

FIRST AMENDMENT TO THE BYLAWS OF BEAR CREEK HOLLOW VILLAS

This First Amendment to the BYLAWS OF BEAR CREEK HOLLOW VILLAS, (hereinafter "Amendment") is made and declared this ___ day of _____ 2021, by the Owners of property within Bear Creek Hollow Villas.

WHEREAS, Bear Creek Hollow Villas Subdivision is a subdivision located in St. Charles County, Missouri, as recorded in Plat Book 31 Page 77 & 78 of the Office of the Recorder of Deeds of St. Charles County, Missouri; and

WHEREAS, the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF BEAR CREEK HOLLOW VILLAS is recorded in Book 2396 Page 647 of the Office of the Recorder of Deeds of St. Charles County, Missouri, (the "Declaration");

WHEREAS, the Declaration incorporates and references certain Bylaws that govern the operations of the Board of Managers; and

WHEREAS, the Board of Managers, in accord with Article XVIII of said Bylaws, are desirous of recording certain amendments to said Bylaws; and

NOW THEREFORE, the Board of Managers, by affixing their signatures hereto, do hereby amend the BYLAWS OF BEAR CREEK HOLLOW VILLAS, (the "Bylaws"), as follows, with any term or provision of the Bylaws not expressly amended herein, shall remain of full force and effect, to wit

Bylaw Amendment No. 1: Article III section 3.2 is deleted in its entirety and replaced as follows:

3.2 **Number and Election.** The affairs of the Association shall be governed by a five (5) member Board of Managers ("Board"), who shall each serve for a term of three (3) years.

Bylaw Amendment No. 2: Article III section 3.6 is deleted in its entirety and replaced as follows:

3.6 **Removal.** Any Board Member may be removed from the Board, with cause, by a vote of the Members of the Association equal to a quorum. Such vote shall be at a meeting scheduled

for the purpose of removing such Board Member. A quorum shall be defined as fourteen (14) eligible voting members and or their proxies.

Bylaw Amendment No. 3: Article III section 3.9 is deleted in its entirety and replaced as follows:

3.9 Officers of the Board of Managers. The Officers of the Board of Managers shall be the President, Vice President, "Officer At-Large", Secretary, and Treasurer, all of whom shall be Members of the Board of Managers. The Board may appoint an assistant secretary ("Recording Secretary") and such other assistants as in its judgment may be necessary, however, such other assistants must be eligible Members of the Association, but need not be Board Members.

Bylaw Amendment No. 4: Article V section 5.1(e) is deleted in its entirety and replaced as follows:

5.1(e). Employ an independent contractor or contract for such other outside services as the Board shall deem necessary to facilitate the management of the Association from time to time. Notwithstanding, in the event that the Board shall desire to delegate the Association management to a third party manager, then such delegation shall require approval of fourteen (14) owners and or their proxies.

Bylaw Amendment No. 5: Article V section 5.2(a) is deleted in its entirety and replaced as follows:

5.2(a) Levy and collect assessments and manage the funds.
The Board of Managers shall levy and collect assessments and shall control and manage the funds collected thereby, including but not limited to, those allocated to the Reserve Fund. The Reserve Fund shall be used for repairs or replacement of the Association Villa roofs, the payment of any insurance deductible relating to insurance claims for Association Villa common elements, or for any other use after first securing the vote and approval not less than eighteen (18) eligible voting members and or their proxies.

Bylaw Amendment No. 6: Article VI section 6.1 is deleted in its entirety and replaced as follows:

6.1 Election of Officers. The election of officers of the Board shall take place at the annual meeting of the Association.

Bylaw Amendment No. 7: Article VI section 6.2 is deleted in its entirety and replaced as follows:

6.2 Term. The officers of the Board shall be elected annually by the Association Members and each shall hold office for three (3) years unless the officer shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Bylaw Amendment No. 8: Article VII section 7.1 and 7.3 are deleted in their entirety and replaced as follows:

7.1 Nomination and Election. Not later than September 1st, the Board shall notify the Members, by mail or email, of any Board vacancies for that year's election. Any Member may nominate themselves or a Member may nominate another Member with the nominated Member's consent. Nominations shall be in writing and shall be received by the Board not later than September 15th. The Board will accept nominations from all members in good standing. The list of nominees will be sent with the Board's announcement of the date, time and place of the annual meeting. At the annual meeting, each member household by street address will be given a ballot listing the nominees in alphabetical order with a place to indicate which nominee is being voted for. A Member may vote by proxy if a written and notarized authorization is provided to the Board Secretary prior to the annual meeting which designates within the name and address of the Member empowered to vote on another Member's behalf. Any proxies received by the Board Secretary shall be kept in the Board's records. The nominees receiving a majority of the votes shall be elected and appointed to the vacate positions. Any tie vote will be broken by another vote of the Board Members present at the meeting. Elected Board members shall begin their duties with the first Board Meeting after the first of the New Year.

Bylaw Amendment No. 9: Article VIII section 8.1 is deleted in its entirety and replaced as follows:

8.1 Annual Meeting. A meeting of the Owners shall be held once each year on such date and at such time as the then Board of Managers shall determine, in no event later than October thirtieth (30th) each year. The following will occur at each annual meeting:

- a. The Board of Managers shall discuss the budget for the upcoming year and answer questions of the Owners.
- b. Conduct any other business the Board of Managers deems necessary.
- c. Elect new Board Members for all vacant positions.'

Bylaw Amendment No. 10: Article VIII section 8.4 is deleted in its entirety and replaced as follows:

8.4 Quorum. The term Quorum, unless expressly set forth otherwise, shall mean at a Members' meeting there must be at least fourteen (14) eligible voting members and/or their authorized proxies present at a meeting.

Bylaw Amendment No. 11: Article XI section 11.4 is deleted in its entirety.

Bylaw Amendment No. 12: Article XI section 11.5 is deleted in its entirety.

Bylaw Amendment No. 13: Article XI section 11.6 is deleted in its entirety.

Bylaw Amendment No. 14: Article XI section 11.7 is deleted in its entirety.

Bylaw Amendment No. 15: Article XI section 11.8 is deleted in its entirety.

Bylaw Amendment No. 16: Article XI section 11.9 is deleted in its entirety.

Bylaw Amendment No. 17: Article XI section 11.10 is unchanged and is now the new 11.4

Bylaw Amendment No. 18: Article XI section 11.11 is unchanged and is now the new 11.5

Bylaw Amendment No. 19: Article XI section 11.12 is unchanged and is now the new 11.6

Bylaw Amendment No. 20: Article XI section 11.13 is unchanged and is now the new 11.7

Bylaw Amendment No. 21: Article XIV section 14.2 is deleted in its entirety and replaced as follows:

14.2 Eligibility to Vote. Members are eligible to vote if they are current in their obligation to pay the Association assessments. Members are ineligible to vote if they are in arrears in their obligation to pay the Association assessments. Any Owner who fails to remain current in his/her obligations, and remains so at the date of determination of notice of a pending election or vote shall be denied the opportunity to vote in that election or business activity or to be nominated for election to the Board. An ineligible Member who pays all arrears and any outstanding penalties shall automatically be returned to eligible status effective immediately upon receipt of payment in full of all assessments, interest, late fees and all other arrearages.

Bylaw Amendment No. 22: Article XVII is deleted in its entirety.

Bylaw Amendment No. 23: Article XVIII is deleted in its entirety and relaced as follows:

These Bylaws may be amended or supplemented by not less than a two-thirds (2/3) majority vote of all the eligible Owners.

IN WITNESS WHEREOF, the undersigned does state that this Amendment to the Bylaws of Bear Creek Hollow Villa Owners Association, was executed consistent with the terms and conditions of Article XVIII of said Bylaws.

BY: BEAR CREEK HOLLOW VILLA OWNERS ASSOCIATION, INC.

Signature

Date: _____

Print Name and Title

