

BYLAWS OF THE PARK HILL NEIGHBORHOOD IMPROVEMENT ASSOCIATION (PHNIA) OF COLUMBIA, MISSOURI

(A Pro Forma Decree, Not For Profit Corporation formed by decree of the Circuit Court of Boone County, Missouri on June 9, 1937 in Cause No. 34743)

Article I: PURPOSE

The purpose of this organization shall be: a) to promote the health, safety, welfare and aesthetic enjoyment of the owners and residents of those lots in Park Hill Additions 1, 2 and 3, Columbia, Missouri, as shown by the plat records of Boone County, Missouri; and b) to preserve, maintain and beautify the private park facilities situated between East Parkway Drive, West Parkway Drive, South Garth Avenue, West Broadway and Stewart Road and known as Stewart Park, for the use, benefit and enjoyment of the residents thereof.

Article II: LOCATION

Section 1. Office

The principal office of the Association shall be located at the residence of the President of the Association.

Section 2. Records and Books

The records of the Association shall be kept and maintained at the residence of the Secretary of the Association. The books of the Association shall be kept and maintained at the residence of the Treasurer of the Association.

Article III: MEMBERSHIP

Section 1. Membership Qualifications

Membership in this Association shall be limited to the owners and residents of the residential lots situated in Park Hill Additions No. 1, 2 and 3.

Section 2. Membership Responsibilities

Each owner of a lot in Park Hill Additions No. 1, 2 and 3 has a real and beneficial interest in Stewart Park, a private park, granted by their deed of property. However, along with the aesthetic and real benefits inherent in such an interest, there is a concomitant responsibility of participation and support on the part of every lot owner or resident. Therefore, each member of the Association has the responsibility to himself, to his neighbors and to his fellow members to exercise that interest and to fully participate in the maintenance and beautification of Stewart Park through active membership in the Association, including payment of the Association's annual dues

and any special membership fees or assessments agreed to by the members of said Association.

Section 3. Annual Dues Structure

The annual dues of the Association shall be structured by street of residence, recognizing that proximity to Stewart Park grants additional aesthetic and real benefits. Annual dues for the owners and residents of the Association shall be determined each year at the annual meeting of the Association. Annual dues will be payable on or before the Association's annual business meeting of that year.

Section 4. Supplemental Dues Structure

In the event of a calamity or other unusual occurrence, a special meeting of the Association may be called for the purpose of assessing a supplement to the annual dues, such supplement to be structured by street of residence.

Article IV: OFFICERS

Section 1. Officers

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, all of who shall be elected at the Association's annual meeting. Any officer must be a member in good standing of the Association with respect to payment of dues for the past year and the current year.

Section 2. Nominations

The President shall appoint a nominating committee of not less than three (3) members, at least one (1) month prior to the Association's annual meeting, to nominate at least one candidate for each office for the coming year. No more than one member of the committee shall currently hold office in this Association but at least one member of this committee must be a current or past officer of the Association. Additional nominations may be made from the floor at said annual meeting.

Section 3. Election of Officers

Election shall be by ballot if more than one candidate has been nominated for an office.

Section 4. Term of Office

The officers shall serve for two years, until the date of the Annual Meeting. Their term of office shall begin at the close of the Annual Meeting at which they are elected.

Section 5. Eligibility to Hold Office

No member shall hold more than one office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the office of President or Vice-President. There is no term limit for the offices of Treasurer or Secretary.

Section 6. Resignation of an Officer

If the President of the Association resigns during her term of office, the Vice-President shall assume the office of President. The Executive Committee shall then have the power to appoint a new Vice-President. If the Vice-President, Secretary or Treasurer resigns during his term of office, the Executive Committee shall have the power to appoint a replacement for that office, provided said replacement is a member in good standing with the Association.

Section 7. Removal of Officers

Any officer may be removed from office with or without cause by a two-thirds vote of the members present and eligible to vote at any meeting of the Association, provided that notice of intention to consider said removal was included in the notice of said meeting.

Article V: DUTIES OF OFFICERS

Section 1. President

The President shall preside at all meetings of the Association and shall have the power to execute contracts and other documents on behalf of the Association and perform all usual duties customarily incidental to the office of the President.

Section 2. Vice-President

The Vice-President shall assume the duties of the President in the absence or disability of the President and shall perform such other duties customarily incidental to the office of Vice-President or such duties as may be delegated by the President.

Section 3. Secretary

The Secretary shall keep the minutes of any meetings of the Association or of the Executive Committee. The Secretary shall further perform the duties customarily incidental to the office of Secretary and shall attest to the signature of the President on any contract or documents to be executed on behalf of the Association.

Section 4. Treasurer

The Treasurer shall keep and maintain membership records and accounts including membership dues and shall be responsible for timely payment of insurance premiums on Stewart Park. The Treasurer shall further perform the duties customarily incidental to the office of Treasurer. The Treasurer shall keep true and accurate records of all expenditures and income and shall submit a report at the Association's annual meeting.

Article VI: MEETINGS

Section 1. Annual Meeting

The annual meeting of the members of the Association shall be held between January 15 and April 15 of each year at a time and place designated by the President of the Association.

Section 2. Special Meetings

A special meeting of the members of the Association may be called at any time by the President or any other officer or by not less than five (5) members of the Association.

Section 3. Notice of Meetings

Notice of the time and place of all meetings shall be given by the Secretary of the Association, or by the officer or members calling a special meeting, not less than five (5) or more than forty (40) days prior to the date of said meeting. Notice of all meetings may be given by e-mail or hand-delivering a copy of the notice of a meeting to all resident owner members or tenants of resident members. A copy must be mailed to owner members not living within the Association's boundaries, providing they have on file with the Secretary and address to which said notice may be mailed.

Section 4. Quorum

A quorum shall consist of not less than nineteen (19) dues-paying members of the Association.

Section 5. Majority Vote

At a meeting at which there is a quorum present, a simple majority affirmative vote of the members voting either in person or by proxy is required to pass a motion before the board.

Section 6. Voting Rights

Each owner or resident of a residential lot or residential lot with fractional adjoining residential lot(s) constituting a dwelling site shall have one (1) vote per dwelling site provided that no owner or resident shall be permitted to vote at any time when she is delinquent in the payment of Association dues for the current year as herein provided. Any owner not residing within the Association's boundaries may file with the Secretary, along with payment of appropriate dues, notice of his name and address and in any such case said owner shall have the paramount right to vote. If the owner is not present in person or by proxy at any meeting, the resident shall have the right to vote, but only if the resident or owner is not delinquent in the payment of dues for the current year.

Section 7. Proxy Voting

In lieu of voting in person at any meeting, a member may vote by written proxy signed and dated by her and authorizing another member to cast her vote. She may designate the manner in which her authorized proxy shall cast her vote, or she may grant complete discretion to her proxy. The member or members authorized to vote the proxy must be present in person at the meeting in order for the vote to be counted. No proxy shall be valid after three (3) months from the date of signing.

Proxies may be revoked in writing signed by the member at any time prior to the call of the meeting to order and shall be revoked by personal attendance of the member. Attendance and voting by proxy is herein deemed equivalent to attendance and voting in person.

Article VII: THE EXECUTIVE BOARD

Section 1. Composition

The officers of the Association, plus two (2) most recent past Presidents shall constitute the Executive Board of the Association.

Section 2. Responsibilities

The Executive Board shall manage the business and property of the Association and shall have general supervision of the affairs of the Association between meetings of the Association. Three (3) members of the Executive Board shall constitute a quorum and action taken by a majority of the members present at any meeting of the Executive Board shall constitute action by the Executive Board, provided that all members of the Executive Board were notified of such meeting. Such notification may be by telephone or by written notice.

Article VIII: COMMITTEES

Section 1. Finance Committee

A Finance Committee composed of the Treasurer and at least two other members appointed by the President, with the approval of the Treasurer, shall be appointed promptly after each annual meeting. It shall be the duty of this committee to collect dues from any owners or residents of Park Hill Additions 1, 2 and 3 who are delinquent in the payment of dues to the Association.

Section 2. Grounds Committee

A Grounds Committee Chair shall be elected at the annual meeting or appointed by the President promptly after the annual meeting. Members of the Association may volunteer to serve on this committee at the annual meeting or may be appointed by the President or the Chair of the Committee. This committee shall have the responsibility of maintaining Stewart Park. Such responsibility shall include but shall not be limited to soliciting for bids for the mowing of the park and setting a date for park clean up by the membership of the Association.

Section 3. Fourth of July Picnic Committee

The President of the Association shall appoint a committee to organize the annual Fourth of July picnic promptly after the annual meeting.

Section 4. Additional Committees

Such other committees, standing or special, shall be appointed by the President as the Association or the Executive Board shall from time-to-time deem necessary to carry on the work of the Association. The President shall be *ex officio* a member of all committees except the Nominating Committee.

Article IX: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article X: AMENDMENTS OF BYLAWS

These Bylaws may be amended or revised by a two-thirds vote of the voting membership present at any meeting of the Association, provided that notice of the proposed amendment(s) or revision is set out in the official notice of said meeting, such notice to include a copy of the amendment(s) or revision.

Article XI: TRUSTEES OF JOHN A. STEWART PARK

By Decree of the Circuit Court of Pettis County, Missouri on the 15th day of May 1947, legal title to John A. Stewart Park is vested in three (3) Trustees appointed by the Court. The Trustee term shall be nine (9) years, and election of one new Trustee by Association vote shall occur every three years. The Trustee candidate receiving the second-largest number of votes shall serve as an Alternate Trustee, to assume the position of any Trustee that cannot complete their term. A new Alternate will be selected every 3 years. Trustees may serve a second term if duly selected and re-elected. Whenever any vacancy occurs in the office of said Trustees, by death, resignation or otherwise, the remaining Trustees have the legal right, according to said Decree to select a successor. It is the request of the members of the Park Hill Improvement Association, however, that if such an event occurs, the remaining Trustees shall consult the Executive Board of the Association who will then select, with the approval of the remaining Trustees, at least three (3) candidates for the office of Trustee, such candidates to be voted on by the membership of the Association at any meeting of the Association.

REVISED AND ADOPTED April 9, 2006