



COOPER ESTATES

PROPERTY OWNERS' ASSOCIATION

BYLAWS

Cooper Estates Property Owners Association
Revised Bylaws dated July 25, 2024

ARTICLE 1: NAME AND LOCATION

Section 1: These Bylaws shall govern the operation of Cooper Estates Property Owners Association. Once approved by an affirmative vote by the Board of the Cooper Estates Property Owners Association these Bylaws supersede and rescind all previous versions of Bylaws governing Cooper Estates.

Section 2: The office of the Association shall be located at the subdivision known as Cooper Estates in the City of Springfield and in Greene County, Missouri.

ARTICLE 2: DEFINITIONS

All words and terms used shall have the same definitions and meanings as attributed to them in the Covenants and Rules and Regulations for Cooper Estates.

Quorum: The minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid.

For the purpose of holding a valid, official meeting of the Cooper Estates POA, a quorum will be considered to exist when twenty five percent (25%) of property owners or sixty percent (60%) of the POA Board are present.

ARTICLE 3: MEMBERSHIP AND VOTING

Section 1: Each unit property owner shall automatically become a member of the Association. Membership is inseparable from unit ownership and the transfer of an ownership interest shall automatically transfer membership in the Association to the new owner or owners.

Section 2: When a unit is owned by more than one person or entity, only one vote may be cast for each unit owned regardless of the number of owners. Only one of the owners shall be eligible to hold office.

Section 3: If a unit is owned by more than one person, corporation, or other entity, the person entitled to cast the vote shall be designated in a document signed by all parties and should be filed with the Cooper Estates Property Owners Association Office Manager. That person shall be known as the voting member. In the

absence of a designated voting member, the vote may only be cast by agreement of a majority of the multiple owners. A majority agreement may be assumed if any one of the multiple owners cast the vote allocated to that unit without protest being made promptly to the person presiding over the meeting by any other owner or owners of the unit.

Section 4: Votes allocated to a unit may be cast by a written proxy executed by the unit owner or voting member. No unit owner or owners may revoke a proxy except by actual notice of revocation to the person presiding over the association meeting. Any proxy is void if not dated or purported to be revocable without notice and terminates one year after its date unless a shorter period is specified.

Section 5: When voting is necessary, whether initiated by the Board or by the Property Owners, the votes may be collected in person, through the office manager, or electronically.

ARTICLE 4: MEMBERSHIP MEETINGS

Section 1: Regular meetings of the Cooper Estates Property Owners Association shall be held on the 2nd Tuesday of each month after 6:00 pm in the Cooper Estates Clubhouse. The exception will be the month of January when there is no scheduled POA Board Meeting.

Section 2: At the regular meeting held in December of each year, also known as the Annual Meeting, nominations for the election of POA Board Members will be accepted with voting to be performed as outlined in Article 6, Section 3, of the Bylaws governing Cooper Estates. Other business properly brought before the meeting will also be transacted.

Section 3: Special meetings of the Association may be called by twenty five percent (25%) of either the Property Owners or sixty percent (60%) of the POA Board.

Section 4: Not less than five (5) days or more than fourteen (14) days of any upcoming meeting, the POA Office Manager shall post notice of the upcoming Association meeting via bulletin board notification, signage, email, Facebook, any other social media, or any other form of communication specifically requested by a Property Owner. Every effort will be made to notify all members of the Property Owners Association of any upcoming meeting.

Section 5: The notice of any meeting shall include the place and time of the meeting as well as any added items on the agenda.

Section 6: A quorum is present when twenty five percent (25%) of the Property Owners or sixty percent (60%) of the POA Board Members of the Property Owners Association are present. If any meeting cannot be organized due to a lack of a quorum, the meeting may be adjourned until a quorum is present.

ARTICLE 5: BOARD

Section 1: The Board of the Property Owners Association shall consist of five (5) members, or such other number as determined by vote of the membership in accordance with these Bylaws.

Section 2: The individual members of the POA Board shall serve a term of three (3) consecutive years and shall have the authority to fill any vacancies on the POA Board for the unexpired portion of any term. Board members are eligible for re-nomination of a second three-year term. Any member of the POA Board who has completed a second three-year term shall remain off the Board for one three-year term before being eligible for re-nomination for additional service.

Section 3: A quorum is deemed present at any POA Board Meeting when sixty percent (60%) of the Board members entitled to cast votes are present as outlined in Article 4, Section 6 above.

Section 4: The POA Board may establish a schedule of regular meetings as outlined in Article 4, Section 1. These meetings are open to all POA members. Special study sessions may be held without notice to prepare for the monthly meetings and/or to conduct the daily operations of the Association. Members of the Association not on the POA Board may attend or present at the special study sessions by prior request.

Section 5: The POA Board, in all instances, may act on behalf of the Property Owners Association except the Board may not amend the Covenants, Bylaws, elect members of the POA Board, determine the qualifications, or terms of office of the POA Board. They may fill vacancies for unexpired terms on the POA Board.

Section 6: The general POA Board governance is to follow basic Non-Profit Governance:

- a. All POA Board decisions are made by the Board in session or via email to all members; no decisions are made separately nor under pressure (such as a call for a vote in the public meeting).
- b. No POA Board decisions shall be argued with a dissenting vote in the public meeting; The majority vote is always represented as the "Board's decision."
- c. The POA board is to make decisions on the mission of the Cooper Estates POA based on the Covenants and Bylaws and the general welfare of the Cooper Estates community.
- d. All management and operations of POA Board decisions are implemented by the Director of Operations and/or Office Manager respectively depending on portfolios.
- e. POA Board members are not to manage or implement operations unless determined by the POA Board in session and notifying the respective Cooper Estates POA personnel.

ARTICLE 6: OFFICERS

Section 1: The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The POA Board may appoint such other officers as the Board deems necessary. The requirements for election to the Board include:

- a. Reside within Cooper Estates no less than ten (10) months of the year.
- b. Attending at least eighty percent (80%) of POA Board meetings to be in good standing with voting privileges.
- c. Serve a term consisting of three (3) years. POA Board members cannot serve more than two (2) consecutive terms.
- d. Be ineligible for re-election after two (2) consecutive terms. POA Board members must remain off the POA Board for three (3) years before being re-nominated for service.
- e. Have owned and resided at their property no less than one (1) year before being nominated for an open POA Board seat.
- f. Attending scheduled Board Sessions which may be held as needed and without prior announcements to the membership and at the POA Board's discretion. The purpose of said meetings is to address issues in management in the day-to-day operations of the Association.

Section 2: The officers shall be nominated annually at the Annual Board meeting in December as outlined in Article 4 Section 2 of these Bylaws. The current officers shall hold office until their successors are chosen by vote in January. Any officer may be removed at any time by the POA Board, and the Board may fill vacancies in any office.

Section 3: During an election for a POA Board seat the procedure will be as follows:

- a. Nominations will be taken at the December meeting of the year of the expiring terms.
- b. If the number of nominees equals the number of vacancies, then no election is needed.
- c. If there are more nominees than positions available, ballots will be made available for each Property Owner by January 7th following the December meeting.
- d. The appropriate vote must be turned into the Business Office no later than January 31st.
- e. Ballots shall be received and held by the POA Office Manager until the first business day of the following month (February).
- f. At that time, the ballots will be tallied and certified by at least two (2) current POA Board members. Nominees may witness the tallying and certification of the ballots.
- g. Election results will be announced during the February POA Board meeting.
- h. If a vacancy occurs on the POA Board, the remaining members may appoint a Property Owner to fill the unexpired term.
- i. If a Property Owner is appointed to the POA Board to fill an unexpired term, the time of the unexpired term shall not affect their ability to serve two full terms if properly elected.

Section 4: The President shall be the Chief Executive Officer of the Association and shall preside over all meetings of the POA Board or the Association. The President shall have executive powers and general supervision over the affairs of the Association. The President shall sign all written contracts and perform all duties incident to the office as well as any which may be delegated to them by the POA Board.

Section 5: The Vice President shall perform all the duties of the President in their absence and other duties as may be required by the President or the POA Board. The Vice President shall oversee any updates or revisions to the Covenants, Bylaws, and Rules and Regulations deemed necessary.

Section 6: The Secretary shall coordinate with the Office Manager regarding all communication. The Secretary shall be in charge of all records except those kept by the Treasurer. The president and Secretary will prepare, execute, certify, if necessary, and record amendments to the Covenants, Bylaws, and Rules and Regulations on behalf of the Association.

Section 7: The Treasurer shall have oversight of the fiduciary responsibilities of the POA, monitor accounts, and report to the President, the POA Board and Property Owners, at the regular meetings.

ARTICLE 7: FINANCES AND ASSESSMENTS

Section 1: The funds of the Association shall be deposited or invested in such banks or depositories as may be determined by the POA Board and may be withdrawn by two-person authentication as determined by the POA Board.

Section 2: All people or firms managing or responsible for the Association funds may be required to be bonded in such amounts as may be determined by the POA Board.

Section 3: The fiscal year of the Association shall be the calendar year unless otherwise determined by the POA Board.

Section 4: As provided in Article 7 of the Cooper Estates Covenants, each unit owner is obligated to pay annual and special assessments to cover the costs incurred by the Association. No member may escape liability for the assessments by non-use of the Association's facilities.

Section 5: The accounts of the Association shall be audited every third year as outlined in Article 3, Section 2, Number 6 of the Covenants and reviewed in other years by an accountant selected by the Board. A copy of the audit shall be available to the members of the Association in the Association office.

Section 6: Any funds of the Association, in excess of expenses, shall be kept by the Association and applied against future operations, expenses, or for reserves.

ARTICLE 8: DEFAULT AND ENFORCEMENT

Section 1: The POA Board shall have the power and authority to enforce the Covenants, Bylaws, and the Rules and Regulations governing Cooper Estates Property Owners Association. In addition to the remedies outlined below, the POA Board shall have the same remedies available as outlined in Article VII of the Covenants in any enforcement proceedings.

Section 2: If an owner violates any provision of the Covenants, Bylaws, or Rules and Regulations or any applicable law, ordinance or regulation the Association may give written notice of such violation and if not cured within seven (7) days from the date of notice, the Association may sue for relief including but not limited to recovering damages, enforcing performance, equitable relief, an injunction, restraining order, or other appropriate relief. If the POA Board determines the violation to be hazardous to the health or safety of the Cooper Estates POA Community, the Board may proceed to correct the violation and charge the cost to the Property Owner as a personal charge or a lien against the unit. This would be the same as if the charge were part of an assessment with the same obligation to pay.

Section 3: Any unit owner shall be liable to the Association for the expense of any maintenance, repair, or replacement of the common properties that is caused by the neglect or carelessness of the unit owner, or their family, guests, employees, agents, lessees, renters, or pets. The expense shall be charged as a personal charge or a lien against the unit as if the charge were part of an assessment with the same obligation to pay.

Section 4: In any proceedings to enforce under this article, the Association shall be entitled to recover reasonable attorney's fees in addition to any judgment.

ARTICLE 9: AMENDMENTS

Section 1: The Board or Property Owners may propose changes to these Bylaws to be placed on the agenda at any called meeting of the Association. Changes may include altering, amending, adding to, or revision of the current Bylaws. The proposed changes shall be delivered to all Property Owners not less than fifteen (15) days prior to the next Board meeting.

Section 2: The Board or Property Owners may propose changes to the Bylaws. Changes proposed by the Property Owners would require a written majority of a quorum of twenty five percent (25%) of Property Owners and presented to the Board.

Section 3: The proposed changes will be presented at two (2) consecutive meetings. If there is no written objection by the Board or Property Owners, the changes will be effective after an affirmative vote by the Board at the third consecutive meeting. A written objection may be raised by a majority vote of the Board or majority vote of a quorum of twenty five percent (25%) of Property Owners and presented to the Board in writing during the discussion at the first or second meeting. If there is no objection, the proposed changes will become effective after an affirmative vote by the Board at the third consecutive meeting.

Section 4: If an objection is made by the Board or the Property Owners there will be two options: (1) to correct or change the objectionable issues or (2) the Board or Property Owner may request a vote of all Property Owners with a majority vote of all owners required for passage. If the proposed changes are initiated by the board, the majority vote of the Property Owners is to be conducted by the Board. If the proposed change is initiated by the Property Owners, the majority vote of the Property Owners is to be conducted by the Property Owners.

Section 5: Regardless of who requests a majority vote, the Board or the Property Owners, the votes may be collected as outlined in Article 3, Section 5 (in person, through the office manager, or electronically).

ARTICLE 10: MISCELLANEOUS PROVISIONS

Section 1: Every unit shall have a visible method of identifying the address, preferably on the mailbox post.

Section 2: The Association shall indemnify every Director, Officer, his/her heirs, and personal representatives against all loss by reason of his or her being or having been a Director or Officer of the Association. This includes any loss, cost, or expenses reasonably incurred with any proceeding or action resulting from his or her having been a Director or Officer. An exception to this provision would be if the Director or Officer is found to be liable or guilty of gross negligence or willful misconduct. Their rights shall be in addition to and not exclusive of all other rights a Director or Officer may be entitled.

- Section 3: The termination of membership in the Cooper Estates POA shall not relieve or release the former member from any liability or obligations incurred during the period of such membership. Termination of membership does not impair any rights or remedies which the Cooper Estates POA may pursue.
- Section 4: All owners shall notify the Association in writing of any transfer of their unit within ten (10) days of the transfer. Any person shown as the owner of a unit on the Association's records shall be binding on any other owner until the Association is notified. In the event of the lease of a unit the owner shall notify the Association and provide a copy of the lease agreement within ten (10) days. The lessee shall not be entitled to exercise any rights of the owner until the Association is notified the lessee is so entitled.
- Section 5: The POA Board may adopt or amend Rules and Regulations for the operation, use, maintenance, and management of the Association according to the Covenants and Bylaws. A copy of the Rules and Regulations is available to any Property Owner.
- Section 6: The books and records of the Association may be inspected by any Property Owner during reasonable business hours. For security, as well as confidentiality reasons, the original records may be viewed but not copied, altered, or removed. Personal notes may be taken as needed. The books and records may not be destroyed for any reason except on the direction of the POA Board.
- Section 7: In the event of a conflict, the Covenants shall prevail over the Bylaws and Rules and Regulations. All Federal, State, and Municipal laws shall prevail over Cooper Estates POA internal documents.

IN WITNESS WHEREOF, this revision of the Bylaws of Cooper Estates was executed the _____ day of _____, 2024 by the President and Secretary of Cooper Estates Property Owners Association, a Missouri not for profit corporation.

 President

 Secretary

Subscribed and sworn before me, a Notary Public, this _____ day of _____, 2024.
