

**BY-LAWS OF
COUNTRYLANE WOODS II HOMEOWNERS' ASSOCIATION**

Incorporated under the Laws of the State of Missouri

Registered Agent: Carol Weber

Registered Office Address: 851 Country Stone Drive, Manchester, MO 63021

Annual meeting time: Month March Day First Monday Hour 7:00 p.m.

Fiscal year begins: Month January Day 1

ARTICLE I - OFFICES

The address of the registered office of the corporation in Missouri is 851 Country Stone Drive, Manchester, Missouri 63021. The corporation may have other offices or branches as determined by the board of directors.

ARTICLE II - FISCAL YEAR

The fiscal year of the corporation begins January 1 of each year.

ARTICLE III - MEETING OF MEMBERS

1. PLACE

Members' meetings shall be held at the registered office of the corporation or at such other location determined by the board of directors and stated in the notice of the meeting.

2. TIME

The time of the annual meeting of members is 7:00 p.m. on the 1st Monday in March unless otherwise stated. If this date falls on a legal holiday, then the annual meeting shall be held on the following Monday.

3. ANNUAL MEETING PURPOSE

The purpose of the annual meeting shall be to elect a board of directors, if necessary, and transact other business as may come before the meeting. Directors shall prepare the annual meeting agenda and provide it with the meeting notification in accordance with Paragraph 5 of Article III.

4. STRUCTURE

The meeting shall be conducted by the Board of Directors.

5. NOTICE

Written notice stating the place, day and time 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 10 nor more than 60 days before the date of the meeting. Notice of an annual, regular or special meeting must be by first class mail. Such notice shall be considered to be delivered when deposited in the United States Postal Service, addressed to the member at his/her address as recorded in the corporate records, with the correct amount of postage on it.

6. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or for the purpose of any other action, the Directors shall fix in advance a date as a record date. The date shall not be more than 60 nor less than 10 days before the meeting, nor more than 60 days prior to any other action.

7. VOTING LISTS

At least 10 days before each meeting of members, the officer or agent having charge of membership records of the corporation shall make a complete list of the members entitled to vote at such meeting with the address of each member. The list shall be kept on file at the registered office of the corporation and be subject to inspection by any member at a mutually agreeable time for a period of 10 days prior to the meeting.

8. QUORUM

One-third of the total number of members shall constitute a quorum.

9. VOTING PROCEDURE

Voting shall be done in person or by mail. Ballots will be provided to each member with notice of the meeting. All ballots returned by mail must be postmarked no later than the meeting date.

The matter being voted upon will be considered passed if the majority of the votes constituting the quorum are affirmative.

10. WAIVER OF NOTICE

Notice of meeting need not be given to any member who signs a waiver of notice, in person or by mail in ballot, whether before or after the meeting. The attendance of any member at a meeting, in person or by mail in, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the member.

11. ORDER OF BUSINESS

The order of business at all meetings of the members shall be as follows:

- a. Proof of notice of meeting or waiver of notice.
- b. Reading of minutes of the preceding meeting.
- c. Reports of officers.

- d. Reports of committees.
- e. Election of directors, if applicable.
- f. Unfinished business.
- g. New business.

12. SPECIAL MEETINGS

- A. Special meetings of the members may be called by the president or the board of directors. A special meeting may be called anytime for any business purpose, unless otherwise prohibited by statute and shall be held in accordance with Paragraph 1 of Article III of these bylaws. Notice of such meeting shall be in accordance with Paragraph 5 of Article III of these bylaws.
- B. Special meetings of the members may be called pursuant to Chapter 355 R.S. Mo. A special meeting may be called for any a business purpose that is not prohibited by these bylaws or Missouri Statutes and authorized by the Indentures of Countrylane Woods II. Any notice given by a person signing the demand or demands in accordance with 355.236 is subject to the notification requirements of Article III, paragraph 5 of these bylaws.

ARTICLE IV - DIRECTORS

1. GENERAL POWERS

The corporation shall be managed by the board of directors.

- A. A director is designated as those individuals elected as trustees of the Countrylane Woods II subdivision.
- B. An individual may serve as a Director if currently serving as a trustee for Countrylane Woods II.

2. NUMBER AND TENURE OF DIRECTORS

The number of directors shall be five. Each director shall hold office consistent with his/her term as trustee of Countrylane Woods II and until his/her successor shall have been elected and qualified.

3. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

A vacancy occurring on the board of directors may be filled by the affirmative vote of a majority of the board of directors. The board of directors so chosen shall hold office consistent with their term as trustee.

4. MEETINGS OF THE BOARD OF DIRECTORS

- a. Regular meetings may be held without notice as determined by the board of directors and must be held at least annually.

- b. Special meetings may be called by the president on 2 day's notice by mail or 24 hours notice by a telecommunications device. A brief indication of the nature of the business to be transacted shall be made part of the notice. If mailed, the notice shall be considered delivered when deposited in the United State Postal Service. The notice must be properly addressed and bear the correct amount of postage. If the notice is by the telecommunications device, it shall be considered delivered when delivered to the telecommunications company.
- c. Participating in a regular or special meeting may be by means of conference telephone or similar telecommunications equipment. All persons participating in the meeting must be able to hear each other, be advised of the use of such equipment and be provided with the names of individuals using the equipment.

5. QUORUM

A quorum shall consist of a majority of the board of directors.

6. ACTION BY BOARD WITHOUT A MEETING

Any action required or permitted to be taken pursuant to authorization voted at a meeting of the board of directors or a committee of the board, may be taken without a meeting if before or after the action all members of the board of directors or committee consent to it in writing. The written consents shall be filed with the minutes of the proceedings of the board of directors or committee.

7. WAIVER OF NOTICE

Attendance of a director at a meeting constitutes a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V - OFFICERS

1. NUMBER

The officers of the corporation shall be a president, a 1st vice-president, a 2nd vice-president, a secretary and a treasurer and other officers as shall from time to time be elected or appointed by the board of directors.

2. SALARIES

No salaries shall be paid to officers. Officers shall be reimbursed for expenses.

3. PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control all of the business of the corporation.

The president shall, when present, preside at all meetings of the members and of the board of directors.

4. 1st VICE-PRESIDENT

In the absence of the president or in the event of the president's death, inability, or refusal to act, the 1st vice-president shall have all the powers and functions of the president and shall reasonably perform such other duties as the board of directors shall determine including management of the club house and pool.

5. 2nd VICE-PRESIDENT

Shall be responsible for other facilities including but not limited to the common ground other than the club house and pool.

6. SECRETARY

The secretary shall:

- a. Attend all meeting of the directors and members.
- b. Record all votes and minutes of all proceedings in a book to be kept for that purpose.
- c. Give notice of all meetings of members and of special meetings of the board of directors.
- d. When required, prepare and make available at each meeting of members a list of the names and address of the members entitled to vote.
- e. Keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner.
- f. Perform such other duties as may be assigned by the directors.

7. TREASURER

The treasurer shall:

- a. Have the custody of the corporate funds and securities.
- b. Keep full and accurate accounts of receipts and disbursements in the corporate books.
- c. Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. Consistent with the guidelines set forth in the indentures of Countrylane Woods II.
- d. Disburse the funds of the corporation as may be ordered or authorized by the directors and keep vouchers for the disbursements.
- e. Give to the president and board of directors at the regular meetings of the board of directors, or whenever they require it, an account of all his/her transactions as treasurer and of the financial condition of the corporation.
 - (1) Directors signatures are required for each check; The Treasurer shall prepare checks and submit them to the Board for signature;
 - (2) The Treasurer shall not have authority to sign checks;
 - (3) Two Director's signatures shall be required for each check.
- f. Give a full financial report at the annual meeting of the members, if so requested.

- g. Perform other duties assigned by the directors or president.
- h. If required by the board of directors, give a bond for the faithful discharge of his/her duties in an amount and with such surety or sureties as the board of directors shall determine.

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify to the extent allowed by the laws of this state 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 the person is or was a director, officer, employee or agent of the corporation or served any other enterprise at the request of the corporation. The person to be indemnified must have acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation or its members, and, with respect to the any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE IX - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the members. As set forth under the members voting procedures.

Eric Ruegg 12/13/05
Eric Ruegg President

Cristina Finnegan 12/13/05
Cristina Finnegan 2nd Vice President

Michael Ritchie 12/13/2005
Michael Ritchie Treasurer

Theodore Sundhausen 12/13/2005
Theodore Sundhausen 1st Vice President

Carol Weber 12/13/05
Carol Weber Secretary