

BRIARWOOD ACTION ASSOCIATION, INC

BY-LAWS

JULY 15, 2008 (REVISED FROM AUGUST 29,2007)

ARTICLE I NAME

THIS ORGANIZATION SHALL BE KNOWN AS THE BRIARWOOD ACTION ASSOCIATION

ARTICLE II PURPOSE

THE PURPOSE OF THIS ORGNIZATION IS FOR THE PROPERTY AND LOT OWNERS OF THE BRIARWOOD ESTATES SUBDIVISION TO JOIN TOGETHER IN PROTECTING THEIR INVESTMENTS IN THE BRIARWOOD DEVELOPMENT IN JEFFERSON COUNTY, MISSOURI.

ARTICLE III OBJECTIVES

THE OBJECTIVE OF THE ORGANIZATION IS TO MAINTAIN ALL ROADS IN BRIARWOOD AS WELL AS MAINTAINING THE SEWER AND WATER SYSTEM. TO IMPROVE THE GENERAL WELL BEING OF THE SUBDIVISION AND TO ENFORCE THE COVENANTS AND RESTRICTIONS INCLUDING THE RULES AND REGULATIONS AS AMMENDED.

ARTICLE IV DUES

EVERY LOT OWNER OF SAID SUBDIVISION SHALL BE A MEMBER OF THE BRIARWOOD ACTION ASSOCIATION AND SHALL AGREE TO THE MEMBERSHIP COVENANTS THEREIN, INCLUDING PAYMENT OF AN ANNUAL FEE (PER YEAR PER LOT OWNED) FOR THE MAINTINANCE OF THE COMMON GROUNDS AND GENERAL UPKEEP AND EXPENSES OF THIS ORGANIZATION.

ARTICLE V MEETINGS

MEETINGS WILL BE HELD WITH THE MEMBERS ON AN AS NEEDED BASIS OR BY A PETITION OF TWENTY (20) LOT OWNERS OR A MAJORITY OF THE EXECUTIVE BOARD. AT LEAST TWO WEEKS NOTICE OF MEETINGS WILL BE GIVEN EXCEPT IN SITUATIONS THAT REQUIRE IMMEDIATE ACTION. GENERAL MEMBERSHIP MEETINGS WILL BE HELD NO LESS THAN ONCE A YEAR IN THE MONTH TO BE DETERMINED. BOARD MEETINGS SHALL BE HELD MONTHLY ON A DATE TO BE DETERMINED BY THE BOARD. MEMBERS WILL BE INVITED TO ATTEND ALL BUT CLOSED MEETINGS. NOTIFICATION TO ADDRESS

THE BOARD MUST BE GIVEN AT LEAST FORTY EIGHT (48) HOURS PRIOR TO THE BOARD MEETINGS WHICH WILL BE ANNOUNCED.)

ARTICLE VI OFFICERS

THE OFFICERS OF THE ORGANIZATION SHALL BE:

PRESIDENT
VICE-PRESIDENT
SECRETARY
TREASURER
SIX (6) AT LARGE EXECUTIVE BOARD MEMBERS

ALL BOARD MEMBERS HAVE AN EQUAL VOTE REGARDING COMMUNITY BUSSINESS.

DUTIES OF THE OFFICERS:

PRESIDENT: IS TO CONDUCT ALL MEETINGS OF THE ASSOCIATION AND ALL BOARD MEETINGS OF THE EXECUTIVE BOARD. IN THE PRESIDENT'S ABSENCE, THE VICE-PRESIDENT WILL CONDUCT THE MEETINGS. AN OFFICER OF THE BOARD MUST BE PRESENT TO CONDUCT MEETINGS.

VICE PRESIDENT: SHALL WORK UNDER THE DIRECTION OF THE PRESIDENT. IN THE PRESIDENT'S ABSENCE, THE VICE-PRESIDENT SHALL ASSUME ALL DUTIES OF THE PRESIDENT.

SECRETARY:

SHALL TAKE CARE OF ALL CORRESPONDENCE TO THE MEMBERSHIP AND ANY OTHER CORRESPONDENCE THE ASSOCIATION NEEDS TO DISTRIBUTE.

SHALL TAKE ALL MINUTES OF THE MEETINGS OF THE ASSOCIATION AND KEEP THE RECORDS OF THE MINUTES AND CORRESPONDENCE FOR FUTURE REFERENCE.

TREASURER:

WILL RECEIVE ALL INCOME AND KEEP AN ACCURATE RECORD OF ALL INCOME AND EXPENDITURES OF THE ASSOCIATION.

WILL MAKE A WRITTEN REPORT AT THE MEMBERSHIP MEETINGS.

WILL PAY ALL BILLS APPROVED BY THE BOARD.

DISBURSEMENTS WILL BE APPROVED BY THE BOARD AND CHECKS OVER \$600.00 WILL REQUIRE THE SIGNATURE OF TWO (2) OFFICERS OR OTHERS AS DESIGNATED BY THE BOARD.

THE TREASURER WILL HAVE THE AUTHORITY TO PAY BILLS AND MAKE DISBURSEMENTS OF UP TO \$600.00 REQUIRING ONE (ONE) SIGNATURE

THE BOARD SHALL CONSIST OF TEN (10) MEMBERS ELECTED AT THE FALL MEMBERSHIP MEETING BY A MAJORITY VOTE OF THE MEMBERSHIP FIVE (5) MEMBERS SHALL BE ELECTED IN EVEN NUMBERED YEARS, AND FIVE (5) MEMBERS SHALL BE ELECTED IN ODD NUMBERED YEARS. THEY SHALL BE NOMINATED FROM THE FLOOR OF THE MEETING OR BY MAILING IN A NOMINATION FIFTEEN (15) DAYS PRIOR TO THE MEETING.

ALL OFFICERS MUST BE PROPERTY OWNERS IN GOOD STANDING IN THE BRIARWOOD ESTATES SUBDIVISION, IN JEFFERSON COUNTY, MISSOURI AND WILL BE INSTALLED BY THE EXECUTIVE BOARD AT THE NEXT SCHEDULED EXECUTIVE BOARD MEETING FOLLOWING THE MEMBERSHIP MEETING AND WILL ASSUME THEIR RESPONSIBILITIES FOLLOWING THIS MEETING FOR A TERM OF TWO(2) YEARS.

THE PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER SHALL BE ELECTED FROM THE MEMBERS ELECTED IN THE EVEN NUMBERED YEARS. AN EXECUTIVE COMMITTEE MEMBER MAY ALSO BE APPOINTED PRO-TEM BY THE BOARD IF A MAJORITY OF THE BOARD FEELS A NOMINEE FOR THE EXECUTIVE COMMITTEE POSITION IS QUALIFIED.

THE APPOINTED BOARD MEMBER SHALL HOLD THAT POSITION UNTIL THE NEXT MEETING OF THE MEMBERSHIP.

AN OFFICER OF THE EXECUTIVE BOARD WHO FAILS TO ATTEND THREE (3) MEETINGS IN ANY GIVEN YEAR CAN BE REPLACED BY A VOTE OF THE EXECUTIVE BOARD.

MEMBERS-AT-LARGE CAN BE REPLACED BY A VOTE OF THE EXECUTIVE BOARD IF THEY MISS THREE (3) CONSECUTIVE MEETINGS.

ARTICLE VII AMENDMENTS

THESE BY-LAWS MAY BE AMMENDED BY A MAJORITY VOTE OF THE MEMBERS AT A MEMBERSHIP MEETING IF THE MEMBERS HAVE BEEN NOTIFIED AT LEAST FIFTEEN (15) DAYS PRIOR TO THE MEETING OF THE PROPOSED BY-LAW CHANGE. A NOTICE MAILED TO YOUR LAST KNOWN ADDRESS IS THE ONLY NOTIFICATION REQUIREMENT.

IF A MAJORITY OF BRIARWOOD ACTION ASSOCIATION, INC. EXECUTIVE COMMITTEE SO APPROVES THE VOTE SHALL TAKE PLACE BY MAILED PROXY STATEMENTS WITH UNRETURNED PROXY STATEMENTS VOTED AS RECOMMENDED BY THE EXECUTIVE COMMITTEE.

ONE VOTE SHALL BE ALLOTTED PER LOT OWNER, REGARDLESS OF NUMBER OF LOTS OWNED.

ARTICLE VIII MEMBERSHIP

MEMBERSHIP DUES (ASSESSMENTS) MUST BE PAID FOR A MEMBER TO BE CONSIDERED IN GOOD STANDING AND BE ALLOWED TO VOTE.

TO BE ELIGIBLE FOR MEMBERSHIP YOU MUST BE A PROPERTY OWNER IN THE BRIARWOOD ESTATES SUBDIVISION IN JEFFERSON COUNTY, MISSOURI.