

ARTICLE IX

GENERAL PROVISIONS

SECTION 1. AMENDMENTS: The covenants and restrictions of this Declaration shall be subject to amendment at any time upon approval of such amendment in writing by two-thirds (2/3) of the members of each class of the Association, provided:

(a) Any amendment of restrictions applicable to only certain Lots or Property in Park Charles South or to certain specified usages shall be valid only if approved in writing by two-thirds (2/3) of the Owners of property thereby directly affected.

(b) Amendments relating to the governance of Limited Common Property as referred to in Section 4 of article IV hereof shall be made as provided in the governing instrument, or if no provision for amendment is specifically made in such instrument, then such amendment may be effected upon written approval of two-thirds (2/3) of the Owners of property entitled to the use of such limited Common Property.

SECTION 2. DURATION: The covenants and restrictions of this Declaration shall run with and bind the land, and shall inure to the benefit of and be enforceable by the Association and the Owner of any land subject to this Declaration, their respective leg representatives, heirs, successors, and assigns, for a term of thirty (30) years from the date this Declaration is recorded, after which time said covenants shall be automatically extended for successive periods of ten (10) years unless an instrument signed by the then Owners of two-thirds (2/3) of the Lots or Living Units has been recorded, agreeing to cancel said covenants.

SECTION 3. NOTICES: Any notice required to be sent to any Member or Owner under the provisions of this Declaration shall be deemed to have been properly sent when mailed, postpaid, to the last known address of the person who appears as Member or Owner on the records of the Association at the time of such mailing.

SECTION 4. ENFORCEMENT: Enforcement of these covenants and restrictions shall be by a proceeding at law or in equity against any person or persons violating or attempting to violate any covenant or restriction, either to restrain violation or to recover damages and failure by the Association or any Owner to enforce any covenant or restriction herein contained shall in no event be deemed a waiver of the right to do so thereafter.

SECTION 5. SEVERABILITY: Invalidation of any one of these covenants or restrictions by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

IN TESTIMONY WHEREOF, Developer has caused this Declaration to be executed by its President and its corporate seal affixed, upon authority of its Board of Directors, the day and year first above written.

THIS IS A COPY. THE ORIGINAL IS FILED WITH ST. CHARLES COUNTY.

BY-LAWS  
OF  
PARK CHARLES ASSOCIATION

ARTICLE I

DEFINITIONS

SECTION 1: "Association" shall mean and refer to Park Charles Association, a non-profit corporation organized and existing under the laws of the State of Missouri.

SECTION 2: "Park Charles South" shall mean and refer to that certain real estate located in the County of St. Charles, State of Missouri, more particularly described as follows, to-wit:

Park Charles South Plat 1, according to the plat thereof on file and of record in the office of the Recorder of Deeds in and for St. Charles County, Missouri, EXCEPTING THEREFROM Tracts A and B,

and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation as provided in Article VI, Section 2, herein.

SECTION 3: "Common Properties" shall mean and refer to all real property and buildings, structures and personal properties incident thereto owned and maintained by the Association for the common benefit and enjoyment of the residents within Park Charles South.

ARTICLE II

LOCATION

SECTION 1: The principal office of the Association shall be located at 8944 St. Charles Road, St. Louis County, Missouri 63114.

ARTICLE III

MEMBERSHIP

SECTION 1: Membership in the Association shall be governed by the provisions of Article III of the Declaration of Covenants, Conditions and Restrictions covering Park Charles South.

SECTION 2: The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner and becomes a lien against the property on which such assessments are made, as provided by Article V of the Declaration of Covenants, Conditions and Restrictions to which Park Charles South is subject, and recorded in the office of the Recorder of Deeds in and for St. Charles County, Missouri, which article is hereby incorporated herein by reference, the same as if set forth in full and in detail herein.

SECTION 3: The membership rights of any person whose interest in Park Charles South is subject to assessments under Article III, Section 2, where or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid, but upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the common properties and facilities, and the personal conduct of any person thereon, they may, in their discretion, suspend the rights of any person violating such rules and regulations for a period not to exceed third (30) days and impose a fine not to exceed Five Dollars (\$5.00) for each infraction of its published rules and regulations.

#### ARTICLE IV

##### VOTING RIGHTS

SECTION 1: The Association shall have two classes of voting membership:

Class A: Class A members shall be all those owners as defined in Article III with the exception of the Developer. Class A members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership by Article III. When more than one (1) person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B: The Developer shall be the sole Class B member. The Class B member shall be entitled to two times the number of votes to which all class A members are entitled. The Class B membership shall cease and terminate upon the happening of either of the following events, whichever first occurs:

- (a) When the last lot is sold; or
- (b) On December 31, 1985.

From and after the happening of either of these events, whichever first occurs, the Class B member shall be deemed to be a Class A member entitled to one (1) vote for each lot (as provided for Class A members) in which it holds the interests required for membership under Article III.

ARTICLE V

PROPERTY RIGHTS AND RIGHTS OF  
ENJOYMENT OF COMMON PROPERTIES

SECTION 1: Each member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by deed of dedication and the Declaration of Covenants, Conditions and Restrictions applicable to Park Charles South.

SECTION 2: Any member may delegate his rights of enjoyment in the Common Properties and facilities to the members of his family who reside in Park Charles South or to any of his tenants who reside thereon under a leasehold interest for a term of one (1) year or more. Such members shall notify the Secretary in writing of the names of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under article IV, Section 3, to the same extent as those of the member.

ARTICLE VI

ASSOCIATION PURPOSES AND POWERS

SECTION 1: The Association has been organized for the following purposes and is hereby vested with the following powers:

A. All those purposes and powers listed and enumerated in Article Two of the Articles of Incorporation of the Association, which article is hereby made a part hereof by reference the same as if set forth in full and in detail herein.

B. The power concerning additions to Park Charles South as contained in the Declaration of Covenants, Conditions and Restrictions covering Park Charles South, which is hereby made a part hereof by reference the same as if set forth in full and in detail herein. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, duties, functions and membership of this corporation to such properties.

C. Subject to the provisions of the recorded Declaration of Covenants, Conditions and Restrictions covering Park Charles South, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

D. The corporation shall have the power to mortgage its properties only to the extent authorized by an affirmative vote of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

SECTION 2: The quorum for any action governed by Section 1B, 1C and 1D hereof shall be as follows:

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast sixty percent (60%) of all of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth in said Articles, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

#### ARTICLE VII

##### BOARD OF DIRECTORS

SECTION 1: The management and affairs of this corporation shall be managed by a Board of Directors consisting of three (3) persons as designated in the Articles of Incorporation, who shall serve until the Class B membership terminates, at which time five (5) new Directors shall be elected by the Class A members. Thereupon the five (5) Directors shall by lot establish terms for the Directors, two (2) to serve for one (1) year terms, two (2) for two (2) year terms, and one (1) for a three (3) year term. Thereafter, at the annual meeting of members, the members shall elect successors to Directors whose terms have expired, such successors to serve for three (3) year terms. The number of the Board of Directors may be changed by amendment of these By-Laws.

SECTION 2: Vacancies in the original Board of Directors shall be filled by appointment of the Developer. Vacancies in the Board for the office of a Director elected by the Class A members shall be filled by the majority of the remaining Directors, any such appointed Director to hold office until his successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

#### ARTICLE VIII

##### ELECTION OF DIRECTORS: NOMINATING COMMITTEE: ELECTION COMMITTEE

SECTION 1: Election of the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to Park Charles South. The person receiving the largest number of votes shall be elected

SECTION 2: Nominations for elections to the Board of Directors shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association.

SECTION 3: The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Class A members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

SECTION 4: The Nominating Committee shall make as many nominations as 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. Such nominations may be made from among members or nonmembers as the Committee in its discretion shall determine. Nominations shall be placed on a written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to members.

SECTION 5: All elections to the Board of Directors shall be made on written ballots which shall:

- A: Describe the vacancies to be filled;
- B. Set forth the names of those nominated by the Nominating Committee for such vacancies; and
- C: Contain a space for a write-in vote by the members for each vacancy.

Such ballots shall be prepared and mailed by the Secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections).

SECTION 6: Each member shall receive as many ballots as he has votes. Notwithstanding that a member may be entitled to several votes, he shall exercise on any one ballot only one (1) vote for each vacancy shown thereon. The completed ballot shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one (1) ballot and the members shall be advised that, because of the verification procedures of Section 7, the inclusion of more than one (1) ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the member or his proxy is exercising more than one (1) vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the member or his proxy, the number of ballots being returned and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the Secretary at the principal office of the Association.

SECTION 7: Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting at which the elections are to be held. On that day, the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of five (5) members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall:

- A. Establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the member or their proxy identified on the outside envelope containing them; and
- B. That the signature of the member or his proxy on the outside envelope is genuine; and
- C. If the vote is by proxy that a proxy has been filed with the Secretary as provided in Article XIV, Section 2, and that such proxy is valid.

Such procedure shall be taken in such a manner that the vote of any member or his proxy shall not be disclosed to anyone, even the Election Committee.

The outside envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the members present, the ballots and the outside envelopes shall be destroyed.

#### ARTICLE IX

#### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall have power:

- A. To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.
- B. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.
- C. To establish, levy and assess and collect the assessments or charges referred to in Article III, Section 2.
- D. To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guests thereon.
- E. To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants.

SECTION 2: It shall be the duty of the Board of Directors:

A. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting of the members when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.

B. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

C. As more fully provided in the Declaration of Covenants applicable to Park Charles South:

1. To fix the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same time.

2. To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and at the same time;

3. To send written notice of each assessment to every owner subject thereto.

D. To issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

## ARTICLE X

### DIRECTORS' MEETINGS

SECTION 1: Subsequent to termination of the Class B membership, a regular meeting of the Board shall be held monthly on a day, time and place agreed upon by a majority of the Directors.

SECTION 2: Notice of such regular meeting is hereby dispensed with.

SECTION 3: Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) Directors after not less than three (3) days' notice to each Director.

SECTION 4: The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice of a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.



SECTION 5: The majority of the Board of Directors shall constitute a quorum thereof.

## ARTICLE XI

### OFFICERS

SECTION 1: The officers shall be a President, a Vice President, a Secretary, and a Treasurer. The President and the Vice President shall be members of the Board of Directors.

SECTION 2: All officers shall be chosen by majority vote of the Directors.

SECTION 3: All officers shall hold office during the pleasure of the Board of Directors.

SECTION 4: The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

SECTION 5: The Vice President shall perform all the duties of the President in his absence.

SECTION 6: The Secretary shall be ex officio the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall record in a book kept for that purpose the names of all members of the Association, together with their addresses as registered by such members.

SECTION 7: 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 of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the President or Vice President.

SECTION 8: The Treasurer shall keep proper books of account and cause an annual review of the Association books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

## ARTICLE XIII

### COMMITTEES

SECTION 1: The Standing Committees of the Association shall be:

The Nominations Committee  
The Recreation Committee  
The Maintenance Committee  
The Publicity Committee  
The Finance Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two (2) or more members and shall include a member of the Board of Directors for Board contact. The committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

SECTION 2: The Nominations Committee shall have the duties and functions described in Article VIII.

SECTION 3: The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

SECTION 4: The Maintenance Committee shall advise the Board or Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

SECTION 5: The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

SECTION 6: The Finance Committee shall supervise the annual review of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in Article XI, Section 8. The Treasurer shall be an ex officio member of the Committee.

SECTION 7: With the exception of the Nominations Committee, each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

SECTION 8: It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director or officer of the Association as is further concerned with the matter presented.

## ARTICLE XIII

### MEETINGS OF MEMBERS

SECTION 1: An annual meeting of the members shall be held on a date determined by the Board of Directors but not later than December 15 of each year, after the year 1979.

SECTION 2: Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by an two (2) or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth (1/4) of all of the votes of the entire members or who have a right to vote one-half (1/2) of the votes of the Class A membership.

SECTION 3: Notice of any meetings shall be given to the membership by the Secretary. Notice may be given to the member either personally or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation or by the Declaration of Covenants, Conditions and Restrictions applicable to Park Charles South, notice of such meeting shall be given or sent as provided therein.

SECTION 4: Except as otherwise provided therein, the presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by the Covenants applicable to Park Charles South shall require a quorum as therein provided.

#### ARTICLE XIV

##### PROXIES

SECTION 1: At all corporate meetings of members, each member may vote in person or by proxy.

SECTION 2: All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the members of his home or other interest in Park Charles South.

#### ARTICLE XV

##### BOOKS AND PAPERS

SECTION 1: The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

#### ARTICLE XVI

##### CORPORATE SEAL

SECTION 1: The Association shall have a seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the name of the State of Missouri, and the words "corporate seal".