

**BYLAWS OF  
HATTIESBURG HILLS COMMUNITY ASSOCIATION, INC**

**Revised and Amended Feb 2012**

**Article I NAME AND LOCATION**

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The name of the corporation is **HATTIESBURG HILLS COMMUNITY ASSOCIATION, INC.**, hereinafter referred to as the “Association”. The principal office of the Association shall be located within Hattiesburg Hills Subdivision in Springfield, Missouri, but meetings of the members and directors may be held at such places within Greene County Missouri, as may be designated by the Board of Directors.

**Article II APPLICATION FOR BYLAWS**

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All present and future “owners” are the subject to the Declaration, these Bylaws and all rules made pursuant hereto and any amendments hereof. “Owner” means the person, or legal entity, or the combination thereof, including contract sellers, holding the record fee simple title to a Lot in the Property, as the Lot is now or may from time to time hereafter be created or established. If more than one person, or other legal entity or any combination thereof, holds the record title to any Lot, all of them shall be deemed a single record owner and shall be a single member of the Association by virtue of their ownership of the lot. The term “Owner”, shall not mean any contract purchaser, nor shall it include any mortgagee, the holder of any Deed of Trust or other person or legal entity holding an in interest in a Lot as security for the performance of an obligation.

**Article III DEFINITIONS**

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All terms shall be defined in accordance with the definitions contained in the Declaration and Covenants of Hattiesburg Hills and any amendments thereto.

**Article IV FISCAL YEAR**

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The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> of December.

**Article V MEMBERSHIP**

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**Section 1. Membership.** Members of the Hattiesburg Hills Community Association shall be those “Owners” as described in the Article 11 of the Bylaws and the Declaration.

**Section 2. Suspension of membership.** During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Associaton, the voting rights of such member may be suspended by the Board of Directors until such assessment has been paid.

**Article VI MEETINGS OF MEMBERS**

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**Section 1: Regular meetings.** Regular meetings of the members shall be held on a date, time and place designated by the Board.

**Section 2: Annual meetings.** An annual meeting of the members shall take place on the first (1<sup>st</sup>) Saturday in December at the hour of 9:00 a.m. or such other hour as the Board shall determine, the place of the meeting will be designated by the Board of Directors. At the annual meeting the members shall elect directors, receive reports on the activities of the association, and determine the direction of the association for the coming year. The newly elected members to the board to be seated immediately upon adjournment of the Annual meeting.

**Section 3: Special meetings.** Special meetings of the Members may be called at any time by the President or by a majority of the Board, or upon written request of more than one-third (1/3) of the members.

**Section 4: Notice of meetings.** Printed notice of Annual and Special meetings of the Members shall be delivered by, or at the direction of, the Secretary or person authorized to call the meeting, not less than fifteen (15) nor more than forty (40) days prior to the date of such meeting, by mail, to each member entitled to vote there at, addressed to the Members address last appearing on the Green County Assessors Data Base. Such notice shall specify the date, place, and hour of the meeting, and, in case of a special meeting, the purpose of such meeting.

**Section 5: Quorum.** Unless otherwise provided in the Declaration, Articles of Incorporation, or these Bylaws, the presence at the meeting of members or proxies entitled to cast thirty percent (30%) of the votes shall constitute a quorum for any action. Any action, except the election of the Board of Directors, shall pass upon a majority vote of the quorum whether such quorum is present in person, by proxy or by written ballot. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at shall have the power to adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present or represented.

**Section 6: 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 and shall expire upon the adjournment of the meeting for which they were given unless a different period is expressly given.

**Section 7: Written ballots:** Any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action. Written ballots may not be revoked. Solicitations for votes by written ballot shall:

- (1) Indicate the number of responses needed to meet the quorum requirements,
- (2) State the percentage of approvals necessary to approve each matter other than election of directors.
- (3) Specify the time by which a ballot must be received by the Association in order to be counted.

**Section 8. 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 Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

**Article VII**

**BOARD OF DIRECTORS**

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**Section 1. Nomination.** Any member interested in seeking a position on the Board of Directors shall file with the current Board of Directors a Petition for Candidacy. All Petitions for Candidacy must be submitted to the Board of Directors no later than October 10<sup>th</sup>. Nominations may also be made from the floor at the Annual Meeting by any Member in good standing.

**Section 2. Election.** Those candidates for election to the Board receiving the greatest number of votes cast either in person or by proxy at the meeting shall be elected.

**Section 3. Board role, and size.** The board is responsible for overall policy and direction of the association. The board shall have seven (7) persons, elected by the Membership, each of whom must be homeowners in Hattiesburg Hills. The board receives no compensation, however may be reimbursed for actual expenses incurred in the performance of the duties as a Director.

**Section 4. Terms.** All Board members shall serve two-year terms, but are eligible for re-election.

**Section 5: Board Elections.** New directors and current directors shall be elected or re-elected by the voting of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting and the Candidates must be in attendance at the annual meeting.

**Section 6: Quorum.** Four (4) members of the board shall constitute a quorum, and if a quorum is present, the decision of the majority of those present shall be the act of the Board.

**Section 7. Resignation or Removal.** Any Director may resign at any time by giving written notice to any Board Member. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association entitled to vote for the elections of Directors or a vote of five (5) to seven (7) Board Members. In the event of the death, resignation, or removal of a Director, or a Director position otherwise being vacant, the successor shall be selected by a majority of the remaining members of the Board and shall serve for the unexpired term of the predecessor.

**Article VIII**

**POWERS & DUTIES OF THE BOARD OF DIRECTORS**

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**Section 1. Powers.** The Board of directors shall have the power to:

- A. Elect and remove the Officers of the Association.
- B. Suspend the voting rights during any period in which the Member is in default in the payment of any assessment levied by the Association.
- C. Engage the service of an agent, manager, independent contractor, or employees as they deem necessary to manage all other affairs and business of the Association for all of the Members, upon such terms and for such compensation as the Board may approve.
- D. The Board may declare the office of a member of the Board to be vacant in the event such Member shall be absent two (2) cumulative regular meetings of the Board on an annual basis.

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

- A. To manage the business affairs of the Association and enforce the provision of the Declaration, ByLaws, and Covenants.
- B. To cause to be kept a record of all its acts and corporate affairs and to present a statement to the Members at the Annual meeting or at any special meeting when such statements is requested in writing by one-third (1/3) of the Members who are entitled to vote.
- C. To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.
- D. As more fully provided herein and in the Declaration:
  - (1) To fix the amount of the Annual Assessment and each Special Assessment at least thirty (30) days in advance of each assessment period.
  - (2) To send written notice of any change in Annual Assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period.
- E. To issue, or cause an appropriate Officer to issue, upon demand by any person a certificate setting forth whether any assessment as been paid. A reasonable charge may be made by the Board for issuance of these certificates. Such certificate shall be conclusive evidence of the payment of any assessment therein stated to have been paid.
- F. To cause all other affairs and business of the Association to be properly conducted and administered.

**Article IX OFFICERS AND THEIR DUTIES**

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

**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 membership.

**Section 3. Term.** The Officers of the Association shall be elected annually by the Board and each shall hold office for for one (1) year unless he/she shall sooner resign, or shall 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. Vacancies.** A vacancy in any office may be filled by a majority vote of the Directors. The officer elected to such a vacancy shall serve to the remainder of the term of the Officer he/she replaces.

**Section 6. Multiple Offices.** No person shall simultaneously hold more than one (1) of any of the offices of President, vice-president, secretary or treasurer.

**Section 7. Duties.** The duties of the officers are as follows.

**President:** The President shall preside at all meetings of the Board of Directors and of the Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases written instruments and agreements; shall co-sign all checks and promissory notes; and other such duties as may be required by the Board.

**Vice-President.** The Vice-President shall act in the place and stead of the President in the event of their absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board or by the President.

**Secretary.** The Secretary shall record the votes and keep the minutes of all meetings of the Board and of the Members; shall 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 may be required by the Board or by the President.

**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; 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 Members at its regular Annual meeting; and shall perform other such duties as required by the Board or the President.

**Article X**

**COMMITTEES**

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**Section 1. Enforcement Committee.** The Board shall annually appoint an Enforcement Committee no later than two (2) months after the Annual meeting date. The Committee shall consist of at least three (3) members, one of which must be a member of the Board of Directors. It shall be the duty of the Enforcement Committee to enforce the rules, regulations and Covenants found in the Declaration, Bylaws, and Covenants of Hattiesburg Hills Community Association.

- A. In the event there are no Homeowners who volunteer to be appointed to this Committee any Homeowner bringing a complaint to the Board of Directors shall volunteer to serve on the Enforcement Committee for the purpose of bringing the identified violation into compliance.

**Section 2. Procedure for Enforcement Committee.** The Board of Directors may take action upon any violation of the Declarations or Covenants upon its own motion, or upon a complaint submitted in writing to the Board by any member of Hattiesburg Hills Community Association. Upon receipt of a complaint, the Enforcement Committee shall investigate such complaint and determine whether there has been a violation of the Declaration or Covenants and report the findings to the Board of Directors. If the Board of Directors determines there is a violation, the following action shall be taken.

- A. Deliver to the offending owner in person or by certified mail a written statement outlining the nature of the violation along with a copy of the Declaration or Covenants with the provision and violation highlighted. The written statement will be considered delivered when postmarked if being sent by certified mail. The homeowner shall be given not less than two (2) weeks to abate, cease, or desist such action.

- B.** In the event the owner does not abate, cease, or desist the action delineated in the notification letter within the allotted time period the Board of Directors shall refer the matter to the Association's attorney. Any expense of any action taken against an offending owner shall be owed by the offending owner. Failure to pay the expense will result in a lien being placed by the Association against the offending owner's residence which shall be handled in the same manner as outlined in the Declaration for nonpayment of the Annual Assessment.

**Section 2. Building and Development Committee.** The Board of shall annually appoint a Building and Development Committee no later than two (2) months after the Annual meeting date. The Committee shall consist of at least three (3) members, one of which must be a member of the Board of Directors.

- A.** Homeowners may at their discretion build and make improvements upon their property, but any building or improvement created or moved onto any Lot including, but not limited to, fences and storage barns, must keep within the personality of the subdivision and be in compliance with any restrictions set forth in the Declaration, Bylaws, or the Covenants for the phase of Hattiesburg Hills in which the property is located.
- B.** It is **STRONGLY** recommended that the homeowner first submit the following information:  
A sketch of the building or improvement.  
The proposed building materials.  
The dimensions of the improvement.  
The location of such improvement  
The exterior color scheme for the improvement.
- C.** In the event an improvement is made that is not in keeping with the personality of the subdivision then the Association can require the homeowner, at the homeowner's expense, to either modify or remove the improvement in order to cause the said improvement to meet with the personality of the subdivision. If the action being taken is based upon the personality of the subdivision then the Association shall obtain the signatures from a minimum of fifty (50) homeowners in good standing with the Association, consisting of at least twenty (20) percent of the homeowners from the Phase in which the offending homeowner resides. The signatures must be obtained in addition to a decision of six (6) of seven (7) Board Members that the improvement was not in keeping with the personality of the subdivision prior to requiring the homeowner to modify or remove the improvement. Any rule violation, other than "Personality of the Subdivision" can be acted upon by a majority vote of a quorum of the Board of Directors.
- D.** Once the improvement violation has been determined the homeowner must be notified in writing of the required modification to or the removal of the improvement. The written notification must be delivered to the offending homeowner by two (2) Board Members or two (2) Enforcement Committee Members. The homeowner will be allowed no less than thirty (30) days and no greater than forty-five (45) days in which to complete the required modification to or the removal of the violating improvement. In the event the homeowner does not complete the required action outlined in the written notification, the matter shall be referred to the Association Attorney. The homeowner shall become responsible for any legal expense incurred by the Association as well as the cost of the modification to or the removal of the violating improvement.

**Section 3. Other Committees.** The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

**Section 4. Term of Committee Members.** Committee Members shall serve from the date they are appointed by the Board of Directors until the date of the next Annual Meeting

**Article XI ASSESSMENTS**

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As more fully provided in the Declaration, each member is obligated to pay to the Association Annual and Special Assessments.

**Article XII ASSOCIATION RECORDS**

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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 the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, a copy shall be provided initially for the owners of each lot, and additional copies shall be made available for purchase by members at reasonable cost.

**Article XIII AMENDMENTS**

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**Section 1. Bylaw Amendments.** These Bylaws may be amended at a regular or special meeting of the Board of Directors, by a vote of six (6) of seven (7) Board Members present or by proxy. The Bylaws may also be amended upon motion of any Association member at an Annual or Special meeting of the members, which motion shall be passed upon a vote of a majority of a quorum of members present or by proxy.

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

**Article XIV INDEMNIFICATION**

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**Section 1. General.** The Association shall indemnify and hold harmless each of its Directors and Officers, each member of any committee appointed by the board, and Declarants, against any and all liability arising out of any acts of the Directors, Officers, committee members, Board, or Declarants or arising out of their status as Directors, Officers, committee members or Declarants, unless any such act is a result of Gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses including, by way of illustration but not of limitation, attorney’s fees and cost reasonably incurred in connection with the defense of any claim, action or proceeding, whether civil, criminal, administrative or other, in which any such Director, Officer, committee member, or Declarant may be involved by virtue of such person having the satus of a Director, Officer, committee member, or Declarant, provided, however such indemnity shall not be operative with respect to any matters to which such person shall have been finally adjudged in such action or proceeding to be liable for gross negligence or criminal intent in the performance of their duties.

**End of Bylaws**

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