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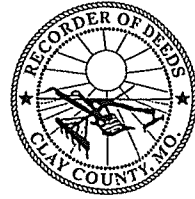
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Katee Porter, Recorder

Document Title:	Amended and Restated By-Laws of The Trails Homes Association, Inc.
Document Date:	September 27, 2016
Grantor's Name:	The Trails Homes Association, Inc.
Grantee's Name:	The Trails Homes Association, Inc.
Grantee's Address:	The Trails Homes Association, Inc. c/o 11125 NW Ambassador Drive, Suite 200 Kansas City, MO 64155
Reference Books/Pages (if any):	Book 1144, Page 572
Legal Description:	See Exhibit A attached.

Submitted by:

Martin, Pringle, Oliver, Wallace & Bauer, L.L.P.

9401 Indian Creek Pkwy., Ste. 1150

Overland Park, KS 66210

**AMENDED AND RESTATED
BY-LAWS
OF
THE TRAILS HOMES ASSOCIATION, INC.**

**ARTICLE I
Definitions**

Section 1. "ASSOCIATION" shall mean and refer to THE TRAILS HOMES ASSOCIATION, INC., a not for profit corporation organized and existing under the laws of the state of Missouri.

Section 2. "ARTICLES OF INCORPORATION" shall mean the Articles of Incorporation of The Trails Homes Association, Inc., as such Articles of Incorporation may from time to time be amended.

Section 3. "BY-LAWS" shall mean the By-Laws of The Trails Homes Association, Inc., as originally adopted and as from time to time amended.

Section 4. "DECLARATION" shall mean The Homes Association Declaration filed for record with the Recorder of Deeds for Clay County, Missouri, as such Declaration may from time to time be amended.

Section 5. "PROTECTIVE COVENANTS" shall mean the Declaration of Protective Covenants of The Trails, as filed with the Recorder of Deeds for Clay County, Missouri, as such Declaration of Protective Covenants may from time to time be amended.

Section 6. "DEVELOPER" shall mean The Trails Associates, Inc., a Missouri corporation, its successors and assigns.

Section 7. "PROPERTIES" shall mean and refer to the property described on Exhibit "A" hereto attached and incorporated herein by reference and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation as provided in the Articles of Incorporation, By-Laws, Declaration or Protective Covenants.

Section 8. "COMMON AREAS" shall mean and refer to the entire area designed for a common use and benefit of the owners, tenants, and invitees of each, including, but not by way of limitation, parks, playgrounds, swimming pools, recreational facilities, tennis courts, commons, footways, including buildings, structures and personal properties incident thereto, and any other properties owned and maintained by the Association for the common benefit and enjoyment of the residents within the Properties.

Section 9. "BUILDING" shall mean a structure composed of units.

Section 10. "UNIT" shall mean the portion of a Building which is designed and used exclusively for single family residential purposes which shall include the patio area and other such areas within each Residential Tract as shown on the recorded certificate of survey of each platted lot of The Trails not included in "Enclosed Floor Area".

Section 11. "ENCLOSED FLOOR AREA" as used herein shall mean and include in all cases areas on the first, second, and third floors of each unit, enclosed and finished for all year occupancy, and all atriums, computed on out-side measurements or center of common walls of the Units, but shall not mean or include any areas in basements, garages, porches, attics, or patios.

Section 12. "OWNER" shall mean the owner, whether one or more persons or entities, in fee simple of any Unit, but excluding those having such interest merely as security for the performance of an obligation.

Section 13. "TENANT" shall mean the individual(s) renting a Unit from an owner.

Section 14. "PROJECT" shall mean THE TRAILS as it ultimately may be (if and when enlarged from time to time) fully developed.

Section 15. "RESIDENTIAL TRACT" shall mean the area of property owned by an Owner or the Developer, in fee simple, on which a Unit is, or is to be constructed, as legally described on the recorded certificate of survey of each platted lot, or the plat, of the Project.

Section 16. "COMMON AREAS TRACT" shall mean the area or property owned by the Association, or the Developer, in fee simple, as legally described on the recorded certificate of survey of each platted lot, or the plat, of the Project.

ARTICLE II

Location

The principal office of the Association shall be located at the location of a property management company retained by the Association, or such other place as may from time to time be designated by the Board of Directors of the Association. Currently, the property manager is FirstService Residential, MO, Inc., 11125 NW Ambassador Drive, Suite 200, Kansas City, Missouri 64153.

ARTICLE III

Membership

Section 1. Every Owner of a Residential Tract included within the Properties, or any portion thereof as more particularly described on any document now or hereafter recorded, 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, Protective Covenants, Articles of Incorporation and these By-Laws, 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 the Residential Tract or Tracts merely as security for performance of an obligation.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner and becomes a lien upon the property against which such assessments are made as provided by Article VI of the Declaration to which the properties are subject and which is recorded in book 1144 page 572 in the Records of the Recorder of Clay County, Missouri, and which provides for (a) creation of the lien and personal obligation for such assessment in Section 1 of said Article VI of the Declaration, (b) payment of annual assessments as provided in Section 2 of said Article VI of the Declaration, (c) special assessments, as provided for in Section 3 of said Article VI of the Declaration, (d) late charges as provided for in Section 4 of said Article VI of the Declaration, (e) foreclosures of liens as provided for in Section 5 of said Article VI of the Declaration, and (f) reimbursement of costs of collection, including attorney fees, for delinquent assessments. (The Association, through its Board of Directors, may establish procedures to allow for payment of annual assessments in monthly installments.)

Section 3. The membership rights, including but not limited to the rights provided for in Articles IV and V of these By-Laws, of any person whose interest in the Properties is subject to assessments under Article III, Section 2 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 shall adopt and publish rules and regulations governing the use of the Common Areas, and the personal conduct of any person thereon, as provided in Article IX, Section 1, and in the event of breach of such rules and regulations the Directors may, in their discretion, suspend the rights of any such person for violation of such rules and regulations, such suspension period not to exceed thirty (30) days.

ARTICLE IV

Voting Rights

The Association shall have one class of voting membership, as follows:

Each Owner of a completed residence in The Trails, a sub-division of the City of Gladstone, Clay County, Missouri, shall be a member. Each member shall be entitled to one vote for each Unit in which he holds fee simple title. When more than one person holds such interest in any Unit, all such persons shall be members, and the vote for such Unit shall be exercised as they, among themselves determine, but in no event shall more than one vote be cast with respect to any Unit. Tenants or guests of Owners are not members of the Association.

ARTICLE V

Property Rights and Rights of Enjoyment of Common Property

Section 1. 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 purpose in accordance with Article III, Section 2, of these By-Laws.

Section 2. Any member may delegate his rights of enjoyment in the Common Areas to the members of his family who reside upon the Properties or to any of his tenants who reside thereon under a leasehold interest for a term of one year or more. Such member shall notify the Association's property manager 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 member.

ARTICLE VI

Association Purposes and Powers

The Association has been organized for the purpose of promoting the health, safety, welfare and enjoyment of the residents within the Properties, 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 Trails Homes Association, Inc.

ARTICLE VII

Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of five (5) Directors who must be members of the Association. Directors shall serve until the annual meeting of the Association, which meeting shall be held on the fourth Tuesday of March of each and every year, at which meeting the members shall elect Directors.

Section 2. Vacancies in the Board of Directors shall be filled by the remaining Directors, or the majority thereof if more than three (3). Any such appointed Director shall hold office until his successor is elected by the members, who may make election at the next annual meeting of the members or at any special meeting duly called for that purpose. If remaining Directors are unable to appoint a member who agrees to fill a vacant seat, the vacancy will remain until the next annual meeting.

Section 3. The terms of Directors shall be two years. Terms of Directors shall be staggered. At the annual meeting in March 2017, three directors will be elected for terms of

two years. Two directors will be elected for terms of one year. Thereafter, two directors will be elected in even-numbered years. Three directors will be elected in odd-numbered years.

ARTICLE VIII

Election of Directors; Nominating Committee

Section 1. 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 of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded documents applicable to the Properties. The names receiving the largest number of votes shall be elected. When expedient, and provided there are no objections from members present at the annual meeting, the President may request a motion to have nominees elected by acclamation.

Section 2. Nominations for election to the Board of Directors may be made by a Nominating Committee if the Board of Directors chooses to appoint said committee. Alternatively, Directors may instruct the property manager to solicit nominees no earlier than 60 days before the annual meeting.

Section 3. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee may be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

Section 4. 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 only. 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 or special meeting at which such election is being held, the ballots shall be collected and counted, and the results of such election shall be announced at the meeting. Nominations may also be made from the floor at the annual meeting.

ARTICLE IX

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have power:

(a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe 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.

(c) To adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the members and their tenants and guests thereon.

(d) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, including those referred to in Article III, Section 2, except those reserved to the meeting or to members in the covenants.

(e) In the event that any members of the Board of Directors of this 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 said third absence occurs, declare the office of said absent Director to be vacant.

Section 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c) To employ a professional real estate management company to carry out the purposes of this Association including, but not by way of limitation, maintenance of the Common Areas.

(d) As more fully provided in the Declaration applicable to the Properties, to establish, levy and assess against the Residential Tracts, and to cause to be collected the assessments, and in connection therewith:

(1) To fix the amount of the assessment against each Residential Tract for each assessment period at least thirty (30) days in advance of such date or period and, at the same time;

(2) To cause to be prepared a roster of the Properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;

(3) To cause to be sent written notice of each assessment to every Owner subject thereto.

(e) To issue, or to cause an appropriate officer or management company to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE X

Directors' Meetings

Section 1. A regular meeting of the Board of Directors shall be held at 6:00 P.M. on the fourth Tuesdays of January, March, May, July, September and November of each and every year (or the immediately succeeding business day if any such meeting date falls on a holiday) provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 2. Notice of such regular meeting is hereby dispensed with.

Section 3. Special meetings of the Board of Directors shall be held when called by a majority of the Directors then serving after not less than three (3) days' notice to each Director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if 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 or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

Section 6. Meetings of the Board of Directors shall be open to members except during executive sessions. Meetings of Directors shall consist of three parts: a member forum, a business meeting, and, if necessary, an executive session. Business meetings shall include review of (i) minutes of the previous meeting; (ii) financial reports; (iii) committee reports; (iv) property manager reports; and (v) updates on current and planned projects. The Board may establish a protocol for conducting the members' forum. During the members' forum, issues and concerns needing the Board's attention may be brought forward. Directors may hold an executive session only during a regular or special meeting of the Board. No final vote or action may be taken during an executive session. An executive session may be held only to:

- a. Consult with the Association's attorney concerning legal matters;
- b. Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;
- c. Discuss labor or personnel matters;

d. Discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals if premature knowledge of those matters would place the Association at a disadvantage; or

e. Prevent public knowledge of the matter to be discussed if Directors determine that public knowledge would violate the privacy of any person.

ARTICLE XI

Officers

Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. .

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office during the pleasure of the Board of Directors.

Section 4. The President shall preside at the meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and shall perform such other duties as performed by the Board of Directors.

Section 5. The Vice President shall perform all duties of the President should the President be absent.

Section 6. The Secretary shall cause to be recorded the votes and keep the minutes of all proceedings in a book to be kept for the purpose. The Secretary shall sign all certificates of membership. The Secretary shall cause to be kept the records of the Association. The Secretary shall cause to be recorded in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members (see Article XIII, Section 3).

Section 7. The Treasurer shall review financial statements prepared by the Association's property management company and report on financials at Board meetings. The Association's property management company shall receive and deposit in 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 conducted within the scope and limits of a budget or expenditure authorized by the Board. Any change in scope or disbursement amount of an approved project requires a new resolution of the Board of Directors.

Section 8. The Treasurer shall cause to be kept proper books of account and cause an annual review of the Association books to be made at the completion of each fiscal year. The Treasurer shall cause to be prepared an annual budget and an annual balance sheet

statement and the budget and balance sheet shall be presented to the membership at its regular annual meeting.

ARTICLE XII

Committees

Section 1. The Advisory Committees of the Association shall be:

The Nominations Committee
The Recreation Committee
The Maintenance Committee
The Architectural Control Committee
The Publicity Committee

Committees shall be appointed if there are sufficient interested members to fill the positions. If committees are not appointed, Directors shall assume the roles of the committees.

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors for board contact. The committees 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 each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

Section 2. The Nominating Committee shall have the duties and responsibilities described in Article VIII.

Section 3. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Areas of the Association, and shall perform such other functions as the Board, In its discretion, determines.

Section 5. The Architectural Control Committee shall advise the Board of Directors on all matters pertaining to construction of improvements on the Properties. It shall watch for any proposals, programs, or activities which may adversely affect the residential value of the Properties and shall advise the Board of Directors regarding Association action on such matters.

Section 6. The Publicity 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.

Section 7. Committees shall not have power to appoint a subcommittee from among its membership or delegate to any such subcommittee any of its powers, duties and functions.

Section 8. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XIII

Meetings of Members

Section 1. The regular annual meeting of the members shall be held on the fourth Tuesday of the month of March in each year, at the hour of 6:00 P.M. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2. Special meetings of the members for any purpose may be called at any time by a majority of the Board of Directors then serving, or upon written request of the members who have a right to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Board of Directors or its designee, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation, the Declaration or the Protective Covenants, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation, the Declaration or the Protective Covenants, shall require a quorum as therein provided.

ARTICLE XIV

Proxies

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Association's property manager. No proxy shall extend beyond the regular or special members' meeting for which it was given and will expire upon adjournment of said meeting.

ARTICLE XV

Books and Papers

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members at the office of the Association.

ARTICLE XVI

Corporate Seal

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

THE TRAILS HOMES ASSOCIATION, INC.

ARTICLE XVII

Amendments

Section 1. 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 of this Association may not be amended except as provided in 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 Declaration or Protective Covenants applicable to the Properties may not be amended except as provided in such Declaration or Protective Covenants.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration or Protective Covenants applicable to the Properties referred to in Section 1 and these By-Laws, the Declaration or Protective Covenants shall control.

ARTICLE XVIII

Indemnification of Officers and Directors

Each director, officer, former director and former officer of this Association and the legal representatives thereof shall be indemnified and held harmless by this Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with or arising out of any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; provided that this Association shall not indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of this Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of gross negligence or willful misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the members at a duly called special meeting or at an annual meeting. In determining whether or not a director or officer was guilty of gross negligence or willful misconduct in relation to any such matters, the Board of Directors or committee appointed by the members, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XIX

All prior By-Laws are hereby rescinded.

IN WITNESS WHEREOF, we, being the President and Secretary of THE TRAILS HOMES ASSOCIATION, INC., verify these By-Laws were adopted by the members at a meeting of the Association on 09-27-, 2016.

September 27,

Sharlyne Narr
Secretary SHARLYNE NARR

Charles S. Pinzino
President CHARLES S. PINZINO

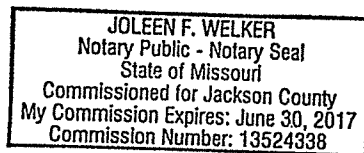
STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON)

BE IT REMEMBERED, that on this 27th day of September, 2016, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Sharlyne Narr, personally known to me, and known to me to be the same person who executed the foregoing By-Laws, and he/she duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Joleen F. Welker
_____, Notary Public

My commission expires:



STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON)

BE IT REMEMBERED, that on this 27th day of September, 2016, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Charles Piazino, personally known to me, and known to me to be the same person who executed the foregoing By-Laws, and he/she duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Joleen F. Welker
_____, Notary Public

My commission expires:

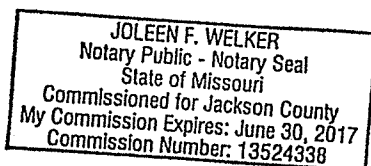


EXHIBIT "A" TO HOMES ASSOCIATION DECLARATION

LEGAL DESCRIPTION

Lots 1 thru 35 inclusive and Tracts A, B, C, D, E, F, THE TRAILS, an addition in and to the City of Gladstone, Clay County, Missouri.