**PREAMBLE**

The following Bylaws shall constitute the Bylaws of HICKORY WOODS HOMES ASSOCIATION, Inc., a Missouri Nonprofit Corporation, effective the 4th day of June, 2024.

These Bylaws shall be subject to the Missouri Nonprofit Corporation Act, as now or hereafter existing (currently RSMo Chapter 355, effective 7/1/95) and the Articles of Incorporation of HICKORY WOODS HOMES ASSOCIATION, Inc., a Missouri Nonprofit Corporation, Charter No. 0020218, which were filed with the Missouri Secretary of State’s Office on November 10, 1977, as those Articles are now existing or as they may hereafter be amended (herein the “Articles”). These Restated By-Laws will be formalized by the filing of an Amendment of the Articles with the Missouri Secretary of State’s office in the near future reflecting such change.

In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Missouri Nonprofit Corporation Act, said Nonprofit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles, it shall be the Articles, which shall be controlling.

**ARTICLE I**

**NAME**

The name of the Association is HICKORY WOODS HOMES ASSOCIATION, Inc., a Missouri Nonprofit Corporation, (herein referred to as the "Association”).

**ARTICLE II**

**OFFICE**

The principal office of the Association shall be located in Blue Springs, Jackson County, Missouri, at such location and address as may be established from time to time by the Board of Directors. The principal office address established as of the effective date hereof shall be 1008 SW Hickory Court, Blue Springs, Missouri, 64015.

**ARTICLE III**

**REGISTERED AGENT**

The Association shall have and continuously maintain a registered office, which may be, but need not be, the same as its principal office and a registered agent, whose office is identical with the registered office. The registered agent so appointed by the Association shall be an agent of such Association upon whom any process, notice or demand required or permitted by law to be served upon the Association may be served.

The person currently serving as the Association’s Treasurer from time to time shall be the registered agent for the Association, with such person’s address being the registered office, so long as that person is serving as the Association’s Treasurer.

The registered office and registered agent as of the effective date hereof is the Association’s Treasurer, Scott Fullerton, 1008 SW Hickory Court, Blue Springs, MO 64015.

**ARTICLE IV**

**RECORDS OF THE ASSOCIATION**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Members and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of its Board of Directors and of the Members of the Association entitled to vote. All books and records of the Association may be inspected by any member of the Board, or his agent or attorney, for any proper purpose at any reasonable time.

Such records shall comply, with the provisions contained in RSMo §355.821 as now existing or as hereafter amended, to the extent applicable to the Association. In compliance with the foregoing statutory requirements;

1. The Association shall keep as permanent records (a) minutes of all meetings of the Members and Board of Directors; (b) a record of all actions taken by the Members or Directors without a meeting; and (c) a record of all actions taken by committees of the Board of Directors to the extent the Board or the Articles or Bylaws authorizes such committee of the Board to exercise the Board's authority.

1. The Association shall maintain appropriate accounting records. With respect specifically to the financial statements of the Association, a copy of the financial statements of all income and expenses shall be retained by for a period of seven years.
2. The Association shall keep a current list of each Owner/Member of the Association, including their names, addresses, Lot owned and current contact information provided by the Owner/Member in alphabetical as well as sequential subdivision lot number form. As provided elsewhere, the Owner/Member in good standing shall be entitled to cast one vote for each Lot owned within the Hickory Woods subdivision and in the case of joint ownership, as they shall between themselves decide.
3. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
4. The Association shall keep a copy of the following records at its principal office:

  (1)  The Articles and all amendments to them currently in effect;

  (2)  The Bylaws and all amendments to them currently in effect;

  (3)  The Restrictions (as described in Article VI) and all amendments thereto currently in effect;

  (4)  The Declaration (as described in Article VI) and all amendments thereto currently in effect;

  (5)  Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of Members;

  (6)  The minutes of all meetings of Members and records of all actions approved by the Members for the past three years;

  (7)  All written communications to all Members generally within the past three years;

  (8)  A list of the names and business or home addresses of its current Directors and Officers;

  (9)  Its most recent corporate registration report delivered to the secretary of state; and

  (10)  Appropriate financial statements of all income and expenses.

**ARTICLE V**

**PURPOSES**

Section 1. General Purpose. It is the purpose of HICKORY WOODS HOMES ASSOCIATION, Inc., to serve as the Association referred to in the following documents, as the same may be hereafter modified, amended, or revised:

1. HICKORY WOODS AMENDED AND RESTATED RESTRICTIONS (Lots 1 - 3 & Lots 6 - 63) recorded on November 12, 2019 in the office of the Jackson County, Missouri Recorder of Deeds at Instrument Number/Book & Page 2019E0092477 (herein the “Restrictions”); and
2. RESTATEMENT of HOMES ASSOCIATION DECLARATION HICKORY WOODS (Lots 1 - 3 & Lots 6 - 63) December 22, 2014, recorded on December 22, 2014 in the office of the Jackson County, Missouri Recorder of Deeds at Instrument Number/Book & Page 2014E0105844 (herein the “Declaration”).

Section 2. Specific Purposes. In addition to the purpose set forth in Section 1 of this Article, the Association has been organized and exists to have all of the powers and authorities and to perform all of the duties, obligations, privileges and purposes of the Association contained and set forth in the Restrict-

ions and the Declaration and the Articles, which are incorporated herein by reference thereto, as if fully set forth herein.

**ARTICLE VI**

**MEMBERS/MEMBERSHIP/VOTING**

The Association shall have Members.

Every Owner, as that term is defined in the Declaration, shall be a Member of the Association. Every Member shall be entitled to all of the rights and privileges of Membership in the Association, subject to any limitations on the exercise of such rights and privileges set forth in the Restrictions and/or the Declaration and/or these Bylaws.

The Owner/Owners of each lot within the Hickory Woods subdivision which is subject to the Restrictions and Declaration shall be entitled to one vote for each lot owned on all matters on which Members shall be entitled to vote, such vote to be cast as the Owner/Owners shall between themselves, if more than one, determine. Provided, however, where a petition or other instrument is signed, or ballot or vote cast by any Member who owns a lot with one or more other Member(s), it shall be presumed that such Member acted at the direction of and with the approval and authorization of such other Member(s) unless the Association has direct knowledge to the contrary.

Voting at meetings of Members shall be by voice vot**e**. Except as otherwise expressly provided in the Declaration or these Bylaws, a majority of the votes present, either in person or by proxy, shall be required in order to pass a matter of Association business on which the Members are authorized to act.

**ARTICLE VII**

MEETINGS OF MEMBERS

Section 1. Annual Meetings: An annual meeting of the Members of the Association shall be held on the first Sunday in the month of November in each year beginning with the year 2024, for the purpose of electing Directors and Officers and for such other matters as may require a vote of the Members. The time of such meeting shall be 5:00 p.m. and the location shall be such place as set by the Board, which however, shall be within the City of Blue Springs, Jackson County, Missouri. The Board shall have the discretion to set a different time and date for the holding of the annual meeting of the Members, if it is determined that the time and date otherwise set forth herein is unacceptable or inconvenient for any reason determined reasonable by the Board.

Section 2. Special Meetings: Special meetings of the Members may be called by resolution of the Board duly adopted or by petition signed by no less than ten (10) Members each then holding the right to cast one vote at a Membership meeting. Such resolution of the Board or petition by the Members shall set forth the purpose for which a special meeting is being called. Upon adoption of the Board resolution or upon submission of a qualifying petition, it shall be the duty of the President to call a special meeting of the Members, at such location and at such time and date as determined by the said President, provided however, that the notice requirements contained in Section 3 of this Article shall be followed.

Section 3. Notices: It shall be the duty of the Secretary to provide notice of each annual or special meeting, stating the purpose thereof in the case of a special meeting, as well as the date, time and place where it to be held, to each Member then entitled to vote at such meeting. Such notice shall be given no fewer than ten (10), or if notice is mailed by other than first-class or registered mail, thirty (30), nor more than sixty (60) days before the meeting date. Such notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier. If mailed, such notice shall be mailed to the mailing address of such Member in the official records of the Association at the time such notice is mailed. If sent in a form of wire or wireless communication, such notice shall be transmitted to the digital or electronic address of such Member in the official records of the Association at the time such notice is transmitted. A Member appearing at any meeting shall be conclusively deemed to have received proper notice of such meeting, unless such appearance is made solely for the purpose of objecting to the lack of proper notice of such meeting.

Section 4. Quorum: The presence at any meeting, in person or by proxy, of Members holding ten percent (10%) of the votes then eligible to be cast at such meeting shall constitute a quorum for the transaction of any business. If any meeting of Members cannot be conducted because a quorum is not present, the Members present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called, at which time the meeting shall be held, provided a quorum is then present.

Section 5. Proxies; At any meeting of Members, a Member entitled to vote at such meeting may vote by proxy executed in writing by the Member and filed with the Secretary prior to the meeting for which it is designated. A proxy shall not be valid after the meeting for which it is designated.

The order of business at the annual meeting shall be as follows:

1. Call to Order, confirming existence of quorum;
2. Proof of notice of meeting or waiver of notice;
3. Review/approval of minutes of preceding meeting;
4. Election of directors;
5. Election of officers;
6. Adjournment

**ARTICLE VIII**

**BOARD OF DIRECTORS**

 Section 1. Number. The affairs of the Association shall be managed by a Board of Directors composed of five (5) directors, who shall be elected as hereinafter provided from amongst the Members then in good standing with the Association.

Section 2. Term of Office. Each directorship shall be assigned a number from One (1) to Five (5), and shall serve for a term of office determined as follows:

Directors Number One and Two shall be elected by the Members to serve initially for a term of office which shall expire on December 31, 2021. Following the expiration of such initial term, the positions occupied by Directors Number One and Two shall be filled by directors elected by the Members at the annual meeting of the Members to serve for a period of three (3) years beginning January 1st, 2022.

Directors Number Three and Four shall be elected by the Members to serve initially for a term of office which shall expire on December 31, 2022. Following the expiration of such initial term, the positions occupied by Directors Number Three and Four shall be filled by directors elected by the Members at the annual meeting of the Members to serve for a period of three (3) years beginning January 1st, 2023.

Director Number Five shall be elected by the Members to serve initially for a term of office which shall expire on December 31, 2023. Following the expiration of such initial term, the position occupied by Director Number Five shall be filled by a director elected by the Members at the annual meeting of the Members to serve for a period of three (3) years beginning January 1st, 2024.

Thereafter, as the term of office of each director elected for a three year term expires, a director shall be elected by the Members at the annual meeting of the Members to serve for a term of three (3) years to fill such director position.

Section 3. 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, pursuant to these Bylaws, 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 4. 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.

Section 5. 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.

Section 6. General Powers. The property, business and affairs of the Association shall be managed and operated and all corporate powers shall be exercised by or under the direction of the Board of Directors of the Association, except for those matters expressly reserved to the Members.

Section 7. Nomination and Election of Directors. The Nominating Committee shall create a slate of nominees to serve as director(s) and fill any director position scheduled to expire at the end of the then current calendar year and shall present such slate to the Members for consideration at the Annual Meeting of the Members.

Section 8. Filling of Vacancies/Removal of Office. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor or designee to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of a successor by vote of the Members.

Section 9. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Association, either within or outside the State of Missouri, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all Directors shall be deemed to be present in person at such meeting.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be given to each director at least ten (10) days before the first meeting held pursuant thereto.

Section 11. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors at least four (4) days prior to the meeting to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

Section 12. Quorum. A majority of the total number of directors present or represented by written proxy shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, 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 of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws. A director shall be considered to be present at a meeting, if they appear in person or by proxy, or attend via telephone conference call or video conference.

Section 13. Meetings of Directors. If all of the directors entitled to vote shall meet at any place, either within or without the State, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 14. Action without Meeting by Written Consents. Any action required to be taken at a meeting of the directors or any action which may be taken at a meeting of the directors may be taken without a meeting either: (a) when consents in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or (b) when email (or other electronic form) consent is provided to the Association by all of the directors entitled to vote with respect to the subject matter thereof, affirmatively indicating their consent to the action or matter proposed. Such consents shall have the same force and effect as the unanimous vote of the directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the directors.

Section 15. Required Vote. An affirmative vote of a majority of those present or voting by proxy shall be necessary for the passage of any resolution.

Section 16. Compensation of Directors. Directors shall not receive any stated salary for their services as such.

Section 17. Standing Committees. The Board of Directors shall appoint the following standing committees which committees shall be organized and appointed following the Annual Meeting of the Members.

1. Nominating Committee. A Nominating Committee consisting of the First Vice-President of the Board, who shall serve as chairman thereof, and two other Members in good standing appointed by the President with the approval of the Board.

The Nominating Committee shall create a slate of nominees to serve as director(s) and fill any director position scheduled to expire at the end of the then current calendar year and shall present such slate to the Members for consideration at the Annual Meeting of the Members.

The nominating committee, prior to each annual meeting of the Members, shall create a slate of proposed officers for the upcoming year and submit such slate at the same time that the nominating committee submits the slate of directors for election.

1. Aesthetics Committee. An Aesthetics Committee consisting of the Second Vice-President of the Board, who shall serve as chairman thereof, and two other Members in good standing appointed by the President with the approval of the Board to serve in the capacity and with the powers and authorities delegated to such committee as provided in the Restrictions.

The Aesthetics Committee shall, from time to time, no less frequently than annually, submit to the Board for its consideration, modification and approval; a proposed system of fines for those who are in violation of the Restrictions, as provided in Article V.2. of said Restrictions.

1. Grounds Committee. A Grounds Committee consisting of the Second Vice-President of the Board, who shall serve as chairman thereof, and *at least* two other Members in good standing appointed by the President with the approval of the Board which shall be assigned the responsibility to oversee, subject to the approval of the Board, the care, maintenance and upkeep of those areas within or immediately adjoining the Hickory Woods Subdivision over which the Association has assumed such responsibility, including the entrance median, the cul-de-sac green areas, the 40 Highway right of way, the front and rear subdivision entrance signage and plantings and street lights.
2. Welcome and Social Committee. A Welcome and Social Committee consisting of the First Vice-President of the Board, who shall serve as chairman thereof, and *at least* two other Members in good standing appointed by the President with the approval of the Board who shall have the assignment of: (i) welcoming new residents to the subdivision and informing them of the existence of the Association and providing them with a copy of the Restrictions, Declaration and Bylaws and such other welcoming. information, literature, correspondence and materials authorized and approved by the Board, and, (ii) organizing and conducting such social events within the subdivision for the benefit of the residents of the Hickory Woods subdivision as authorized and approved by the Board.
3. Financial Review Committee. A Financial Review Committee consisting of two or more Members shall be appointed by the President, preferably with an accounting background and experience who shall conduct a review of the bank and financial records of the Association Treasurer on an annual basis, according to standards of accounting applicable to such an accounting review. The Financial Review Committee shall conduct its review and present its report to the Board prior to December 1st of each year beginning with the year 2021.

Section 18. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more additional committees, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

**ARTICLE IX**

**OFFICERS**

Section 1. Election, Tenure and Compensation. The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, and/or one or more additional Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the affairs of the Association. The nominating committee, prior to each annual meeting of the Members, shall create a slate of proposed officers for the upcoming year and submit such slate at the same time that the nominating committee submits the slate of directors for election. The officers shall be elected annually by the Members at their annual meeting. No person shall fill the office of President for a period of more than three consecutive terms. After holding the office of President for three consecutive terms, such person shall be disqualified from succeeding himself/herself in such office and shall not be eligible to be reelected to such office until a period of one full term of office has intervened. All of the officers, shall be Directors.

In the event that any office, other than an office required by law, shall not be filled by the Members, or once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Association shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 2. Power and Duties of the President. The President, shall be the chief executive officer of the Association and shall have general charge and control of all its business affairs and properties. The President shall preside at all meetings of Members and of the Board of Directors.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Association. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees. The President shall do and perform such other duties as may, from time to time, be assigned by the Board of Directors.

Section 3. Powers and Duties of the First Vice President. The First Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Association. The First Vice President shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or by the President or by these Bylaws. In case of the absence or disability of the President, the duties of that office shall be performed by the First Vice President, and the taking of any action by the First Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

Section 4. Powers and Duties of the Second Vice President. The Second Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Association. The Second Vice President shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or by the President or by these Bylaws. In case of the absence or disability of the President and the First Vice President, the duties of that office shall be performed by the Second Vice President, and the taking of any action by the Second Vice President in place of the President shall be conclusive evidence of the absence or disability of the President and the First Vice President.

Section 5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of the absence or refusal or neglect of the Secretary to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and directors , and shall perform such other duties as may be assigned by the directors or the President. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

Section 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Association, and shall keep full and accurate account of receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Association.

The Treasurer shall cooperate with and assist the Financial Review Committee with its annual review of the bank and other financial records of the Association kept by and under the control of the Treasurer.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

In addition to the foregoing, the Treasurer shall:

1. Keep a current list of each Owner/Member of the Association, including their names, addresses, Lot owned and current contact information provided by the Owner/Member in alphabetical as well as sequential subdivision lot number form.
2. Advise the chair of the Welcome and Social Committee immediately upon becoming aware of any person becoming an Owner/Member.
3. Provide timely notices to all Owners of the imposition of any assessments against the lot/lots in which such person has an interest which makes them an Owner/Member and keep current and accurate records concerning the payment/non-payment of such assessments, and provide the Board with current and accurate information concerning the payment/non-payment of any such assessments at each regular Board meeting.

**ARTICLE X**

**BANK ACCOUNTS**

Section 1. Bank Accounts. Such officers or agents of the Association as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Association in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Association so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Association, and made or signed by such officers or agents; and each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Association are deposited, the signature of the officers or agents of the Association so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the person by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money in excess of $1,000 shall be signed by the Treasurer and countersigned by the President, a Vice President, the Secretary or an Assistant Secretary or an Assistant Treasurer of the Association and all other such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Treasurer of the Association.

**ARTICLE XI**

**MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any member, director or officer it shall given either personally, or by first class mail, by depositing the same in the post office or letter box, in a postpaid sealed envelope addressed to each member, officer or director at such address as last appears on the books of the Association, or electronically by email (or other electronic form of communication) addressed to each member, officer or director at such email address as last appears on the books of the Association, or by facsimile at the last facsimile number on the books of the Association and such notice shall be deemed to be given at the time the same be thus mailed or sent, as the case may be. Any member, director or officer may waive any notice required to be given under these By-Laws.

**ARTICLE XII**

**AMENDMENTS**

Section 1. Amendments of By-Laws. The Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional By-Laws, provided however, that any such amendment, alteration, repeal or addition shall require the affirmative majority vote of the Directors present at a meeting called specifically for the purpose of considering such change in and to such Bylaws.

**ARTICLE XIII**

**INDEMNIFICATION, COMPROMISE AND OPINION OF COUNSEL**

Section 1. The Directors of the Association are not individually or personally liable for the debts, liabilities or obligations of the Association.

Section 2. To the extent that insurance has been secured to cover such liabilities, each Director or former Director of the Association shall be indemnified by the Association against liabilities, expenses, counsel fees, and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding, or claim in which he is made a party by reason of his being, or having been, such Director; provided, in no case shall the Association indemnify said Director with respect to any matters as to which he may be adjudged in any such action, suit or proceeding to have been liable for misconduct in the performance of his duties as a Director.

Section 3. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director, including expenses, counsel fees and costs reasonably incurred in connection therewith; provided, the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the Director involved was not guilty of misconduct

Section 4. In determining whether or not a Director was guilty of misconduct in relation to any such matters, the Board of Directors, a committee, or Special Adviser appointed by the Board of Directors, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors.

Section 5. The Association shall have power to indemnify any person who was, or is, a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is, or was, an officer, employee or agent of the Association, against expenses, including attorneys’ fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 6. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of “nolo contendere” or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was not unlawful.

Section 7. Any indemnification under this Article XIV of the Bylaws of the Association shall be made by the Association only as authorized in these specific cases upon a determination by the Board of Directors that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth above.

**IN WITNESS WHEREOF,** the undersigned constituting all of the Directors of the Association have hereunto set their hands this 4th day of June, 2024.

|  |  |
| --- | --- |
|  |  |
| Chris Putnam, President | Antoine Jennings, 1st Vice President |
|  |  |
| Scott Fullerton, Treasurer | Brenton Foresee, 2nd Vice President |
|  |  |
| Rachel Chambers, Secretary |  |