities and other similar common areas, whether in or outside the subdivision and the sharing of expenses related thereto;

(g) To engage the services of a management company or other person or entity to carry out and perform all or any part of the functions and powers of the Homes Association, including, without limitation, keeping of books and records, and operation and maintenance of Common Areas.

(h) To engage the services of a security guard or security patrol service;

(i) To provide for the collection and disposal of rubbish and garbage; to pick up and remove loose material, trash and rubbish of all kinds in the subdivision; and to do any other things necessary or desirable in the judgment of the Board of Directors of the Homes Association to keep any property in the subdivision neat in appearance and in good order;

(j) To exercise any architectural and aesthetic control and authority given and assigned to it in this Declaration or in any other deed, declaration or plat relating to all or any part of the subdivision;

(k) To make, amend and revoke reasonable rules, regulations, restrictions and guidelines (including, without limitation, regarding the use of Common Areas) and to provide the means to enforce such rules, regulations and guidelines for the purpose of adequately and properly carrying out the provisions and purposes of this Declaration;

(l) To exercise such other powers as may be set forth in the Articles of Incorporation or Bylaws of the Homes Association;

Section 2. In addition, the Board of Directors shall have any other powers authorized in the Missouri Not-for-profit corporation statute.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the Board, and each shall hold office for one (1) year unless he shall sooner resign, be removed, or otherwise become disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings 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 shall co-sign all checks and promissory notes.
- (b) Vice-President. The Vice- President shall act in the place instead of the President in the event of his/her absence, inability, or refusal to act, and shall perform all such other duties as required by the Board, including enforcement of the Covenants and Restrictions, and shall serve as the chair of the Architectural Review Board referred to in Article XI of these By-Laws.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association, if any; 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.
- (d) 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; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XI

COMMITTEES

The Association shall appoint an Architectural Review Board, to exercise the duties of the developer as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint such other committees as deemed appropriate in carrying out its purpose.

ARTICLE XII

INDEMNIFICATION

Every officer, director and member of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred or imposed upon him in connection with any claim, action, suit, proceeding, investigation

or inquiry of whatever nature in which he may be involved, as a party or otherwise, by reason of having been an officer or member of the Association, whether or not he continues to be such an officer, director or member of the Association at the time of the incurrence or imposition of such costs, expenses or liabilities, except in relation to matters in which he shall finally be adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or negligence toward the Association in the performance of his duties, or in absence of adjudication, such liability by opinion of legal counsel selected by the Association. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of each person.

ARTICLE XIII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and By-Laws of the Association shall be available for inspection by any member at the principal office of the Association.

ARTICLE XIV

AMENDMENTS

These By-Laws may be amended (a) by a vote of two-thirds (2/3) of the Directors at any meeting of the Board of Directors called for that purpose, providing notice of the meeting and the proposed amendments has been given to the members at least fifteen (15) days prior to the meeting, or (b) at an annual meeting of the members by a majority vote, with a quorum of members present in person or by proxy. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control. Any changes by the Board of Directors of the Articles of Incorporation, the By-Laws, or the Declarations (Covenants) shall only apply to those phases where Developer and/or Declarant owns no lots or consents thereto.

IN WITNESS WHEREOF, we, being all of the Directors of Hickory Hills Property Home Owners Association have hereunto set our hands and seals this 24th day of JULY, 2008.

HICKORY HILLS HOME OWNERS ASSOCIATION, INC.

James C. Redwine
Diana L. Redwine
James M. Redwine

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Hickory Hills Home Owners Association, Inc., a Missouri not-for-profit corporation; and that the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____, 2008.

Secretary

STATE OF MISSOURI)
)ss:
COUNTY OF CASS)

On this _____ day of _____, 2008, before me, the undersigned Notary Public, personally appeared _____, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in _____, Missouri, the day and year last above written.

Notary Public

My Commission Expires:
