

BY-LAWS OF BROOKTREE HOMES ASSOCIATION

ARTICLE I
Definitions

SECTION I

“ASSOCIATION” shall be defined as Brooktree Homes Association, Inc., a not-for-profit corporation organized and existing under the Laws of the State of Missouri.

SECTION II

“DISTRICT” shall be defined as all of the lots in the platted subdivision of Brooktree, a subdivision in Clay County, Missouri, and any future lots added to Brooktree subdivision and which are subjected to the terms of the Homes Association Declaration recorded in Book 1098, at Page 921, in the Office of the Clay County Register of Deeds. Upon the recording of any instrument subjecting additional lands to said Declaration, then the term “district” shall thereafter be defined as all land which shall from time to time be subjected to the terms of that Declaration.

SECTION III

“IMPROVED PROPERTY” shall be defined as a single tract under a single ownership and use, and on which tract a residence has been erected or is in the process of erection, or on which any other building not in violation of the restrictions then on record thereon is erected or in the process of erection. Any other land shall be deemed to be vacant and unimproved.

SECTION IV

“PUBLIC PLACE – ASSOCIATION MEMBERS” shall be defined as

All streets, park areas, service areas and other common areas, and all similar places the use of which is dedicated to or set aside for the general use of all the owners within the “district”, or which say, with appropriate consent, be used by all of the owners of the “district”.

SECTION V

“OWNERS” shall be defined as those persons or corporations who may from time to time own the land within the “district”, including co-tenants, joint ventures, partners or other owners of undivided interests. The term shall also include purchasers under a recorded Contract for Deed, but shall not include mortgages or other holders of any security interest.

SECTION VI

“MEMBER” shall be defined as every “owner” of a lot or interest in a lot within the “district”, and such membership shall be appurtenant to and not separated from the ownership of any lot or interest therein.

SECTION VII

“LOT” shall be defined as that areas within the “district” which pertains to the single dwelling units under single ownership. Generally such “lots” will be synonymous with the lots as platted in the subdivision of Brooktree, but in the event that property lines are other than along platted lot lines, the property lines shall control in determining the extent and location of the “lot” for purposes of these By-Laws. A corner lot shall be deemed to be any lot as platted, or any tract of land as conveyed, having more than one street contiguous to it.

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SECTION VIII

“DECLARATION” shall refer to the Homes Association Declaration filed in Book 1098, at Page 921, in the Office of Clay County Register of Deeds pertaining to Brooktree subdivision. This “declaration” may from time to time be amended.

SECTION IX

“DEVELOPER” shall refer to Mill Creek, Inc., a Kansas Corporation, its successors and assigns.

SECTION X

“RESTRICTIONS” shall mean the Declaration of Restrictions of Brooktree, as filed with the Recorded of Deeds for Clay County, Missouri, as such Declarations of Restrictions may from time to time be amended.

SECTION XI

“PROJECT” shall mean Brooktree as it may ultimately be (if and when enlarged from time to time) fully developed. They shall be exclusively single family dwellings.

SECTION XIII

“BY-LAWS” shall mean the By-Laws of the Brooktree Homes Association, Inc. as originally adopted and as may from time to time be amended.

SECTION XIV

“TENANT” shall mean the individual or individuals renting a “lot” and dwelling thereon from an “owner”.

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ARTICLE II Office of the Corporation

SECTION I

The principal office for the transaction of the business of the corporation is to be the residence of the Secretary. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another in Clay County, Missouri.

SECTION II

The “association” has been organized for the purpose of promoting the health, safety, welfare and enjoyment of the residents within the “district”, and such additions thereto as may hereafter be brought within the jurisdiction of the “association”. In connection with such purpose, the “association” shall have the powers set forth in Article V of the “Articles of Incorporation” of the Brooktree Homes Association, Inc.

ARTICLE III

Membership

SECTION I

Every “owner” of a “lot” included within the “district” together with the “owners” of any other land which may from time to time be made subject to all of the terms and provisions of the “declaration”, shall be a member of the “association”, and no “owner” shall be permitted or allowed to disclaim said membership and the duties, obligations and benefits thereof nor withdraw from the “association” for any reason, provided that the foregoing is not intended to include persons or entities who hold an interest in a “lot” or “lots” merely as security for performance of an

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Obligation. The “association” shall be the sole judge of the qualifications of it’s members and of their rights to participate in it’s meetings and proceedings.

SECTION II

The exercise of the rights of membership are subject to the payment of annual and special assessments levied by the “association”, the obligation of which assessments are imposed against each “lot” upon which a dwelling has been erected and is occupied, provided always, however, that any “lot” upon which the “developer” has erected a dwelling for sale shall be exempt from any such assessments until said “developer” has sold such “lot” and dwelling and such dwelling is occupied. Such assessments shall become a lien on the property against which such assessments are made as provided by Section V of the “declaration” to which the “district” is subject and which is recorded in Book 1098, at Page 921, of the Office of the Register of Deeds of Clay County, Missouri.

SECTION III

The “owner” for each “lot” within the “district” hereby covenants and agrees to pay, and each “owner” of any “lot” by acceptance of a deed therefore (whether or not it shall be so expressed in such deed) is deemed to covenant and agree to pay to the “association”: (1) annual assessments or charges; (2) special assessments for capital improvements, such assessments to be establishes and collected as hereinafter provided; and (3) special individual unit assessments for such expenses as hereinafter provided. All such

assessments shall be fixed, established and collected from time to time as hereinafter provided. Special assessments together with interest thereon, costs and reasonable

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Attorney's fees involved in any collection thereof, shall be a charge and a continuing lien in favor of the "association" upon the "lot" against which each such assessment is made. Such lien shall arise and run from the time at which any assessment remains unpaid for thirty (30) days after the sale has become due and payable.

- (a) Any assessment not paid within thirty (30) days after the due date shall be deemed delinquent, shall bear interest from the due date at the rate of 10 percent (10%) per annum, and shall cause the entire unpaid portion of said assessment for said year to be deemed delinquent. The "association" may bring an action at law against the "owner" personally obligated to pay the same or foreclose the lien against the "lot" through proceedings in any court in Clay County, Missouri having jurisdiction thereof provided however that the holder of any mortgage upon the "lot" upon which payment is delinquent and the "owner" thereof, shall both be given written notice addressed, in the case of the "owner" to the last known address of said "owner", and in the case of the holder of any such mortgage to its business address, advising of such delinquency prior to the commencement of an action against the "owner" either partially or for foreclosure of the said lien. Delivery of such notices shall be made when said notice addressed as set out above is placed in a United States Post Office mailbox by the "association". No "owner" may waive or otherwise escape liability for the assessments provided for herein by nonuse of the common area or abandonment of his "lot".
- (b) The lien of the assessments provided for herein shall be subordinate to the lien of any first mortgage now

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- (b) Or hereinafter placed upon any property subject to assessment. Sale or transfer of any unit shall not affect the assessment lien. However, the sale or transfer of any "lot" pursuant to mortgage foreclosure or any proceeding in lieu thereof, shall extinguish the lien of such assessments as to payments which became due prior to such sale or transfer. No sale or transfer shall relieve such "lot" from liability for any assessment thereafter becoming due or from the lien thereof.
- (c) All "districts" dedicated to, and accepted by a local public authority and all "districts" owned by a charitable or not-for-profit organization exempt from taxation by the laws of the State of Missouri shall be exempt from the assessments created herein. However, no land or improvements devoted to dwelling use shall be exempt from said assessments.

SECTION IV

The membership rights, including but not limited to voting rights and the use and enjoyment of any "public place", or any person whose interest in the "district" is subject to assessments under Section II above of these By-Laws may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon

payment of such assessments, his rights and privileges shall be automatically restored. The Directors may adopt and publish rules and regulations governing the use of any “public place”, and the personal conduct of any person thereon, and in the event of violation or breach of such rules and regulations the Directors may, at their discretion, suspend the rights of any such person for violation of such rules or regulations, such suspension period not to exceed thirty (30) days.

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SECTION V

Each “member” shall be entitled to the use and enjoyment of the “common areas” in the manner provided in rules and regulations adopted by the Board of Directors for such purposes in accordance with Article III, Section ? of these By-Laws. Any “member” may delegate his rights of enjoyment in the “common areas” to the members of his family who reside within the “district” or to any of his “tenants” who reside thereon under a lease-hold interest for a term of one year or more. Such “member” shall notify the Secretary in writing of the name of any such person and of the relationship of the “member” to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3, to the same extent as those of the “members”.

ARTICLE IV Membership Meetings

SECTION I – ANNUAL MEETINGS

The first annual meeting of the “members” shall be held within one (1) year from the date of incorporation of the “association”, and each subsequent regular annual meeting of the “members” shall be held on the same day of the same month at each year thereafter, that day being the third Thursday in September, at an hour to be set by the Board of Directors. If the day of the annual meeting of “members” shall fall upon a holiday, the meeting shall be held on the first day following which is not a holiday.

SECTOIN II – SPECIAL MEETINGS

Special meetings of the “members”, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors, or by “members” holding not less than

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One-fourth (1/4) of the voting power of the corporation. Except in special cases where expressed provision is made by statue, notice of special meeting shall contain a brief statement of the subject matter to be considered at such special meeting as well as the date, hour and place thereof.

SECTION III – NOTICE OF MEETINGS

Notice of the regular annual meetings of the membership shall be required. Each “member” shall register with the corporation his mailing address, and it shall be the

obligation of each “member” to notify the corporation in writing of any change of address so that the address registration of each “member” shall be maintained by the corporation at all times. Unless otherwise specified in these By-Laws, any notice require to be sent to “members” shall be mailed not less than ten (10) days nor more than thirty (30) days before the date of any special meeting or event which is the subject matter of such notice, and notices shall be mailed to the last registered address of each “member”. After mailing, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the registered “members” with postage prepaid. Waiver by a “member” in writing of notice of a meeting, signed by him, whethere before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance by a “member” without abjection to the notice, whether in person or by proxy, at a meeting shall constitute a waiver of notice of the meeting.

SECTION IV – ADJOURNED MEETINGS

Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a majority vote of those in attendance, either in person or by proxy,

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But in the absence of a quorum, no other business may be transacted at such meeting. When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of a special meeting.

SECTION V – QUORUM

The presence at the meeting of “members” entitled to cast, or of proxies entitled to cast, ten (10) total votes of the membership shall constitute a quorum for any motion governed by these By-Laws. Any motion governed by the Articles of Incorporation or the Declaration of Restrictions shall require a quorum as therein provided.

SECTION VI – PROXIES

At all general and special membership meetings, each “member” may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the time for voting on any motion or resolution. No proxy shall extend beyond a period of eleven (11) months from the date of the filing of the proxy with the Secretary. Every proxy shall automatically expire upon sale of the “member” of his interest in the real estate, other form of termination of membership, or suspension of voting rights. The form of written proxy shall be determined by the Board of Directors and approved by the Secretary.

SECTION VII – VOTING

Each “member” of the corporation shall be entitled to vote at any general or special meeting of the membership. The “owners” or all interest in one “lot” shall be entitled to one vote. Whenever more than one individual or entity holds an interest

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In any one “lot”, all such individuals or entities shall be “members” and the vote for such “lot” shall be exercised as they among themselves, determine, but in no event shall more than one vote be cast with respect to any one “lot” nor shall fractional votes be counted.

ARTICLE V Board of Directors

SECTION I – COMPOSITION IN TERMS OF OFFICE

The affairs of the “association” shall be managed by a board of seven (7) directors who need not be “members” of the “association”. The initial Board of Directors shall consist of seven (7) directors, four (4) of whom shall serve from their election at the first meeting of the “association”, for one (1) year until the second annual meeting, and three (3) of whom shall serve for a period of two (2) years from the first meeting of the “association” until the third annual meeting. At the first annual meeting of the “association” the three (3) candidates for directors receiving the highest number of votes shall become the directors to serve a term of two (2) years, and the four (4) candidates receiving the fourth, fifth, sixth, and seventh highest number of votes shall be elected directors to serve a term of one (1) year until the second annual meeting. At the expiration of the terms of the original directors their replacement shall be elected for terms of two (2) years at the annual meetings of the “association”. The number and term of the directors for the “association” may be changed by a vote of not less than two thirds (2/3) of the votes cast at any annual meeting an enacting such amendment to these By-Laws, or any special meeting called for such purpose, provided that the number of directors

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Shall always be an odd number. Advisory members (i.e. professional attorney, contractor, etc.) can be engaged in a non-voting status.

SECTION II – NOMINATION AND REELECTION

Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the “members” or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these By-Laws. Each vacancy shall be voted upon in a separate election and the candidate elected must receive a majority of the votes cast. Nominations for election to the Board of Directors shall be made by a nominating committee which shall be one of the standing committees of the “association”. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more “members” of the “association”. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting, and such appointment shall be announced at each such 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. Such nominations may be made from among “members” or nonmembers as the committee in its discretion shall determine. Nominations shall be placed on a written ballot which shall be sent to all “members” with written notice of the

meeting at which any such election is to be held. At the annual meeting at which such election is being held, the ballots shall be collected and counted, and the results of such election announced at the meeting.

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SECTION III – VACANCY AND REPLACEMENT

In the event that any member of the Board of Directors of the “association” shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which such third absence occurs, declare the office of said absent director to be vacant. The vacancy shall be filled by Board appointment for the period of time to the next general meeting, at which time the vacancy will be subject to standard nomination and election provisions.

SECTION IV – NO COMPENSATION TO DIRECTORS

No Directors 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 V – NO HARM CLAUSE

The Corporation shall indemnify any and every Board member, officer or employee against expenses, judgements, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such Board member, officer or employee is or may be made a party by reason of being or having been such Board member, officer or employee, provided a determination is made by the Board of Directors to the effect (a) that such Board member, officer or employee was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the corporation of which he is a Board member, officer or employee, (b) that he acted in good faith in what he reasonably believed to be the best interest of such corporation, and (c) that, in any matter the subject of a criminal action, suit or proceeding

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He had no reasonable cause to believe that his conduct was unlawful such indemnification shall not be deemed exclusive of any other rights to which each Board member, officer or employee, may be entitled under these Articles, the By-Laws of this corporation, any agreement or any insurance purchased by this corporation, or by vote of the “members” or otherwise.

SECTION VI – POWERS AND DUTIES

The Board of Directors shall have power and duties as follows:

- (a) To call special meetings of the “members” whenever it deems necessary and the obligation to call a special meeting at any time upon written request of one fourth (1/4) of the voting membership as provided in Article IV, Section 2.
- (b) To appoint and remove at pleasure all officers, agents, and employees of the “association”, describe their duties, fix their compensation, and require of them

such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any “member”, officer or director of the “association” in any capacity whatsoever, subject to the prohibition against any compensation being paid for services as a director of the “association”.

- (c) To adopt and publish rules and regulations governing the use of any “common areas” or other form of common areas and facilities, and the personal conduct of the “members” and their guests thereon, and to establish penalties for the infraction thereof.
- (d) To exercise for the “association” all powers, duties, and authorities vested in or delegated to this “association”, including those referred to in the “declaration” and the Articles of Incorporation, except those reserved to the members and membership meetings.
- (e) To cause to be kept a complete record of all of its accounts, acts and corporate affairs, and to present a statement thereof to the “members” at the annual meeting of the membership or at any special meeting when such are involved in the subject matter under consideration at such special meeting.
- (f) As more fully provided in the “declaration”, to determine the appropriate assessment in advance of the annual meeting, and to recommend the same to the annual meeting for approval by the membership; to prepare and maintain a roster of the ownerships of “lots” within the “district” and the assessments applicable thereto, which records shall be kept in the office of the “association” and shall be open to inspection to any “member”; and to send written notice of each assessment to every “owner” subject thereto and prior to the due dates.
- (g) To 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. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.
- (h) To carry out and enforce all of the duties and responsibilities of the “association” as provided in Section 3 of the “declaration”.

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SECTION VII – DIRECTORS MEETINGS

Regular meetings of the Board of Directors shall be held semi-annually on a day, time and place agreed upon by a majority of the Directors.

Notice of such meetings need not be provided.

Special meetings of the Board of Directors shall be held when called by any officer of the “association” or by any two (2) directors after not less than three (3) days written notice to each director.

The transaction of any business at any meeting of the Board of Directors, however called and noticed, duly held after regular call and notice of a quorum is present, and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents and approval shall be filed with the corporate records and made a part of the minutes of the meeting.

A majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE VI Officers and Their Duties

SECTION I - ENUMERATION OF OFFICES

The officers of this "association" shall be a President and Vice-President, a Secretary and a Treasurer, who shall at all times be members of the elected Board of Directors, and such other officers as the Board may from time to time by resolution create.

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SECTION II - ELECTION OF OFFICERS

The officers shall be chosen by a majority vote of the directors.

SECTION III - TERM

All officers shall hold office during the pleasure of the Board of Directors, but the President and Vice-President can not hold such offices beyond their terms as directors.

SECTION IV - SPECIAL APPOINTMENTS

The Board may elect such other officers as the affairs of the "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 V - RESIGNATION AND REMOVAL

Any officer may be removed from office with or without cause by majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, and the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION VI - VACANCIES

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of any designated term of the officer he replaces.

SECTION VII - MULTIPLE OFFICES

The offices of Secretary and Treasurer may be held by the same person. Otherwise no person shall simultaneously hold more

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than one of any of the other offices except in the case of special offices created pursuant of Section IV of this Article.

SECTION VIII - DUTIES

The duties of the officers are as follows:

(a) President - The president shall preside at all meetings of the Board of Directors; shall see to it that orders and resolutions of the Board of Directors are carried out; shall sign all notes, checks, leases, mortgages, security agreements, financing statements, deeds and other written instruments.

(b) Vice-President - The vice-president shall perform all duties of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary - The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the "members"; keep the corporate seal of the "association" and affix on all instruments requiring said seal; 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; serve as ex officio secretary of the Board of Directors including the recording of votes and the keeping of minutes of all proceedings in a book kept for that purpose; issue certificates of payment and non-payment of assessments; and shall perform such other duties as required by the board.

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(d) Treasurer - The treasurer shall receive and deposit in the appropriate bank accounts all monies of the "association" and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business and countersign all promissory notes of the "association" provided all checks and notes shall also be signed by the president or vice-president; and shall keep proper books of account and cause an annual audit of the "association" books to be made by a certified public accountant at the completion of each fiscal year. The treasurer shall also prepare an annual budget and an annual balance sheet statement and the budget and balance sheet shall be presented to the membership at it's regular annual meeting.

ARTICLE VII Committees

SECTION I

The standing committees of the "association" shall be:

The Nominations Committee

The Facilities Control Committee

The Recreation Committee

The Information Coordination Committee

The Social Exchange Committee

The Audit/Assessments Committee

Unless otherwise provided herein, each committee shall consist of a chairman and two (2) more "members" and shall include a member of the Board of Directors for board contact. The

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committee chairman shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at such annual meeting. The chairman shall select a minimum of two "members" from the "association" to serve on the committee. The Board of Directors may appoint such other committees as it deems desirable.

SECTION II

The Nomination Committee shall have the duties and functions described in Article V, Section II.

SECTION III

The Facilities Control Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the public places or common areas within the "district". It shall watch for any proposals, programs, activities which may adversely affect the residential value of the "district", including violations of the Declaration of Restrictions, and shall advise the Board of Directors regarding "association" action recommended of such matters.

SECTION IV

The Recreation Committee shall advise the Board of Directors of all matters pertaining to the recreational program and activities of the "association" and shall perform such other functions as the Board, at its discretion, determines, including operation and maintenance of facilities, i.e., pool, tennis courts, active park areas, etc.

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SECTION V

The Information Coordination Committee shall inform the members of all activities and functions of the "association" and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the "association". It shall see that all new members are informed, as soon as practical after their arrival and occupancy of the existence and purposes of the "association", as well as its powers, the names of its officers, and its existing committees.

SECTION VI

The Audit/Assessments Committee shall supervise the annual audit of the "association's" books by selection and engagement of a certified public accountant, shall prepare and submit an annual budget at the annual meeting of the membership; and shall approve the balance sheet statement to be presented by the treasurer to the membership at the annual meeting. The treasurer shall be an ex officio member of the committee.

SECTION VII

With the exception of the Nominations Committee, each committee may appoint a sub-committee from among its membership and may delegate to any such sub-committee

any of its powers, duties and functions. Such sub-committee formations or appointments are to be cleared with the committee's Board coordinator and are subject to Board approval.

SECTION VIII

It shall be the duty of each committee to receive complaints, questions and suggestions from "members" on any matter involving the "association" functions, duties and activities within

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its field of responsibility. It shall dispose of such complaints as it deems appropriate within its authorization or refer them to such other committee, director or officer of the "association" as is further concerned with the matter presented. The committee chairpersons will keep their Board coordinator advised of all such matters to insure that disposition actions are appropriate and authorized. Any and all enforcement actions involving Restriction violations and any other actions involving legal or financial implications are reserved to the Board of Directors.

ARTICLE VIII

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 of the "members"

ARTICLE IX

Fiscal Year

The fiscal year of the "association" shall begin on the first day of October and end on the thirtieth (30th) day of September of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE X

Corporate Seal

The "association" shall have a seal in circular form having within its circumference the words:

Brooktree Homes Association, Inc.

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ARTICLE XI

Amendments

SECTION I

These By-Laws may be amended, at a regular or special meeting of the "members", by a vote of a majority of a quorum of "members" present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation or applicable law; and provided further that any matter stated herein to

be or which is in fact governed by the Brooktree Homes Association "declaration" or the Declaration of Restrictions applicable to the "district" may not be amended except as provided in either or said declarations.

SECTION II

In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in case of any conflict between the Brooktree Homes Association "declaration" or the Declaration of Restrictions applicable to the "district" and these By-Laws, the said declaration shall control.

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