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**AMENDMENT TO BY-LAWS  
OF  
BARRINGTON SPRINGS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE 1  
NAME AND OFFICE**

Section 1. Name. The name of this Corporation shall be BARRINGTON SPRINGS HOMEOWNERS ASSOCIATION, INC.

Section 2. Principal Office. The principal office of Corporation in the State of Missouri shall be located at 202 E. Cave Spring Dr, Ozark, Missouri 65721.

Section 3. Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office.

**ARTICLE 3  
PURPOSE**

The purpose of this Corporation is to promote the health, safety, and welfare of BARRINGTON SPRINGS SUBDIVISION, an unincorporated area in Christian County, Missouri, properties and residents, and in particular, for the improvements and maintenance of properties, services and facilities devoted and related to the use and enjoyment of said BARRINGTON SPRINGS SUBDIVISION including the wastewater treatment and collection system, and lakes and other common areas.

**ARTICLE 3  
DEFINITIONS**

The following words used in the by-laws shall have the following meanings:

- A. "Corporation" shall mean BARRINGTON SPRINGS HOMEOWNERS ASSOCIATION, INC., a Missouri Not-for-Profit Corporation, or its successors or assigns.
- B. "Property" or "properties" shall mean the real property included in BARRINGTON SPRINGS SUBDIVISION, an unincorporated area in Christian County, Missouri, and any additional real property which shall be made subject to these covenants as provided herein.
- C. "Common Area" shall mean all real property dedicated for common use and owned by BARRINGTON SPRINGS HOMEOWNERS ASSOCIATION, INC., to include but not limited to Lot\_\_\_\_ and wastewater treatment and collection system, lakes and other green area, detention and/or drainage area.

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- D. "Lot" shall mean any tract of land designated by a number on any plat of property in BARRINGTON SPRINGS SUBDIVISION, Ozark, Christian County, Missouri, and available for private ownership.
- E. "Dwelling Unit" shall mean any building or portion thereof designated and intended for occupancy by one family for private ownership.
- F. "Owner" shall mean the holder of record fee simple title, whether one or more persons, of any single family resident lot or dwelling unit in BARRINGTON SPRINGS SUBDIVISION, Ozark, Christian County, Missouri.
- G. "Developer" shall mean BARNES, INC.

#### **ARTICLE 4 MEMBERSHIP**

Section 1: Every person who is or may become a record owner of a fee or undivided interest in any residential lot which is subject to assessment by the Corporation shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Corporation. Ownership of such lot shall be the sole qualification for membership.

Section 2. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all the Members of the Board may suspend or expel a Member for cause after an appropriate hearing and may by a majority vote of those present at any regularly constituted meeting terminate the membership of any Member who becomes ineligible for membership or expel any Member who shall be in default for more than forty-five (45) days in the payment of dues for the period fixed by Article IX of these by-laws.



## ARTICLE V

Section 1. Annual Meetings. The annual meeting of the Members shall be held on the first Friday following the first Thursday in the month of \_\_\_\_\_ of each year, beginning with the year \_\_\_\_\_ at 7:00 p.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the designated day for the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Members as soon thereafter as convenient.

Section 2. Special Meetings. Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, the Board, or not less than one-tenth of the Members.

Section 3. Place of Meeting. Meetings shall be held at 3302 North Bobwhite, Ozark, Missouri 65721, except that the Board of Directors may by resolution designate any place, within or not more than fifteen (15) miles from Ozark, Missouri, as the place of meeting for any annual or special meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either personally or by mail to each Member entitled to vote at such meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at the address as it appears on the records of the Corporation with postage prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be written consent or approval of all the Members, setting forth the action so taken.

Section 6. Quorum. At such a meeting a quorum shall consist of thirty (30) percent of the Members, or twice the number of Directors, whichever is greater. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

- (a) At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member. No proxy shall be valid after eleven months from the date of its execution. A proxy may be canceled by notice executed by the Member with like formality and delivered to the secretary.
- (b) At each meeting of the Members, every Member shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. The votes for Directors shall be by ballot. Only the person in whose name membership is standing on the books of the Corporation on the day of such meeting shall be entitled to vote in person or by proxy.

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- (c) For any person to represent a Member by proxy, such person must submit his power of attorney to the Secretary of the Board for examination at least one hour before the time of meeting. When the Secretary has certified the power of attorney is in good order, the proxy holder shall have the right to do any and all things which might be done by the Member were he present in person, which right shall include the establishment of a quorum and the organizing of any meeting.

### ARTICLE VI

#### Board OF Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of Directors shall be three. The Directors elected at the annual meeting to succeed the Directors named in the Articles of Incorporation shall be elected for staggered terms of three, two and one years. As the terms of such Directors expire, their successors shall be elected for terms of three years and until their successors are elected and have qualified. Directors shall be Members of the Corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings within or not more than fifteen (15) miles from (address), Missouri without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within or not more than fifteen (15) miles from 3302 North Bobwhite, Ozark, Missouri 65721 for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered personally or four (4) days notice sent by mail or telegram, mailed to each Director as his name appears on the records of the Corporation. Any Director may waive notice of any meeting.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.



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Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The Board may also act by written consent or approval of all the Directors of the Corporation setting forth the action taken.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any salaries for their services.

Section 10. Directors-Residuary Powers. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation except those specifically granted or reserved for the Members by law, the articles of incorporation, or these by-laws shall be vested in the Board.

Section 11. Directors-Removal from Office. A Director may be removed from office, for cause, by the vote of not less than three-fourths of the Members present at a meeting of the Members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the charges preferred against him at least ten (10) days before such meeting. Any vacancy created by the removal of a Director shall be filled by a majority vote, which may be taken at the same meeting at which such removal shall take place.

### ARTICLE VII

#### OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by and a Member of the Board of Directors. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person.

Section 2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board held after such annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall



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have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board by majority vote of the remaining Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be held without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Members and of the Board. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other officer agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time, to include serving as the registered agent for the Corporation.

Section 6. Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

Section 7. Secretary/Treasurer. As Secretary, shall keep the minutes of the meetings of the Members and of the Board meetings in one or more books provided for those purposes; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents; keep a register of all Members and their post office addresses; prepare and cause to be delivered to the Secretary of State, between the first day of January and the first day of March of each year, an annual report in compliance with the provisions of the statutes of the State of Missouri; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

As Treasurer, shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody 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; deposit all such monies in the name



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of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article XIII of these by-laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of the Board.

## ARTICLE VIII

### MEMBERSHIP VOTING RIGHTS

Section 1. Each Member as defined in Article IV of these by-laws shall be entitled to one (1) vote for each living unit or lot, as defined herein, in which he holds the interest required for membership and upon which he shall have paid the then current and all prior assessments upon said living unit or lot, as herein provided. When more than one (1) person holds such interest or interests in any living unit, all such persons shall be Members, and the vote for such living unit shall be exercised as they, among themselves shall determine, but in no event shall more than one (1) vote be cast in respect to any such living unit or lot.

## ARTICLE IX

### ASSESSMENTS

Section 1. Basis for Assessments. After consideration of current maintenance costs and future requirements of the Corporation, the Board of Directors shall fix assessments not in excess of the maximum hereafter established. At the direction of the Board of Directors, separate assessments may be made regarding road use and water use assessing only those actually using such improvements, and a maximum assessment for each shall be established pursuant to Section 2 following.

Section 2. Annual Assessments. The maximum assessments for any Member shall not exceed \_\_\_\_\_ per month, except for "cost of living" increases provided for as follows:

The maximum annual assessment may be increased effective January 1 of each year without vote of the Members in an amount not to exceed one hundred fifty (150) percent of the rise, if any, of the Consumer Price Index (published by the Department of Labor, Washington, D.C.) for the 12 months immediately preceding the previous month of July.

Section 3. Special Assessments for Capital Improvements. In addition to the annual assessments authorized above, the Board of Directors may levy in any assessment year, as to Members, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the costs of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the Common Area, including the necessary fixtures and personal property thereto: PROVIDED, that any such assessment shall have the approval of a two-thirds (2/3) majority



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of the votes of the Members at a meeting called for that purpose, written notice of which shall be sent to all Members not less than ten (10) days nor more than thirty (30) days in advance of the meeting setting forth the purpose of the meeting; PROVIDED further, that the maximum amount of any special assessment year shall not exceed an amount equal to three (3) times the annual dues assessed against said Member for the same year.

Section 4. Uniform Rate of Assessment. Both annual and special assessments must be fixed at a uniform rate for Members and may be collected on a monthly, quarterly, or semi-annual basis, as determined by the Board of Directors. The Board may arrange for collection by lenders of the assessments.

Section 5. Commencement Date of Annual Assessments. The annual assessments provided for herein shall commence as to each Lot on the first day of the calendar month following the date on which Developer conveys title to another Owner. Within ten (10) days after a lot is conveyed by Developer to another owner, the new owner thereof shall furnish written notice of the commencement of such occupancy to the Corporation. The Board of Directors shall fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment.

The due date(s) shall be established by the Board of Directors. The Corporation shall upon demand at any time furnish a certificate in writing signed by an officer of the Corporation setting forth whether the assessments on a specified Lot have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Section 6. Effect of Non-Payment of Assessments and Remedies. If any assessment is not paid within thirty (30) days after its due date, the assessment shall bear interest from its due date at the maximum rate per annum allowed by law, and the Corporation may bring an action at law against the Owner personally obligated to pay same, and/or foreclose the lien against the property; and interest, costs and reasonable attorney's fees of such action shall be added to the amount of such assessments. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

Section 7. Subordination of Lien to Mortgage. The lien of the assessments provided for herein shall be subordinate to the lien of any deed of trust. Sale or transfer of any Lot shall not affect the assessment lien. However, the sale or transfer of any deed of trust pursuant to a power of sale as provided in said deed of trust or any proceeding in lieu of foreclosure thereof, shall extinguish the lien of such assessments as to payments thereof which became due prior to such sale or transfer. No sale or transfer shall relieve such Lot from liability for any assessments thereafter becoming due or from the lien thereof.



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Section 8. Exempt Property. The following property subject to this Declaration shall be exempt from the assessment:

- (a) All properties dedicated to and accepted by a local public authority (e.g. streets or roads dedicated to and accepted by a city or county.
- (b) The Common Areas to include lakes, green areas, and wastewater treatment and collection system.

Section 8. Change of Ownership. Any person becoming an Owner shall, within ten (10) days next following the recording of a deed reflecting such person as an Owner, given written notice to the Corporation that such person has become an Owner.

**ARTICLE X**

**USE AND MANAGEMENT OF COMMON AREAS**

Section 1. Every Member shall have a right and easement of enjoyment in and to the Common Areas and such easement shall be appurtenant to and shall pass with the title to every assessed lot, subject to the following provisions:

- A. The right of the Corporation to limit the number of guests of Members; the Common Areas which may be used by guests of Members, and the conditions under which Common Areas may be used by Members and/or their guests, subject to the terms and provisions hereof.
- B. The right of the Corporation to charge reasonable admission and other fees for the use of any recreational facility situated upon the Common Areas.
- C. The right of the Corporation, in accordance with its Articles of Incorporation and By-Laws, to borrow monies for the purpose of improving the Common Areas and facilities and in aid thereof to mortgage said properties shall be subordinate to the rights of the Members hereunder.
- D. The rights of the Corporation to suspend the voting rights and right to use of the recreational facilities by a Member for any period during which any assessment against his Lot remains unpaid; and for a period not to exceed thirty (30) days for an infraction of its published rules and regulations.
- E. The right of the Corporation to dedicate or transfer all or any part of the Common Areas to any public agency, public authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors of the Corporation.

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Section 2. Any Member may delegate, in accordance with the By-laws, his right of enjoyment to the Common Area and Facilities to the Members of his family, his tenants or contract purchasers who reside on the property, subject to such rules, regulations and limitations as the Corporation may, from time to time, establish.

Section 3. The Corporation shall control, maintain, manage, and improve the Common Areas as provided in its Articles of Incorporation and these By-laws. This right and power of the Corporation shall be exclusive. ✕

### ARTICLE XI

#### ORDER OF BUSINESS

Section 1. Order of Business. The order of business at any regular or special meeting of the Members or meeting of the Board shall be:

- (a) Reading and disposal of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 2. Parliamentary Procedure. On questions of parliamentary procedure not covered by these by-laws, a ruling by the President shall prevail.

### ARTICLE XII

#### COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him by law.



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Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, Members of each such committee shall be Members of the Corporation, and the President of the Corporation shall appoint the Members thereof. Any Member thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each Member of a committee shall continue as such until the next annual meeting of the Members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such Member be removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

Section 4. Chairman. One Member of each committee shall be appointed chairman by the person or persons authorized to appoint the Members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

### ARTICLE XIII CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by

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the Board, such instruments shall be signed by the President and countersigned by the Treasurer of the Corporation.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies or other depositories as the Board may select. In the event separate assessments or special assessments are made under Article IX of these by-laws, the Board of Directors may direct the Treasurer to establish separate accounts for each such assessment.

Section 5. Gifts. The Board may accept on behalf of the Corporation a contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

### ARTICLE XIV

#### BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, the Board, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members. All books and records of the Corporation may be inspected by any Member, or his agent or attorney, for any proper purposes at any reasonable time. The Board shall cause an audit of the records of the Corporation to be made each year by a competent auditor.

### ARTICLE XV

#### FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

### ARTICLE XVI

#### WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.



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**ARTICLE XVII  
REPEAL OR AMENDMENT OF BY-LAWS**

Until all Lots in the Subdivision have been conveyed by Developer to other Owners, only Developer shall have the right to repeal or amend these By-laws. Thereafter, these by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the Members present at any annual meeting of the Members, or at any special meeting of the Members called for such purpose, at which a quorum is present; provided, however, no such action shall change the purposes of the Corporation so as to impair its right and powers under the laws of said State, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the Corporation or its Members or to deprive any Member without his express assent of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than ten (10) nor more than thirty (30) days before such meeting and shall set forth such amendment.

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IN WITNESS WHEREOF, the undersigned Developer has hereunto caused these presents to be signed this 3<sup>rd</sup> day of June, 2005.

BARNES, INC.

By: Larry Barnes  
Larry Barnes, President

ATTEST:

Larry Barnes  
Larry Barnes, Secretary

STATE OF MISSOURI     )  
                                  ) ss.  
COUNTY OF CHRISTIAN    )

On this 3<sup>rd</sup> day of June, 2005, before me appeared LARRY BARNES, to me personally known, who being by me duly sworn did say: that he is the President of BARNES, INC., a corporation of the State of Missouri, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said LARRY BARNES acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in my office in Ozark, Missouri, the day and year first above written.

Paula Roller  
Notary Public

My commission expires:

