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(Space above reserved for Recorder of Deeds certification)

**Title of Document:**

Third Amended and Restated Bylaws of The Fountains at Raintree Lake Association, Inc.

**Date of Document:** NOVEMBER 6, 2018

**Grantor(s):**

The Fountains at Raintree Lake Association, Inc.

**Grantee(s):**

**Mailing Address:**

3304 NE Ralph Powell Road, Lee's Summit, Missouri 64064

**Reference Book and Page:**

Book 0022343, Page 000159, Document No. 276320 as recorded in the Office of the Recorder of Deeds, Cass County, Missouri and amendments.

**Legal Description:**

See Exhibit 'A' attached

If there is not sufficient space on this page for the information required, state the page reference where it is contained within the document.

**Statutory Recorders Fees First Page of Each Document**

Homeless Fee – State	\$3.00
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General Revenue – County	\$6.75
<b>TOTAL FIRST PAGE FEE</b>	<b>\$24.00</b>
Each additional page	\$3.00

**Mike Medsker**

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# Mike Medsker, Recorder of Deeds

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## **THIRD AMENDED AND RESTATED BYLAWS OF THE FOUNTAINS AT RAINTREE LAKE ASSOCIATION, INC**

### **ARTICLE I**

#### **NAME AND LOCATION**

The name of the corporation is The Fountains at Raintree Lake Association, Inc. (the "Association"). The principal office of the corporation shall be located at 3304 NE Ralph Powell Road, Lee's Summit, Missouri 64064 but meetings of members and directors may be held at such places within the State of Missouri as may be designated by the Board of Directors.

### **ARTICLE II**

#### **DEFINITIONS**

**Section I.** The terms "Association," "Area of Common Responsibility," "Common Area," "Lot," "Owner," "Declarant", "Successor Declarant" and "Villa Property" all terms common to both these Bylaws and the Declaration of Covenants, Conditions and Restrictions relating to The Fountains at Raintree Lake Association shall have the meanings set forth in the Declarations of Covenants, Conditions and Restrictions of The Fountains at Raintree Lake Association dated September 10, 2003, and recorded September 11, 2003, under Document No. 276320 in Book 002343 at Page 000159 in the Cass County Recorder's Office in Harrisonville, Cass County, Missouri and any future amendments thereto.

**Section II.** "Member" means those persons or entities entitled to membership in the Association as provided in the Declaration.

### **ARTICLE III**

#### **MEETING OF MEMBERS**

**Section 1. Annual Meetings.** The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting, of the Members shall be held in the same month of each year thereafter, at a date, time and place within the State of Missouri selected by the Board of Directors of the Association.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth of all of the votes of the Membership.

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**Section 3. Notice of Meetings.** Written notice of each 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 fifteen nor more than sixty 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. In the case of a special meeting, the notice shall state the purpose of the meeting.

**Section 4. Quorum.** The presence at the meeting of Members or entitled to cast one-tenth of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws. The number of valid mailed written ballots or electronic ballots may be used to determine quorum ONLY for action on the issues presented on those mailed or electronic ballots. 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.

**Section 5. Voting.** At all meetings of Members, each Member may vote in person, by an official written ballot properly submitted by mail or courier, or by a secure electronic ballot.

## ARTICLE IV

### BOARD OF DIRECTORS SECTION: TERM OF OFFICE

**Section 1. Number.** The affairs of this Association shall be managed by a Board of five Directors, who need not be Members of the Association.

**Section 2. Term of Office.** The terms of office of the "Initial Directors" (as defined in the Articles of Incorporation of the Association) shall be for the period until the first annual meeting of the Members at which their successors are elected. The terms of each director other than an Initial Director shall be for one year or until his successor is elected, whichever shall be the longer period. Each director, other than an Initial Director, shall be elected at the annual meeting.

**Section 3. Removal.** Any director, other than an Initial Director, may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal, pursuant to these Bylaws, of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

**Section 4. Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 5. Action Taken Without a Meeting.** The directors 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 directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

**Section 1. Nomination.** Nomination of directors for election to the Board of Directors shall be made by a

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Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more other persons. 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 Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations may be made from among Members or nonmembers.

**Section 2. Election.** Election to the Board of Directors shall be by written or electronic ballot. At the election the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETINGS OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held at least annually 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 Directors shall be held when called by the President of the Association, or by any two directors, after not less than three days notice to each director.

**Section 3. Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**Section 4. Vacancies.** Vacancies on the Board of Directors resulting from resignation, death, removal or an increase in the number of Directors may be filled by a majority of the directors then in office, although less than a quorum.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

**Section 1. Powers.** The Board of Directors 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 guest on the Common Areas, and to establish penalties for the infraction of these rules and regulations.
- b. suspend 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 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, the Articles of Incorporation, or the Declaration; and
- d. employ a manager, independent contractors or other employees or contractors as they deem necessary, and to prescribe their duties.

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**Section 2. Duties.** It shall be the duty of the Board of Directors 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 the holders of one fourth of the votes of the Members.
- b. supervises all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. as more fully provided in the Declaration to:
  - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period as herein provided in Article XI and as provided in Article Five, Section 7 of the Amended Declaration of Covenants.
  - (2) send written notice of each annual assessment to every Lot Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and special assessment at least forty-five (45) 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 Directors 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. procures and maintains 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 Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices.** The officers of this Association shall be a President and Vice-President, who shall at all times be Members of the Board of Directors, 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 Directors and thereafter at the first meeting of the Board of Directors 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 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

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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 preside at all meetings of the Members and of the Board of Directors 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 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; 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 Directors; 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 IX

### COMMITTEES

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

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## ARTICLE X

### 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 Declaration, 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 XI

### ASSESSMENTS

As more fully provided in the Declaration, 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. Assessments are due quarterly and shall be payable on the first of the month they are due (the "Due Date"). If the Assessment is not paid by the fifteenth day (15) of the month in which it is owed, a penalty of fifteen dollars (\$15.00) shall be assessed. 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 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 of or the assessments by non-use of the Common Area or abandonment of his Lot.

## ARTICLE XII

### AMENDMENTS

**Section 1.** These Bylaws may be amended, at a regular or special meeting of the Members, upon the affirmative vote of at least 67 percent of the Members of the Association voting in person at the meeting at which the vote is taken, voting by an official written ballot properly submitted by mail or courier, or voting by a secure electronic ballot.

**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 Declaration and the Articles or these Bylaws, the Declaration shall control.

## ARTICLE XIII

### MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation and end on December 31st of that year.





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## Exhibit A Legal Description of the Villa Property

### PROPERTY DESCRIPTION:

CONTAINING 1,146,002 SQ. FT. OR 26.3086 ACRES.

ALL THAT PART OF THE NORTHWEST 1/4 AND THAT PART OF THE SOUTHWEST QUARTER OF SECTION 6, TOWNSHIP 46, RANGE 31 IN LEE'S SUMMIT, CASS COUNTY MISSOURI, DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER OF SAID NORTHWEST 1/4; THENCE N 02°-50'-59" E, ALONG THE WEST LINE OF SAID NORTHWEST 1/4, 1081.29 FEET; THENCE N 65°-17'-44" E, 209.38 FEET; THENCE NORTHERLY, ON A CURVE TO THE RIGHT HAVING A RADIUS OF 225.00 FEET AND AN INITIAL TANGENT BEARING OF N 23°-26'-08" W, AN ARC DISTANCE OF 102.78 FEET; THENCE N 02°-44'-17" E, 158.40 FEET; THENCE NORTHEASTERLY, ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 225.00 FEET AND TANGENT TO THE LAST DESCRIBED COURSE, AN ARC DISTANCE OF 175.07 FEET; THENCE N 47°-19'-13" E, 22.18 FEET; THENCE NORTHERLY, ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 15.00 FEET AND TANGENT TO THE LAST DESCRIBED COURSE, AN ARC DISTANCE OF 23.58 FEET; THENCE N 47°-19'-13" E, 50.00 FEET; THENCE S 42°-40'-47" E, 86.53 FEET; THENCE N 47°-19'-13" E, 20.00 FEET; THENCE S 42°-40'-47" E, 278.01 FEET; THENCE S 87°-40'-47" E, 368.86 FEET; THENCE N 02°-19'-13" E, 60.00 FEET; THENCE S 87°-40'-47" E, 35.00 FEET TO THE WEST RIGHT-OF-WAY OF RAINTREE DRIVE; THENCE S 02°-19'-13" W, ALONG SAID LINE, 255.00 FEET; THENCE N 87°-40'-47" W, 35.00 FEET; THENCE N 02°-19'-13" E, PARALLEL WITH SAID RIGHT-OF-WAY LINE, 50.00 FEET; THENCE N 87°-40'-47" W, 367.01 FEET; THENCE S 47°-19'-13" W, 284.09 FEET; THENCE S 42°-40'-28" E, 78.51 FEET; THENCE S 44°-57'-23" W, 116.22 FEET; THENCE S 17°-41'-55" W, 78.15 FEET; THENCE S 02°-44'-17" W, 240.00 FEET; THENCE N 72°-39'-01" E, 128.64 FEET; THENCE N 81°-49'-55" E, 67.04 FEET; THENCE N 62°-46'-16" E, 145.44 FEET; THENCE S 87°-40'-47" E, 150.00 FEET; THENCE S 02°-19'-13" W, 8.65 FEET; THENCE S 87°-40'-47" E, 185.00 FEET TO THE WEST RIGHT-OF-WAY LINE OF RAINTREE DRIVE; THENCE S 02°-19'-13" W, 47.35 FEET; THENCE SOUTHWESTERLY, ALONG SAID LINE ON A CURVE TO THE RIGHT HAVING A RADIUS OF 854.51 FEET AND TANGENT TO THE LAST DESCRIBED COURSE, AN ARC DISTANCE OF 677.10 FEET; THENCE S 47°-43'-13" W, CONTINUING ALONG SAID LINE, 645.00 FEET; THENCE SOUTHWESTERLY, CONTINUING ALONG SAID LINE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 286.97 FEET AND TANGENT TO THE LAST DESCRIBED COURSE, AN ARC DISTANCE OF 223.38 FEET; THENCE N 87°-40'-47" W, CONTINUING ALONG SAID LINE AND ITS WESTERLY PROLONGATION, 55.32 FEET TO THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 6; THENCE N 02°-36'-08" E, ALONG SAID LINE, SAID LINE ALSO BEING THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 1-T.46-R.32, 358.16 FEET TO THE SOUTHEAST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 1; THENCE N 02°-50'-59" E, ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 1, 85.64 FEET TO THE POINT OF BEGINNING.