

Original

Bylaws
Of
Claybrook Homes Association, Inc.

The undersigned, constituting all Directors of Claybrook Homes Association, Inc. (Corporation) in order to provide for the efficient governance of the Corporation, hereby establish the following bylaws of the Corporation:

Article 1
Purpose

- A. Identification of Entity. The Corporation is a not for profit corporation created under Chapter 355 R.S. Mo.
- B. Identification of Purpose. The purpose of the Corporation shall be as stated in the Articles of Incorporation. Such Articles of Incorporation have been filed with the Missouri Secretary of State.

Article 2
Offices

- A. Registered Office. The initial registered office of the Corporation, as well as its initial registered agent, shall be as stated in the Articles of Incorporation.
- B. Principal Office. The initial principal office and place of business for the Corporation shall be 7727 N. Mersington Avenue, Kansas City, Missouri 64119.

Article 3
Membership and Meetings

- A. Membership. The Members of the Corporation shall be those who own Lots in the "Subdivision" (as defined in the Articles of Incorporation for the Corporation). There shall be one class of membership as stated in the Articles of Incorporation for the Corporation. However, no Lot shall be subject to payment of Assessments under the Declaration until a dwelling shall have been erected thereon.
- B. Meetings. The annual meeting of the Members shall be held on the third Tuesday of April, in each calendar year, beginning with the year 2000. Such meetings shall be held at the Principal Office or at such other place as shall be elected. Special meetings of the Members may be called at any time by the Board of Directors or as otherwise provided by law. Written notice of each meeting of the Members shall be given by, or at the direction of the Board of Directors, either by mailing a copy of the notice, postage prepaid, first class mail, or by hand delivery, not less than 10 nor more than 60 days before the meeting, to each Member, addressed to the Member's address last appearing on the books of the Corporation, or supplied by the Member to the Corporation for the purpose of such notice. The notice shall specify the place, day and hour of the meeting and, for special meetings, the notice shall also state the purpose of the meeting. A quorum at any such meeting shall be 10% of the total votes that may be cast by all Members.

- C. Notwithstanding any provision of these bylaws or the articles of incorporation to the contrary, any action which may be taken at any annual, regular or special meeting of the Members may be taken without a formal meeting if the Board of Directors authorizes such voting by ballot and the Corporation delivers a written ballot to every Member entitled to vote on the matter.
1. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.
 2. Approval by written ballot 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, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at which the total number of votes cast was the same as the number of votes cast by ballot.
 3. All solicitations for votes by written ballot shall:
 - a. Indicate the number of responses needed to meet the quorum requirement;
 - b. State the percentage of approvals necessary to approve each matter other than the election of the Board of Directors ; and
 - c. Specify the time by which a ballot must be received by the Corporation in order to be counted.
 4. Once case, a written ballot may not be revoked.
 5. The foregoing written ballot procedure may not be used for the election of Directors.

Article 4
Board of Directors

- A. General. The business, property and affairs of the Corporation shall be managed and operated by the Board of Directors except as otherwise provided herein to the contrary. The Board of Directors shall have the following powers (in addition to those powers stated in the Articles of Incorporation for the Corporation and in the Declaration [as defined in the Articles of Incorporation], which said powers are expressly incorporated herein by reference):
1. To adopt and publish rules and regulations governing the Common Areas of the "Subdivision" (as defined in the Articles of Incorporation for the Corporation); and
 2. To suspend voting rights of Members during such periods as a Member shall be in default in payment of assessments levied by the Corporation; and
 3. To levy, assess and enforce the payment of all annual and special assessments which may be imposed by them on Lots and Owners thereof in the "Subdivision" (as defined in the Articles

of Incorporation for the Corporation), all as authorized pursuant to the "Declaration" (also as defined in the Articles of Incorporation for the Corporation); and

4. To exercise Architectural Control functions as and when stated in the "Declaration".

B. Composition of the Board of Directors.

1. Number. The number of Directors of the Corporation shall be Five (5) unless hereafter modified pursuant to these Bylaws.
2. Election. The Board of Directors shall be elected in staggering terms in April of each year. Two (2) elected in April, 2000 and three (3) in April 2001 and in consecutive years thereafter. They shall serve until their successors are duly elected and qualified. Election shall be by written ballot after the names of all Director Candidates have been placed in nomination. At such election, the Members may cast, in respect to all vacancies, as many votes as they are entitled to exercise and cast.

C. Annual meetings of the Board of Directors.

1. Notice. The annual meeting of the Board of Directors shall be held at the Principal Office of the Corporation immediately after the annual meeting of Members. No separate notice of such meeting shall be given to the Directors inasmuch as these Bylaws shall constitute sufficient notice of such meeting.
2. Purpose. The purpose of the annual meeting of the Board of Directors shall be to elect Officers of the Corporation and to conduct such other business and to take such other votes as the Board of Directors then deems appropriate.

D. Special Meetings of the Board.

1. How Called. Special meetings of the Board of Directors may be called by any Director. The person calling the meeting shall be responsible for giving due notice thereof. The special meeting so called shall be held at the then Principal Office of the Corporation.
2. Notice. Notice of such special meeting of the Board of Directors shall be given to the Directors in one (1) of the following methods:
 - a. By personally delivering a written notice of such meeting to the Director; or
 - b. By mailing (defined as posting by first class United States Mail, postage prepaid), to such Director's last known residence, written notice of such meeting not less than seventy-two (72) hours prior to the time of such meeting.

Such written notice must specify the date and hour of the meeting but such written notice need not specify the purpose,

nature or business to be transacted at such special meeting of the Board of Directors. Attendance at such meetings by a Director who shall not have received a timely written notice shall constitute waiver of notice of such meeting unless attendance is for the sole purpose of objecting to the lack of appropriate notice.

E. Additional Provisions Applicable to the Board of Directors and Meetings Thereof.

1. Quorum. Except as otherwise provided herein to the contrary, the quorum at any meeting of the Board of Directors shall be three (3), provided however, if a quorum is not present, those actually present may adjourn the meeting, from time to time, without further notice.
2. Majority Rule. The act of a majority of Directors present at any meeting of the Directors (at which a quorum is present, except as otherwise provided herein to the contrary) shall constitute the act of the Board of Directors of the Corporation.
3. Vacancies. In the case of the death, resignation or disqualification of one (1) or more Directors, the surviving or remaining Directors, thought less than a quorum, by majority vote may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of the Members.
4. Compensation. Directors, as such, shall not be entitled to salaries for their services in attending meetings of the Board of Directors, provided however, no provision hereof shall preclude the Board of Directors from separately employing a Director to perform other services for the Corporation.
5. Removal. Directors may be removed as provided by law.
6. Unanimous Consent in Lieu of Meeting. Any action which is required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting so long as all then Directors shall execute a unanimous written consent in lieu of meeting and it shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held.

Article 5
Officers

- A. Officers Generally. The Board of Directors shall elect the following Officers for the Corporation: President, Vice President, Secretary and Treasurer. The Board of Directors may also, at it's option elect other Officers, as it shall deem appropriate or convenient. The same person may hold any two (2) or more offices.
- B. Election and Term of Office. The President, Vice President, Secretary and Treasurer shall be elected from the Board of Directors at each annual meeting of the Board and shall serve at the pleasure of the Board of Directors. Vacancies in any Office may be filled, or new Offices created and filled, at any meeting (either annual or special) of the Board of Directors.

- C. Removal from Office. Any Officer may be removed from Office, at any duly called meeting at which a quorum is present, by a majority vote of the Board of Directors.
- D. Duties and Powers. The duties and powers of the Officers are enumerated as follows:
1. President and Vice President: The President shall be the principal executive officer of the Corporation and shall, in general supervise and control all the business and affairs of the Corporation, subject to the direction and control of the Board of Directors. He/She shall preside at all meetings of the Board of Directors from time to time. The Vice President shall discharge the duties of the President during periods, if any, of the President's inability to act.
 2. Treasurer. The Treasurer shall:
 - a. Have charge of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such financial institutions as shall be designated by the Board of Directors; and
 - b. In general, perform all duties incidental to the office of Treasurer and such other duties as may be prescribed by the Board of Directors from time to time.
 3. Secretary. The Secretary shall:
 - a. Keep the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; and
 - b. See that all notices are duly given in accordance with the law and these Bylaws; and
 - c. Be the custodian of the corporate records; and
 - d. Keep the list of Members and their addresses; and
 - e. In general, perform all duties incidental to the office of Secretary and such other duties as may be prescribed by the Board of Directors from time to time.
- E. Compensation of Officers. The compensation, if any, of Officers shall be fixed by the Board of Directors, and no Officer shall be prevented from receiving compensation by reason of the fact that he/she is also a Director.

Article 6
Miscellaneous

- A. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized in writing by the Board of Directors.

- B. Corporate Seal. The Corporation shall have no corporate seal.
- C. Amendment of Bylaws. These Bylaws may be altered, amended, modified, repealed or replaced in their entirety only by a three-fifths (3/5) majority of the Board of Directors.
- D. Inspection of Books. The Board of Directors shall determine from time to time whether, and if allowed, when and under what conditions and regulations, the accounts, records and books of the Corporation shall be opened to inspection by any persons other than the members of the Board. All members of the Board of Directors shall be entitled to inspect the accounts, records and books of the Corporation at any time and from time to time.
- E. Indemnity of and Insurance for Corporate Representatives.
1. Indemnity. The Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact the he/she is or was a Director, Officer, Employee, Agent or Servant of the Corporation, or is or was serving. Such indemnity shall be as to expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding so long as the indemnified party acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of the Corporation, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.
- F. Fiscal Year of the Corporation. The Corporation's fiscal year shall end on the last day of December in each calendar year.
- G. Checks, Deposits and Funds.
1. Contracts. The Board of Directors may authorize any Officer of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
 2. Checks and Drafts. All checks, drafts and other orders for the payment of money, notes or other evidences of debt issued in the name of the Corporation shall be signed by any two (2) Officers of the Corporation, one (1) of whom must be either the President or the Treasurer.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

H. Books and Records. The Corporation shall keep correct and accurate records and books of account and shall also keep minutes of the Board of Directors. All of the foregoing may be inspected by any director at any reasonable time.

I. Assessments. As more fully provided in the Declaration, each member is obligated to pay special and annual assessments as provided herein. The Board has the right at each annual meeting to review the account of Claybrook Homes Association and suspend or uphold assessments at that time.

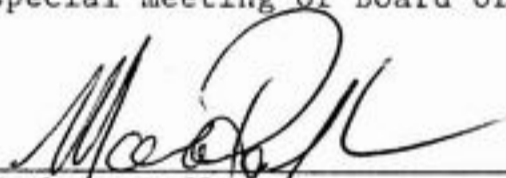
J. Developer of Plat 2 and subsequent plats shall have full construction rights until such time as home is closed by new owners, at which time the new owners will pay prorated assessment, at closing, and become a member of Claybrook Homes Association.

K. Basketball goals shall be approved by the Architectural Committee.

L. Garage Sales shall be two time a year, Spring and Fall. Dates shall be set by the Board of Directors.

M. Gardens shall be allowed but must be well maintained. Size will be determined by the Architectural Committee.

Dated and executed this 4 day of August, 1999, in lieu of special meeting of Board of Directors, by all directors of the Board.



Mark A. Rafler



Chuck Weber



Cathy Cox



Nita Harmes



Robert Puryear