

**BYLAWS
OF
NORTHFIELD HOMES ASSOCIATION, INC.
Revised August 22, 2018**

**ARTICLE I
OFFICES**

1.1 Name. The name of the corporation is Northfield Homes Association, Inc. It is incorporated under the laws of the State of Missouri as a not-for-profit, non-stock corporation. The corporation is the homes association referenced in The Declarations (as defined below).

1.2 Location. The principal office of the corporation shall be located in Kansas City, Platte County, Missouri, but meetings of owners and directors may be held at such other places in Platte County, Missouri, as may be designated by the Board of Directors, from time to time.

**ARTICLE II
DEFINITIONS**

2.1 Association shall mean Northfield Homes Association, Inc., its successors and assigns.

2.2 Subdivision shall mean all of the property which is now or hereafter within the jurisdiction of the Association as provided in The Declarations.

2.3 Common Areas shall have the meaning set forth in The Declarations.

2.4 Lot shall have the meaning set forth in The Declarations.

2.5 Owner shall have the meaning set forth in The Declarations.

2.6 Developer shall mean the “Developer” as defined in The Declarations.

2.7 Declarations shall mean, collectively, (i) Northfield – First Plat Homes Association Declaration recorded as instrument number R0010422 in Book 0908 at Page 0286 in the Office of the Recorder of Deeds of Platte County, Missouri (the Recorder’s Office), as the same may be amended and supplemented from time to time, (ii) Northfield – First Plat Declaration of Restrictions recorded as instrument number 0018482 in Book 0916 at Page 0313 in the Recorder’s Office, and (iii) any additional declarations as may be recorded from time to time with the Recorder’s Office which relate to the subdivision commonly known as “Northfield” or any other subdivision under the jurisdiction or coverage of the Association, from time to time.

ARTICLE III
MEMBERSHIP

3.1 Membership Generally. Except for the Developer, as provided in The Declarations, membership in the Association shall be limited to persons or entities who are the Owners of the fee interest in any Lot which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be attached to and may not be separated from ownership of a Lot.

3.2 Suspension of Membership. During any period in which an owner is delinquent in the payment of any assessment levied by the Association as provided in The Declarations, that owner shall neither be eligible to vote, hold a position on the Board of Directors, receive services provided by the Association, nor have the right to use any Common Areas except by decision of the Board until such assessment has been paid.

ARTICLE IV
VOTING RIGHTS

4.1 Voting. Each owner shall have one vote for each Lot in which they hold the interest required for membership. One vote may be cast for each Lot in the subdivision. When more than one person holds interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as the owners, among themselves, shall determine. In no event shall more than one vote be cast with respect to any Lot. The Developer is limited to only one vote.

4.2 Representatives. Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE V
OWNER AND COMMON AREAS

5.1 Owner Areas. Owners shall maintain the exterior of their residence and keep current and previous owner-installed landscaping, such as trees, shrubs, flowers, and plantings around utility pedestals, clean and free of weeds. After written notification of failure to comply with this section, and a hearing before the Board of Directors, the Board may hire the work done, and invoice the owner. If such invoice is not paid by the owner within 30 days of issue, the unpaid amount shall be considered past due and treated in the same manner as an unpaid assessment.

5.2 Common Areas. All owners of lots shall have the right of access to all Common Areas. Such rights of owners may be suspended by the Board of Directors, after notice and hearing, for a period not to exceed 90 days, for violation of any of the rules and regulations established by the Board of Directors governing the use of the Common Areas in or available to the Subdivision.

5.3 Rules and Regulations. The Association shall have the right and the power to make and enforce reasonable rules and regulations which shall govern the use of Owner Areas and Common Areas.

ARTICLE VI BOARD OF DIRECTORS

6.1 Number. The affairs of the Association shall be managed by a Board of Directors composed of five (5) directors. Each individual elected as a director shall serve until their term expires and until their successor is duly elected and has commenced their term of office or until their earlier resignation or removal.

6.2. Term of Office. The Board will consist of five (5) directors. Each director will be elected by the owners during the annual meeting. Owners shall alternately elect two (2) or three (3) directors for two (2) year terms. No director shall serve more than three (3) consecutive terms.

6.3 Qualification. All directors must be and remain owners in good standing of the Association.

6.4 Removal. Any director may be removed from the Board of Directors, by a majority vote of the owners of the Association. In the event of death, resignation or removal of a director, their successor shall be appointed by the remaining members of the Board of Directors and shall serve for the unexpired term of their predecessor.

6.5 Compensation. No director shall receive compensation for the service they may render to the Association. However, any director may be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of their duties.

6.6 Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, unless it is otherwise provided in the Articles of Incorporation or these Bylaws. The directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are no directors in office, then an election of directors may be held in the manner provided by Missouri statute.

ARTICLE VII MEETING OF DIRECTORS

7.1 Annual Meetings. Annual meetings of the Board of Directors shall be held within 30 days following the annual meeting of the owners at such place as may be fixed by the Board.

7.2 Meetings. Meetings of the Board of Directors shall be open to the owners and shall be held at such place and time as determined by the Board.

7.3 Special Meetings. Special meetings of the Board of Directors shall be held at such place and time as may be specified by and when called by the president of the Association or by any two or more directors. Special meetings may be held without notice to the owners.

7.4 Quorum. Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law or as provided in Article XVI hereof, every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present, shall be regarded as the act of the Board of Directors.

7.5 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power to adjourn the meeting, without notice other than announcement at the meeting, and reschedule to a subsequent date. All Board members will then be notified of the time, date and place of the rescheduled meeting.

7.6 Meetings by Conference Telephone, Internet, or Similar Communications. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear one other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

7.7 Action Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the Minutes of Proceedings of the Board or committee.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board of Directors may be made in writing and delivered to the secretary of the Association in advance of the annual meeting or from the floor at the annual meeting of the owners.

8.2 Election. Election to the Board of Directors shall be by written ballot. At any such election, the owners entitled to vote, or their proxies, may cast in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected.

8.3 Commencement of Term of Office. A director shall be deemed elected at the time of their election, but they shall not be deemed to have commenced their term of office or to have any of the powers or responsibilities of a director until the time they accept the office of director, either by a written acceptance, or by participating in the affairs of the Association at a meeting of the Board of Directors.

ARTICLE IX
POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to:

9.1 Scope. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or The Declarations.

9.2 Rules and Regulations. Provide regulations to govern the use of the Common Areas and the personal conduct of the owners and their guests. Establish penalties for any infractions. The Board of Directors may not, in any event, revoke, limit, restrict, or suspend in any way, the right of any owner to use and enjoy any street.

9.3 Employment. Employ (and contract with for such periods of time and on such terms as may be deemed appropriate) agents, independent contractors, managers and employees, and to prescribe their duties and responsibilities. All contract employees are required to be insured.

9.4 Records and Reports. Cause to be kept a complete record of all its acts and of the corporate affairs of the Association and to present reports thereof to the owners.

9.5 Supervision. Supervise all officers, agents, contractors, and employees of the Association, and see that their duties are properly performed.

9.6 Assessments. As more fully provided in The Declarations, provide for the levying of the regular assessments against each Lot and any special assessment against any Lot, and take all actions necessary or appropriate to collect the same.

9.7 Certificates. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Association for the issuance of these certificates.

9.8 Insurance. Procure and maintain public liability insurance, fire and extended coverage hazard insurance, and other insurance on property owned by the Association. Maintain officer's and director's liability insurance, all with such coverages and in such sums as may be deemed appropriate by the Board of Directors.

9.9 Bonding. Officers or employees having fiscal responsibility are to be bonded, as the Board of Directors may deem appropriate.

9.10 Common Areas. All maintenance of Common Areas and owner-owned areas will be maintained, including Legacy trees, which are defined as trees located in the subdivision that existed before the subdivision was created.

9.11 Committees. Appoint one or more committees. Any such committee shall be composed of at least one (1) director and any other individuals as the Board of Directors shall designate. The Board may designate one (1) or more individuals as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Grounds, Beautification, Legacy Trees and Architectural committees shall be appointed and governed by the Board.

9.12 Indebtedness of Association. Unless otherwise prohibited by The Declarations, borrow money and incur indebtedness for purposes of the Association and cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore: provided, however, that the repayment of any such indebtedness shall not be or become the personal obligation of any Owner or director.

9.13 Performance. Perform all acts and do all things required or permitted to be done by the Association by The Declarations or otherwise. And perform all acts and do all things permitted or required of a Board of Directors of a not-for-profit corporation under the laws of the State of Missouri.

ARTICLE X

MEETINGS OF OWNERS

10.1 Annual Meetings. The annual meeting of the owners of the Association shall be held during the month of November of each year, at such place and time as may be fixed by the Board of Directors. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be presented, and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the owners may be called at any time by the president or by a majority of the Board of Directors, or upon written request of owners holding at least one-tenth of the votes of the owners.

10.3 Place and Notice of Meetings. All meetings of the owners shall be held in Platte County, MO at such place as may be designated in the notice of the meeting. Notice of each meeting of the owners shall be given by, or at the direction of, the person(s) duly calling the meeting, by notifying electronically or mailing a copy of such notice. Such notice shall specify the place, date, day and hour of the meeting, and in the case of a special meeting, the purpose of that meeting.

10.4 Quorum. The presence at a meeting, in person or by proxy, of owners entitled to cast at least 15% of the total votes of the membership on the specific actions shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the owners entitled to vote, thereat, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be obtained. Except as otherwise provided in the Bylaws, The Declarations or the Articles of Incorporation, or by law a

majority vote of those present at a meeting at which a quorum is present shall be necessary to transact any business entitled to be transacted by the owners.

10.5 Proxies. At all meetings of owners, each owner may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the start of the meeting. Every proxy shall be revocable and shall automatically cease to be effective, if not sooner terminated by its terms or revoked, upon the expiration of eleven (11) months from the date of its issuance or upon conveyance by the owner of their Lot, whichever event shall occur first.

ARTICLE XI

OFFICERS AND THEIR DUTIES

11.1 Enumeration of Offices. The officers of the Association shall be president, first vice president, second vice president, secretary and treasurer, who shall be elected at the Annual Meeting by the owners. In addition, the Board of Directors may appoint other officers, as needed.

11.2 Appointment of Officers. The officers shall be appointed by the newly elected Board of Directors to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified, or until their earlier resignation or removal.

An officer shall be deemed qualified when they enter upon the duties of the office to which they have been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws.

11.3 Special Appointments. The Board of Directors may appoint such other officers and agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties consistent with these Bylaws as the Board may determine.

11.4 Resignation and Removal. Any officer may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board through the president or the secretary. Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.5 Vacancies. A vacancy in any office may be filled by the Board of Directors at any time. The officer elected to such vacancy shall serve in that capacity until the next reorganization of the Board.

11.6 Multiple Offices. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

11.7 Duties. The duties of the officers are as follows:

President. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision and direction of the affairs and officers of the Association. They shall preside at all meetings of the membership and at all meetings of the Board of Directors. They shall be a non-voting ex officio member of all standing committees and may be a voting member of any such committee.

First Vice President. The first vice president shall act in the place and stead of the president in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board of Directors. They shall also be the chairperson of the Architectural Committee.

Second Vice President. The second vice president shall act in the place and stead of the president and first vice president in the event of the absence of both, inability of or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board of Directors. They shall also be the chairperson of the Grounds Committee.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the owners. They shall serve notice of meetings of the board and of the owners, shall keep appropriate current records showing the owners of the Association, together with their addresses, and shall perform such other duties, and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of secretary. The secretary shall also keep the corporate seal, if any, of the Association and affix it on all papers required to have the seal affixed thereto.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of treasurer.

11.8 Compensation. Officers of the Association shall not receive any compensation or salary for their services but may be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the duties of their offices.

ARTICLE XII **ASSESSMENTS**

12.1 Purpose. The assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers, maintain the improvements and render the services provided for in these Bylaws, The Declarations, The Restrictions, and the Articles of Incorporation.

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in The Declarations.

ARTICLE XIII
BOOKS AND RECORDS

The books and records of the Association shall, at all times during reasonable hours and upon reasonable notice, be subject to inspection by any owner for proper purposes. In addition, Northfield Homes Association documents, including the Declaration of Restrictions, Articles of Incorporation, NHA Amendments, and the Bylaws, are available on the Northfield website. At the Board's discretion an annual review of the financial records may be performed.

ARTICLE XIV
CORPORATE SEAL

If adopted by the Board of Directors, the Association shall have a corporate seal in a circular form having inscribed thereon the name of the Association and the words "Corporate Seal - Missouri". The corporate seal may be used by causing it or a facsimile, thereof, to be impressed or affixed or reproduced or otherwise attached.

ARTICLE XV
GENERAL PROVISIONS

15.1 Depositories and Checks. The moneys of the Association shall be deposited in such banks or financial institutions and shall be paid out by checks authorized in such manner as may be provided by a resolution adopted by the Board of Directors-

15.2 Certain Loans Prohibited. The Association shall not make any loan to any officer, director, or owner of the Association.

15.3 Absence of Personal Liability. The directors, officers and owners of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.

15.4 Indemnification. The Association shall indemnify and advance expenses to each person who is or was an officer or director of the Association or a member of a committee to the full extent permitted by the laws of the State of Missouri.

ARTICLE XVI
AMENDMENT

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted in any of the following ways: (i) By a two-thirds (2/3) vote of the owners of the Association entitled to vote who are present at a meeting at which a quorum is present, or (ii) by a three-fourths (3/4) vote of the entire Board of Directors, and any change so made by the owners may thereafter be further changed by three-fourths (3/4) vote of the entire Board of Directors; provided, however, that the

power of the Board of Directors to alter, amend, or repeal Bylaws, or to adopt new Bylaws, may be denied as to any Bylaws or portion, thereof, by the owners if at the time of enactment the owners shall so expressly provide.

ARTICLE XVII
CONFLICT

In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between The Declarations and these Bylaws, The Declarations shall control.

ARTICLE XVIII
FISCAL YEAR

The Board of Directors shall have power to fix or change the fiscal year of the Association. In the absence of action by the Board of Directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XIX
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes of Missouri, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the owners, directors or members of a committee of directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

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The foregoing Bylaws have been transcribed from the original Northfield Homes Association Bylaws (December 1999) and amended by the Board of Directors.

Dated: August 22, 2018

Shirley Dohrmann, Secretary