

**AMENDED AND RESTATED BYLAWS  
OF  
ROYAL ACRES RESIDENTS ASSOCIATION**

**ADOPTED NOVEMBER 1, 1992**

**REVISED JANUARY 30, 2012**

**ARTICLE I  
NAME AND LOCATION**

**NAME AND LOCATION.** The name of the corporation is Royal Acres Residents Association (the "Association"). The principal office of the Association shall be located at 13255 Gateroyal Drive, Des Peres, St. Louis County, Missouri 63131, but meetings of members and trustees may be held at such places within the State of Missouri as may be designated by the Board of Trustees.

**ARTICLE II  
DEFINITIONS**

Section 1. "Assessment" shall mean the following:

- (a) "Annual Assessment" means the amount paid by each Association Member as such Member's share of the Common Expenses incurred by the Association pursuant to the terms hereof.
- (b) "Special Assessment" means the special assessment defined in the Amendment No. 1 to the Indenture.

Section 2. "Association" means the Royal Acres Residents Association

Section 3. "Common Ground" means the streets, easements and common ground designated on the recorded plats of the Royal Acres Subdivision. Common Ground is known and numbered as 13354 Centeroyal Drive, 2127 Bonroyal Drive, 13301 Kenroyal Drive, 13296 Kenroyal Drive.

Section 4. "Common Expenses" means the expenses to maintain the Common Ground.

Section 5. "Indenture" means the Indenture of Trust and Restrictions of Royal Acres St. Louis County Missouri, dated January 21, 1972 and recorded in Book 6565 page 1958 of the St. Louis County Records and Amendment No. 1 to the Indenture of Trust and Restrictions of Royal Acres St. Louis County, Missouri dated February 16, 1974 and recorded in Book 6714 page 1049 of the St. Louis County Records.

Section 6. “Lot” means a lot in the Subdivision.

Section 7. “Member” means every person who holds a membership in the Association.

Section 8. “Owner” means an owner of a Lot in the Subdivision.

Section 9. “Subdivision” means the Royal Acres Subdivision, a Subdivision in St. Louis County, Missouri as designated on Royal Acres Amended Plat No. 1 and Royal Acres Plat No. 2 recorded in Plat Book 141 pages 2 and 3 and Plat Book 135 page 96, respectively, in the St. Louis County records.

Section 10. “Trustee” means those persons as appointed or elected as members of the Board of Trustees in accordance with the provisions hereof.

### ARTICLE III MEMBERSHIP

Section 1. Members. Every person or entity that is a fee Owner of a Lot in the Subdivision which is subject to the Indenture shall be a Member of the Association. The foregoing is not intended to include persons or entities which hold an interest merely as security for the performance of an obligation. No Lot Owner shall have more than one Membership.

Section 2. Conveyance of Membership. Each membership in the Association shall be appurtenant to and in conjunction with the ownership of the Lots in the Subdivision. Any conveyance or change of ownership of a lot shall carry with it membership in the Association. No Member shall have the right to assign, convey, pledge or otherwise alienate his membership in the Association except as incident to ownership of a Lot.

### ARTICLE IV MEETING OF MEMBERS AND VOTING

Section 1. Annual Meetings. There shall be an annual meeting of Members shall be held annually on a date and time to be announced by the Trustees. Notwithstanding the foregoing, the annual meeting of the Members shall be held no later than the third Saturday in February of each year. . The annual meeting shall be for the purpose of, but not limited to, the election of Trustees of the Subdivision who have terms due for expiration and for transaction of other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Trustees, or upon written request of the not less than twenty-five

percent (25%) of all the Members of the Association who are entitled to vote.

Section 4. Voting Rights of Members. Each Lot shall be entitled to one vote in all matters which the Board of Trustees submits to the Members for their decision. When the ownership of a Lot is in more than one person, the person entitled to cast the vote for such Lot shall be the person who is present. If more than one person owning such Lot is present, then such vote shall be cast in accordance with the majority interest of the Lot.

Section 4. Notice of Meetings. Written notice of each annual or special meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, not less than ten (10) (or if notice is mailed by other than first-class or registered mail, no fewer than 30) nor more than sixty (60) days before the meeting, to each Member, addressed to the Member's 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 and the purpose for which the meeting is called.

Section 5. Quorum. The presence at the meeting of Members or proxies entitled to cast one-tenth (1/10<sup>th</sup>) of the votes of the Membership shall constitute a quorum for any action unless otherwise provided in the Indenture or these Bylaws. If a quorum is present, the affirmative votes of the votes represented and voting, which affirmative votes also constitute a majority of the required quorum, is the act of the Members unless a larger vote is required at any time by law or by the Indenture. 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. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual meeting of Members are those matters that are described in the meeting notice.

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 not less than five (5) days prior to an annual or special meeting. Each proxy shall designate the person to whom it is given. An appointment is valid for eleven months unless a different period is expressly provided in the proxy appointment form.

ARTICLE V  
BOARD OF TRUSTEES SELECTION  
TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Trustees, with one Trustee from each of the five (5) plats of the Subdivision.

Section 2. Term of Office. The terms of each Trustee shall be for a three (3) year term. The

terms of the Trustees shall be staggered so that, at each annual meeting, one or two trustees will be elected. Trustees shall be elected at the annual meeting.

Section 3. Removal. Any trustee may be removed from the Board of Trustees, with or without cause, by a majority vote of the Members of the Association at a meeting of the Members called expressly for the purpose of removing the trustee and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the trustee. Any vacancy created by the removal of a Trustee shall be filled for the unexpired term in respect of such vacancy by majority vote of the Members present at such special meeting, or in the absence of such action by special meeting, by resolution of the Board of Trustees.

Section 4. Vacancy. In the event of a vacancy on the Board of Trustees for any reason other than the removal of a Trustee under Section 3 herein, may be filled by a majority of the Trustees then in office, although less than a quorum.

Section 5. Compensation. No Trustee shall receive compensation for any service he may render to the Association. However, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

## ARTICLE VI NOMINATION AND ELECTION OF TRUSTEES

Section 1. Nomination. Nomination of Trustees for election to the Board of Trustees shall be made by a 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 Trustees, and two or more other Members. 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 Trustees 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 Trustees shall be by written ballot. At the 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 Indenture. The persons receiving the largest number of votes shall be elected.

## ARTICLE VII MEETINGS OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held twice a year at such place and hour as may be fixed from time to time by resolution of the Board, without the necessity of further notice.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by or at the request of the President of the Association, or by any two Trustees, after not less than five (5) days notice to each Trustee. Such notice shall state the date, time, place and purpose of the meeting. Notice shall be delivered personally or sent by mail, electronic mail, or facsimile to each trustee at his or her address as shown on the records of the Association.

Section 3. Quorum. A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of trustees present is the act of the board.

Section 4. Action Taken Without a Meeting. The Trustees 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 the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees. Action taken under this Section 4 is effective when the last trustee signs the approval unless the approval specifies a different effective date.

## ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF TRUSTEES

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

(a) adopt and publish rules and regulations governing the use of the Common Areas, including any improvements and amenities located on the Common Areas, and the personal conduct of the Members and their guests on the Common Areas, and to establish penalties for the infraction of these rules and regulations;

(b) suspend the voting rights, and the right of use of any recreational facilities located on any Common Area 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, or the Indenture; and

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

Section 2. Duties. It shall be the duty of the Board of Trustees 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 one tenth (1/10th) of the Members;

(b) 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 Indenture to:

(1) fix the amount of the annual assessment against each Lot not later than January 1st of each year;

(2) send written notice of each annual assessment to every Lot Owner subject to the assessment not later than January 15th of each year, and of each special assessment, at least sixty(60) days in advance of its due date; and

(3) foreclose the lien against a Lot if the Owner of the Lot has not paid the assessment on the Lot within such time as the Board of Trustees may determine, or bring an action at law against the Lot 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;

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

(g) cause the Common Areas to be maintained.

## ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and one or two Vice-Presidents, who shall at all times be Members of the Board of Trustees, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting

of the Board of Trustees and thereafter at the first meeting of the Board of Trustees following each annual meeting of the Members.

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 his successor is elected, whichever shall be the longer period, unless he shall sooner resign, or shall be removed, or otherwise 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. 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 he replaces and until his successor shall have been elected and qualified.

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

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

#### President

(a) The President shall be responsible for implementing the decisions of the Board of Trustees and in that capacity shall direct, supervise, coordinate and have general control over the affairs of the Association and the Board of Trustees, subject to the limitations of the laws of the State of Missouri, the Indenture and the actions of the Board of Trustees. The President shall preside at all meetings of the Members and of the Board of Trustees and see that orders and resolutions of the Board are carried out. The President shall have authority to sign all leases, mortgages, deeds and other written instruments.

#### Vice-President

(b) The Vice-President (or in the case of more than one Vice-President, the Vice Presidents in order of their election) shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and exercise and discharge such other duties as may be required of him by the Board. The Vice-President shall likewise have authority to sign all leases, mortgages, deeds and other written instruments.

#### Secretary

(c) 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 in accordance with these Bylaws; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.

#### Treasurer

(d) 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 Trustees; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members requesting the same.

### ARTICLE X INDEMNIFICATION OF OFFICERS, DIRECTORS AND TRUSTEES

Section 1. General. Each officer, director and trustee of the Association now or hereafter in office and his/her heirs, and personal representatives, shall be indemnified by the Association against all costs, expenses and amounts of liability therefor, including counsel fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any civil or criminal action, suit, proceeding or claim to which he/she may be made a party, or in which he/she may be or become involved by reason of his/her acts of omission or commission, or alleged acts of commission as such officer, director or trustee, or subject to the provisions hereof, any settlement thereof, whether or not he/she continues to be such director or officer at the time of incurring such costs, expenses or amounts, and whether or not the action or omission to act on the part of such officer, director or trustee which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of this bylaw. However, such indemnification shall not apply with respect to any matter as to which such officer, director or trustee shall be finally adjudged in such action, suit or proceeding to have been individually guilty of misfeasance or malfeasance in the performance of his/her duty as such officer, director or trustee, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Trustees, such settlement and reimbursement appear to be for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such officer, director or trustee may be entitled under any bylaw, agreement, vote of members or otherwise. Payments of indemnification made pursuant to this bylaw shall be approved by a majority of the Board of Trustees.



Section 2. Purchase and Maintenance of Insurance on Behalf of Officers, Directors and Trustees. The Board of Trustees may purchase and maintain insurance on behalf of an individual who is or who was a director, officer, trustee, employee or agent of the Association.

Section 3. No Conflict with Law. Association indemnification of directors contained in these bylaws is valid only if and to the extent that the provision is consistent with Missouri Not-For-Profit Corporation Law.

#### ARTICLE XI COMMITTEES

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

#### ARTICLE XII BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Indenture, 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, where copies may be purchased at reasonable cost.

#### ARTICLE XIII ASSESSMENTS

As more fully provided in the Indenture, each Member is obligated to pay to the Association assessments which are secured by a continuing lien upon the Lot against which the assessment is made. If the assessment is not paid on the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments by nonuser of the Common Area or abandonment of his Lot.

#### ARTICLE XIV AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, upon the affirmative vote of at least two-thirds (2/3rds) of the Members of the Association present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XII to the contrary notwithstanding, the Association shall have the absolute unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Bylaws all as from time to time amended or supplemented. However, this unilateral right, power and authority

of the Association may be exercised only if either the Veterans' Administration or the Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of all or any portion of the Property or any Lots for federally approved mortgage financing purposes under applicable Veterans' Administration, Federal Housing Administration or similar programs. If the Veterans' Administration or the Federal Housing Administration or any successor agencies thereto approve of all or any portion the Property or any Lot for federally approved mortgage financing purposes, any amendments to these Bylaws made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

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 Indenture and the Articles or these Bylaws, the Indenture shall control.

ARTICLE XV  
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation and end on December 31<sup>st</sup> of that year.

IN WITNESS WHEREOF, we, being all of the Trustees Royal Acres Residents Association, have executed these Bylaws this 30th day of January, 2012.

Signature \_\_\_\_\_

Jay Staley  
President

Signature \_\_\_\_\_

Dan Sullentrup  
Vice President

Signature \_\_\_\_\_

Brian Hendricks  
Secretary

Signature \_\_\_\_\_

Carl Epperly  
Vice President

Signature \_\_\_\_\_

Christy Potthast  
Treasurer

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Trustees Royal Acres Residents Association, a Missouri Not for Profit corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Trustees thereof, held on the 30th day of January, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 30<sup>th</sup> day of January, 2012.

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Brian Hendricks, Secretary