

September 17, 2019

# The Villas at the Meadows of Winterset

## Bylaws Revisions

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The Board of Directors has resolved to revise the Bylaws and Enforcement Procedures of The Villas at the Meadows of Winterset documents as follows.

General revision to the bylaws: Throughout the Bylaws and Enforcement Procedures of The Villas at the Meadows of Winterset documents, delete the words "company" and "corporation" and replace with "Association".

### ARTICLE I - MEETING OF MEMBERS:

Section 1, ANNUAL MEETING. Delete and replace with the following.

"Section 1. ANNUAL MEETING. The annual meeting of the members shall be held each year at the date and time as may be determined by the Board of Directors. Fifteen days prior to the annual meeting, written notice shall be sent to members at the address appearing on the records of the Association."

Section 4. VOTING. Delete and replace with the following.

"Section 4. VOTING. At all meetings of the members, all questions shall be decided by a majority vote (51% of total votes cast) by members present or by proxy. Members shall be entitled to cast one vote for each owned assessable tract. All voting shall be by voice except when voting for Board of Directors, which shall be by ballot."

### ARTICLE II - DIRECTORS:

Section 1. NUMBER. Delete and replace with the following.

"Section 1. NUMBER. A Board of five (5) Directors, (minimum of three (3) Directors required to establish quorum), shall manage the affairs and business of the Association. Directors shall be members of and residents at The Villas at the Meadows of Winterset."

Section 2. HOW ELECTED. Delete and replace with the following.

"Section 2. HOW ELECTED. At the annual meeting of the members, the two persons receiving the majority of the votes cast in even-numbered years, or three persons receiving a majority of the votes in odd-numbered years, shall be elected to the Board of Directors and shall constitute the Board of Directors for the ensuing two year term."

Section 3. TERM OF OFFICE. Delete and replace with the following.

"Section 3. TERM OF OFFICE. NOW THEREFORE, the Amendment to the Bylaws dated December 13, 2016, ARTICLE II, Section 3, is hereby amended: The term of office for Directors shall be two years. The term of office of Directors shall be staggered so that the term of office of two Directors shall expire in even-numbered years and the term of office of three Directors will expire in odd-numbered years, and successors shall be elected at each annual meeting of the Association."

Section 4. DUTIES OF DIRECTORS. Delete the words "company" and "corporation" and replace with "Association".

Section 5. DIRECTORS' MEETINGS. Delete and replace with the following.

"Section 5. DIRECTORS' MEETINGS. Regular meetings of the Board of Directors shall be held following the annual meeting of the members and at such other times as the Board of Directors may determine. The President may call special meetings at any time, upon the written request of three Directors.

Regular meetings of the Board of Directors shall be open to all residents of the Association for the first portion, (maximum of one-half hour), of the meeting for open discussion, general business and committee reports. The President shall notify Association members as to the time and location of regular meetings two weeks prior to such meetings."

Section 6. NOTICE OF SPECIAL MEETINGS. Delete and replace with the following.

"Section 6. NOTICE OF SPECIAL MEETINGS. The President shall notify Association members as to the time and location of special Association meetings two weeks prior to such meetings. The special meeting notification shall also state the purpose of the meeting and no other business, except that specified in the notification, shall be transacted at the special meeting."

Section 7. QUORUM. Delete and replace with the following.

"Section 7. QUORUM. At any meeting of the Board of Directors, three Directors shall be present to constitute a quorum for the transaction of business. In the event of an insufficient number of Directors present to establish a quorum, the Directors present shall adjourn the meeting to some future time, not to exceed five (5) days later."

### ARTICLE III – OFFICERS OF THE BOARD OF DIRECTORS

Section 1. NUMBER. Delete and replace as follows.

“Section 1. NUMBER. The officers of the Board of Directors of The Villas at the Meadows of Winterset shall be as follows.

1. President
2. First Vice President
3. Second Vice President
4. Secretary
5. Treasurer”

Section 2. ELECTION. Delete and replace with the following.

“Section 2. ELECTION. All officer positions within the Board of Directors shall be determined and appointed by the Board of Directors at their first meeting following the annual meeting of the Association. Officers shall hold office for a term of two years, or until their successor is elected. Each officer, on the Board of Directors, shall have one vote.”

Section 3. DUTIES OF OFFICERS. Delete and replace with the following.

“Section 3. DUTIES OF OFFICERS. The duties of the officers of the Board of Directors shall be as follows.

President:

1. The President shall preside at all meetings of the Board of Directors, annual meeting of the members and special meetings of the members.
2. The President shall present a report of the condition of the business of the Association at the annual meeting of the members.
3. The President shall call regular and special meetings of the members and the Board of Directors in accordance with these bylaws.
4. The President shall sign contracts and enter into agreements on behalf of the Association.
5. The President shall enforce the aforementioned Home Owner’s Association Declaration and these bylaws, and perform all the duties incident to the position and office, and which are required by law.
6. The President shall confer with the Management Company employed by the Association for advice and guidance in managing the Home Owner’s Association.

Vice President(s):

The Vice President(s) shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act and shall exercise and

discharge all other duties that may be required of him or her by the Board of Directors.

Secretary:

1. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members in appropriate books.
2. The Secretary shall be custodian of the meeting minutes and shall make meeting minutes available to all members.
3. The Secretary shall perform such other duties as required by the Board of Directors.

Treasurer: Delete all paragraphs and replace with the following.

"Treasurer:

1. The Treasurer shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors and at such other times as shall be required.
2. The Treasurer shall present a full financial report, of the Association, at the annual meeting of the meetings.
3. The Treasurer, in collaboration with the Board of Directors, shall take the lead in preparing the annual budget which shall be presented at the annual meeting of the members."

Section 4. BOND. Delete the "company" and replace with "Association."

Section 6. COMPENSATION OF OFFICERS. Delete and replace with the following.

"Section 6. COMPENSATION OF OFFICERS. No officer on the Board of Directors shall receive any salary or compensation."

Section 7. REMOVAL OF OFFICERS. Delete and replace with the following.

"Section 7. REMOVAL OF OFFICERS. The Board of Directors may remove any officer, with cause, by a 3/5 vote at any time.

Insert new Section 8 as follows.

"Section 8, Expenses in Excess of Approved Annual Budget. The Board of Directors shall be required to seek approval of the majority of the Association for all non-budgeted single expenditures that exceed ten percent of the approved annual budget.

The Board of Directors shall be required to seek approval of the majority of the Association for all single line items in the approved annual budget that exceed ten percent of the approved annual budget.

In the event that either of the above situations should arise, the President of the Board of Directors shall call a Special Meeting of the Association members, in accordance with the requirements of such meetings, as described in the Bylaws.

#### ENFORCEMENT PROCEDURES OF THE VILLAS AT THE MEADOWS OF WINTERSET

Page 1. Delete the first sentence and replace with the following.

"Page 1. WHEREAS, Section 8.16 of the Declaration authorizes the Association or its Authorized Agents to enter any lot on which a violation of Restrictions exist, and to correct such violation at the expense of the Owner of such residence, after written notice of the Owner's failure to comply, has been addressed by the Board of Directors, within a reasonable and designated time."



Tom Kuehn – President, HOA Board of Directors



Pat Gentner – Vice President, HOA Board of Directors



Cindy Mullen – Member, HOA Board of Directors