

**BYLAWS
OF
COPPER OAKS OFFICE CONDOMINIUMS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is COPPER OAKS OFFICE CONDOMINIUMS ASSOCIATION, INC. (the "Association"). The principal office of the corporation shall be located at Blue Springs, Jackson County, Missouri, but meetings of members and directors may be held at such places within the state of Missouri as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. The terms "Association", "Declaration", "Unit", "Unit owner" and "Property" as used in these Bylaws shall have the meanings set forth in the various Declarations and Restrictions filed as to the office units in the Copper Oaks Office Condominiums Association, or to be filed, and the Articles of Incorporation of the Association as same may be amended.

Section 2. "Member" means those persons or entities entitled to membership in the Association as may be provided in the Declarations and Restrictions referenced and the Articles of Incorporation of the Association as same may be amended.

Section 3. "Common Elements" shall mean all portions of the property owned by the Association for the common use and enjoyment of the Unit Owners except the Units.

~~Section 4. "Declarants" shall mean and refer to Gerald L. Fischer and Cleta Gail Fischer, originally, and the Fischers and their successors, agents and assigns in the future.~~

**ARTICLE III
ASSOCIATION MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any of the property which is subject to covenants of record 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. Membership shall be appurtenant to and may not be separated from ownership of any property.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held approximately one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter, at a date, time and place within the State of Missouri selected by the Board of Directors of the Association. Members can attend by electronic means.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or a majority of the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4th) of all of the votes.

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 emailing ~~mailing~~ a copy of the notice, ~~postage prepaid~~, not less than fifteen (15) nor more than sixty (60) days before the meeting, to each Member, addressed to the Member's email address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting. In the case of a special meeting, the notice shall state the purpose of the meeting.

Section 4. Quorum. The presence at a meeting of Members entitled to cast, or of proxies entitled to cast, one-fourth (1/4th) of the votes of the Membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declarations and Restrictions, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote at that meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

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 Unit.

ARTICLE V
BOARD OF DIRECTORS SELECTION:
TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors, who do not need to be members of the Association.

Section 2. Term of Office. The terms of office of the first Directors (as described in the Articles of Incorporation of the Association) shall be from the charter date until the first annual meeting of the Members at which their successors are elected; at said first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years. At each annual meeting thereafter, the members shall elect one director for a term of three years so that all directors eventually will serve three-year terms. A director may hold office for more than one term and successively.

Section 3. Removal. Any director, other than a first Director, may be removed from the Board, with or without cause, by a majority vote of the voting Members of the Association. In the event of death, resignation, or removal, pursuant to these Bylaws, of a Director, ~~their his~~ successor shall be selected by the remaining Directors and ~~they he or she~~ shall serve for the unexpired term of ~~their his~~ predecessor.

Section 4. Compensation. No Director shall receive compensation for any service ~~they he~~ may render to the Association. However, any Director may be reimbursed for ~~their his~~ actual expenses incurred in the performance of ~~their 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 ~~(including by electronic means)~~ approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination of Directors for election to the Board of Directors shall be made by a nomination of any member at a duly called meeting. ~~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 (2) or more other persons. The Nominating Committee shall be appointed by the President of the Association prior to each annual meeting of the Members, to serve until the close of the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.~~

Section 2. Election. Election to the Board of Directors shall be by written ballot or by open vote at a duly called meeting. At the election the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declarations and Restrictions and the Articles of Incorporation of the Association as same may be amended. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually at such place and hour as may be fixed from time to time by resolution of the Board, without the necessity of further notice. Meetings can be held by electronic means or via telephone.

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 (2) Directors, after not less than three (3) days 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 at a duly held meeting at which a quorum is present (either in person or by electronic meeting, including via telephone) shall be regarded as the act of the Board.

ARTICLE VIII

BOARD AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Units relative to the Properties and Common Elements, including any improvements and amenities located on the Common Elements, and to establish penalties for the infraction of these rules and regulations;

(b) suspend the voting rights, and the right of use of the Common Elements during any period in which the Member is in default in the payment of any assessment levied by the Association; these rights may also be suspended for a period not to exceed sixty (60) days for an infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declarations and Restrictions;

(d) employ a manager, independent contractors, or other employees or contractors as they deem necessary, and to prescribe their duties;

(e) enforce, including the filing of suit, in the event the Declarant or a Unit owner(s) does not do so, all and any of the Declarations and Restrictions and/or Articles of Incorporation or Bylaws governing the Association; and

(f) make amendments to all Declarations and Restrictions, Articles of Incorporation and these Bylaws as legally allowable.

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

(a) keep a complete record of all its acts and corporate affairs and to present a statement of its acts and affairs to the Members at the annual meeting of the Members, or at any special meeting when such a statement is requested in writing by the holders of one-fourth (1/4th) of the votes;

(b) supervise all officers, agents and employees of this Association, to see that ~~and~~ their duties are properly performed;

(c) as more generally described in the Declarations and Restrictions, to:

(1) fix the amount of the annual assessment against each Unit;

(2) send written notice of each annual assessment to every Unit owner subject to the assessment, and of each special assessment, at least thirty (30) days in advance of its due date; and

(3) foreclose the lien against a Unit if the Unit Owner of the Unit has not paid the assessment on the Unit within such time as the Board of Directors may determine, or bring an action at law against the Unit owner personally obligated to pay the same;

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid; a reasonable charge may be made by the Board for the issuance of these certificates (if the certificate states that an assessment has been paid, the certificate shall be conclusive evidence of payment with respect to any person relying on the certificate;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association, and to procure such other insurance as required by the Declaration;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Elements to be maintained;

(h) cause all Bylaws, Articles, Declarations and Restrictions (as same may be amended) filed with reference to the Copper Oaks Office Condominiums Association to be followed, obeyed and equitably and legally enforced; and

(i) cause the exterior of the Unit Owner's improvements to be maintained, as provided in the Declaration.

**ARTICLE IX
OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The officers of this Association shall be a President, ~~and Vice President,~~ a Vice President/Secretary, ~~and~~ a Treasurer, and such other officers as the Board may from time to time by resolution create. An officer need not be a member nor a director.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors and thereafter at the first meeting of the Board of Directors following each annual meeting of the Members. Such meetings may be held in person or by electronic means.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until their ~~his~~ successor is elected, whichever shall be the longer period, unless they ~~he~~ shall sooner resign, or shall be removed, or otherwise disqualified to serve. An officer may hold office for more than one term and may be successively elected.

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 the notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to the vacancy shall serve for the remainder of the term of the officer they ~~he~~ replaces and until their ~~his~~ successor shall have been elected and qualified.

Section 7. Multiple Offices. Not more than two (2) offices may be held by the same person.

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

(a) President. The President shall preside at all meetings of the Members and of the Board of Directors and see that orders and resolutions of the Board are carried out. The President shall have authority to sign all demands, claims, suit papers, leases, mortgages, deeds and other written instruments of any kind for and in behalf of the Association.

(b) Vice President/Secretary. The Vice President/Secretary shall act in the place and stead of the President in the event of their his absence, inability or refusal to act, and exercise and discharge such other duties as may be required of them him by the Board. The Vice President/Secretary shall likewise have authority to sign all demands, claims, suit papers, leases, mortgages, deeds and other written instruments of any kind for and in behalf of the Association. The Vice President/Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.

~~(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and 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 disburse these funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year if directed by the Board of Directors; and prepare an annual budget and a statement of income and expenditures to be presented to the Membership (as directed by the Board) at its regular annual meeting, and deliver a copy of each to the Members requesting the same. Any and all duties may be delegated to a third party retained by the Association.

ARTICLE X COMMITTEES

The Board of Directors shall appoint such committees, with such powers and duties, as deemed appropriate to carrying out the purposes of the Association.

**ARTICLE XI
BOOKS AND RECORDS**

The books, records, and papers of the Association shall, by appointment, be subject to inspection by any Member. Copies may be purchased at reasonable cost.

**ARTICLE XII
ASSESSMENTS**

As more fully provided in the Declarations and Restrictions, each Member is obligated to pay to the Association assessments which are secured by a continuing lien upon the Unit against which the assessment is made. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Unit Owner personally obligated to pay the same or foreclose the lien against the Unit and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Unit Owner may waive or otherwise escape liability for the assessments by nonuse of the Common Elements or abandonment of his Unit.

**ARTICLE XIII
AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, after advance approval and adoption by the Board, by a vote of a majority of a quorum of members present in person or by proxy.

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

~~IN WITNESS WHEREOF, we, being all of the Directors of Copper Oaks Office Condominiums Association, Inc. have executed these Bylaws this _____ day of _____, 1996.~~

~~Gerald L. Fischer~~

~~Gleta Gail Fischer~~

~~Jerry LaCount~~

~~STATE OF MISSOURI)~~
~~) SS~~
~~COUNTY OF JACKSON)~~

~~Personally appeared before me, a Notary Public in and for the above named State and County, the above named Gerald L. Fischer, Gleta Gail Fischer, and Jerry LaCount, who are personally known to me to be the same persons who executed the foregoing instrument in writing, and duly acknowledged execution of same.~~

~~IN WITNESS WHEREOF, I have hereunto set my hand and affixed _____ my official seal this _____ day of _____, 1996.~~

~~Notary Public~~

~~My Commission Expires:~~

