

**FIRST AMENDED AND RESTATED BYLAWS
OF
RUSKIN HEIGHTS HOMES ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the Association is **Ruskin Heights Homes Association d/b/a Ruskin Heights Neighborhood Association**. The principal office of the Association shall be located at 11229 Hickman Mills Drive, Kansas City, County of Jackson, Missouri but meetings of Members and Directors may be held at such places within the State of Missouri as may be designated by the Board.

**ARTICLE II
DEFINITIONS**

Section 1. “**Association**” shall mean and refer to **Ruskin Heights Homes Association**, its successors and assigns.

Section 2. “**Board**” shall mean and refer to the governing body of the Association, comprised of Directors elected in accordance with the terms of these Bylaws.

Section 3. “**Common Area**” shall mean all real property owned or leased by the Association for the common use and enjoyment of the Members of the Association. Specifically:

- 108th Street and Ruskin Way just East of Blue Ridge (triangle island between 108th Street and Ruskin Way)
- North of Crystal Ave and 113th Street on Ruskin Way prior to the split to East 114th Street (triangle island between 113th Street and Ruskin Way)
- East 114th Street just West of Bristol Terr. (triangle island between 114th Street and Bristol Terrace)
- East 112th Street and Winchester Avenue (triangle island between Winchester Avenue and 112th Street)
- Delmar Avenue and East 114th Street (triangle island between Delmar Ave., Sycamore Terrace and 114th Street)
- East 113th Street and Eastern Avenue (triangle island between 113th Street and Eastern Avenue)

Section 4. “**Declaration**” shall mean and refer to that certain Declaration of Restrictions affecting Ruskin Heights, recorded September 22, 1952, in Book 4623 at Page 453, with the Recorder of Deeds of Jackson County, Missouri, as amended from time to time.

Section 5. “**Director**” shall mean and refer to each member of the Board who has been elected in accordance with the terms of these Bylaws.

Section 6. “**Lot**” shall mean and refer to any plot of land shown upon any recorded subdivision plat relating to the Properties, excepting the Common Area.

Section 7. “**Member**” shall mean and refer to every person or entity holding membership in the Association pursuant to the Declaration.

Section 8. “**Owner**” shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot or other land which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 9. “**Properties**” shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may have previously been or hereafter be brought within the jurisdiction of the Association.

Section 10. “**Unimproved Lot**” shall mean and refer to any lot within the neighborhood upon which there is not a Dwelling Unit constructed upon it.

ARTICLE III MEMBERSHIP

Section 1. Membership. Every person or entity that is a record Owner of a fee or undivided fee interest in any Lot, which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. Any Member which is a legal entity may designate an individual as agent to represent it in all matters concerning the Association. The foregoing is not intended to include persons or entities holding an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot or other land which is subject to assessment by the Association and within the foregoing definition. Ownership of such Lot or other land shall be the sole qualification for Membership.

Section 2. Voting Rights. Subject to the provisions of Section 3 of this Article, each Member shall be entitled to cast one (1) vote for each Lot owned by such Member; provided, however, that if any Lot is owned by more than one Member, all such Members shall collectively constitute one Member for the purpose of exercising this voting right such that the vote for such Lot shall be exercised as they, among themselves, determine.

Section 3. Suspension of Membership. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, such Member’s voting rights and right to use the Common Area may be suspended by the Board until such assessment has been paid. Such rights of a Member may also be suspended, after notice and hearing, for a period not to exceed ninety (90) days per violation, for violation of any rules and regulations established by the Board governing the use of the Common Area. Any member suspended will not be eligible to serve as a member of the Board in the Association.

ARTICLE IV PROPERTY RIGHTS; RIGHTS OF ENJOYMENT

Section 1. Members' Rights to Enjoyment. Subject to the provisions of Section 3 of Article III, each Member shall be entitled to the use and enjoyment of the Common Area. Any Member may delegate his, her or its rights of enjoyment of the Common Area and facilities to the members of his or her family, his, her or its tenants or contract purchasers who reside on such Member's Lot. The rights and privileges of such delegatee are subject to suspension to the same extent as those of the Member.

ARTICLE V BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board with a minimum of three (3) Directors, each of whom shall be a Member of the Association; however, no Member of the Association who is not in good standing may serve, or continue to serve, as a Director, including any individual who serves as the representative or designee of a corporation, trust or other legal entity, which is a Member of the Association not in good standing.

Section 2. Nomination.

a. **By Renewal.** A Director whose current term is expiring and who wishes to serve an additional term may advise the board of his or her willingness to have his or her name on the ballot.

b. **Independent Nominations.** Nominations may be made to the President or Secretary of the Board at the annual meeting.

Section 3. Election. At the annual meeting in which the election occurs, each attending Member or Member's qualified representative shall be furnished with a ballot on which the names of the candidates for office shall be printed together with a statement of the number of Directors to be elected. Each Member may cast a total number of votes equal to the number of Directors to be elected. Members may cast a vote for a write-in candidate.

Section 4. Terms of Office. Each Director shall be elected to serve a term of three (3) years. There shall be no limit to the total number of terms a Director may serve.

Section 5. Commencement of Term of Office. Newly elected Directors shall be installed and their terms of office commenced at the next regular meeting of the Board following the annual meeting of the Members.

Section 6. Removal; Resignation.

a. **Procedure for Removal.** Any Director may be removed from the Board, with or without cause, by (a) a majority vote of a quorum of the Members at an annual meeting or a special meeting of the Members called, in whole or in part, for that purpose, or (b) a majority vote of the Directors, excluding the Director to be removed, at any regular meeting or special meeting of the Board called, in whole or in part, for that purpose.

b. **Procedure for Resignation.** Any Director may resign at any time by giving written notice thereof to the remaining Directors. Such resignation shall take effect at the time specified in such notice.

c. **Replacement.** In the event of a vacancy in the Board resulting from the death, resignation or removal of a Director or any other cause, the vacancy shall be filled by a majority vote of the remaining Directors, which vote shall occur no later than sixty (60) days after the event causing the vacancy. Any Director appointed in this fashion shall serve for the unexpired term of his or her predecessor. No Director who is removed by the Members or the Board shall be eligible to serve on the Board by election or appointment for a period of two (2) years from the end of the term he or she was serving at the time of his or her removal.

Section 7. Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, as approved by the Board.

ARTICLE VI MEETINGS OF THE BOARD

Section 1. Regular Meetings. Regular Meeting of the Board of Directors shall be held at least once each month, except for the months of July, August and December, at such time and place as the Board of Directors may designate. No notice of the Regular Meeting of the Board of Directors shall be required to be given.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association or Secretary of the Association, after not fewer than two (2) days' notice to each Director, either in person or by mail or email, stating the time, place and purpose of any such special meeting. The mailing or emailing of such notice shall be considered as the notice required to be given, or written notice may be served personally upon the Directors at least one (1) day before such meeting.

Section 3. Waiver of Notice. Any notice required to be given to any Director may be waived by such Director, whether before, at or after the time such notice was required to be given. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting, unless such Director states at the opening of the meeting that such Director objects to the transaction of business at the meeting because the meeting was not lawfully called or convened.

Section 4. Quorum. A majority of the whole number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as may be otherwise specifically provided by law or by these Bylaws. A Director may be present at any meeting via any electronic means which enables such Director to hear and be heard by the other Directors.

Section 5. Open Meetings and Records.

a. **Open Meetings; Authority to Close.** Subject to the Board's discretion to close a meeting or record as described herein, all meetings of the Board and records of the Association shall be open to all Members. Notwithstanding anything herein to the contrary, the Board is authorized to close any meeting or record to the extent it relates to a matter that it deems to be sensitive, including, without limitation, personnel matters. A matter shall be considered sensitive for purposes of closing a meeting or record with respect to such matter if it is deemed sensitive by an affirmative vote of a majority of the Board.

b. **Notice of Meetings.** Notice of all meetings of the Board shall be given in a reasonable manner. Without excluding other means, such notice shall be presumed to be reasonable if it is given by notice published on the Association's website or in the Association's regular newsletter, provided said newsletter is placed in the United States Mail, postage prepaid, at least five (5) days before the meeting or event for which notice is given.

Section 6. Action Taken Without a Meeting. The Directors may take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Such written approval may be given via email. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 7. Meeting Attendance. Any Director may attend a meeting via phone, video conference, or other means of electronic communication by which the Director may hear and be heard.

ARTICLE VII POWERS AND DUTIES OF THE BOARD

Section 1. Powers. The Board shall have power:

a. To adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and establish penalties for the infraction thereof;

b. To exercise for the Association all powers, duties and authority vested in or delegated to the Association not reserved to the membership by other provisions of these Bylaws, or the Declaration;

c. To employ a manager, and such other employees as it deems necessary, and to prescribe their duties; and

d. To employ independent contractors as needs arise and to prescribe their duties.

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

- 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, and at any special meeting when such statement is requested in writing by one-third (1/3) of the Members who are entitled to vote;
- b. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. To prepare a budget for each calendar year no later than the date of the meeting of the Board in December of the year preceding the year for which the budget was made, which budget shall contain estimates of the cost of performing the functions of the Association, including, but not limited to, the making of alterations, improvements and repairs and establishing a reserve for emergencies.
- d. To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid;
- e. To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- f. To cause the Common Area to be maintained.

ARTICLE VIII COMMITTEES

Section 1. Committees. The Board may appoint any committees as it deems appropriate to carry out its purposes.

ARTICLE IX MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the Members of the Association shall be held on the second Tuesday of the months of November and June of each year or on such date of the first fifteen (15) days of November and June as the Board of Directors may designate, and on such time and place as may be fixed by the Board of Directors and set out in the notice of the meeting. The November meeting shall be considered the Annual Meeting, and the June meeting shall be considered the Semi-Annual Meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of the Members who are entitled to cast ten percent (10%) of all of the votes of the entire membership. Upon receipt of such a written request, the President shall set a date and time for the special meeting, to be held no later than forty (40) days after presentment of the written request, and give notice thereof pursuant to Section 3 of this Article. Only business that is stated in the written request and on the notice may be transacted at a special meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given to each Member in good standing by, or at the direction of, the Secretary or person authorized to call the meeting, either in person or by mail, no fewer than ten (10) days before the date of such meeting. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of the Members entitled to cast, or of proxies entitled to cast, ten (10) votes shall constitute a quorum for any action. Every decision of a majority of a quorum of the Members shall be valid as an act of the Members unless a larger vote is required by law or by these Bylaws.

Section 5. Voting. At all meetings of Members, including, without limitation, any meeting adjourned in accordance with Section 4 of this Article, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his, her or its Lot. Members who do not attend a meeting may also cast votes on any matter which is described in the notice of such meeting given pursuant to Section 3 of this Article by (a) ballot hand delivered to the principal office of the Association no later than the start of the meeting, (b) by email addressed to the official email account then currently used by the Association and received in the inbox of such email account no later than 11:59 a.m. on the date of the meeting, (c) regular mail addressed to the Association's principal office and received no later than 3:00 p.m. on the day of the meeting, or (d) any additional method that may be specified by the Board at any time and from time to time, including, without limitation, by means of online voting. Submission of a ballot in any of the ways specified in this Section 5 shall constitute appointment of the Secretary as proxy for the Member submitting such ballot, only for the purposes of submitting such ballot. The Secretary shall maintain all original ballots mailed or delivered to the principal office of the Association and emailed to the Association, and shall deliver such ballots to the person presiding over the meeting.

ARTICLE X OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall consist of a President, Secretary, Treasurer, Vice-President (if there are more than three officers) and such other officers as the Board may from time to time by resolution create. Only currently serving Directors will be eligible to be an officer.

Section 2. Election of Officers. The election of officers shall take place annually at the first meeting of the Board following each annual meeting of the Members. Officers shall be elected by majority vote of the whole number of Directors.

Section 3. Term. Each officer of the Association shall hold office for one (1) year unless he or she shall sooner resign, be removed, or otherwise become disqualified to serve. All elected officers may serve for as many years as the officer is willing to serve and is elected by the Board of Directors.

Section 4. Removal. Any officer may be removed, with or without cause, by (a) a majority vote of the Directors, excluding the Director serving as the officer to be removed, at any

regular meeting or any special meeting of the Board called, in whole or in part, for such purpose, or (b) a majority vote of the Members either present at or submitting a ballot in accordance with Section 5 of Article IX at an annual meeting or special meeting of the Members called, in whole or in part, for such purpose. Any officer whose removal is proposed at any meeting shall have the opportunity to be heard at such meeting.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified in such notice.

Section 6. Vacancies. A vacancy in any office shall be filled by majority vote of the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Duties. The duties of the officers are as follows:

a. **President.** The President shall preside at all meetings of the Members and of the Board, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and written instruments and shall be one of two signatories of all promissory notes. The President shall also, at the annual meeting of the Members and at such other times as the President deems proper, communicate to the Members and the Board such matters and make such suggestions as may, in the opinion of the President, tend to promote the prosperity and welfare and increase the usefulness of the Association. In addition, the President shall perform such other duties as are necessarily incident to the office of the President. No fewer than three (3) days prior to all regular meetings of the Board, the President shall prepare an agenda for the next meeting. Emergency items not included in the agenda may be brought before the Board at the discretion of the President.

b. **Secretary.** The Secretary shall attend all meetings of the Members and the Board and shall record or cause to be recorded all votes taken and the minutes of all proceedings. The Secretary shall coordinate like duties for any committees. The Secretary shall keep in safe custody the seal of the Association and when authorized to do so, shall affix the same to any instrument requiring the seal, and when so affixed, the Secretary shall attest the same by the signature of the Secretary. The Secretary shall give or cause to be given, notice of all meetings of the Members, the Board and committees, but this shall not lessen the authority of others to give such notice as provided in these Bylaws. The Secretary shall give such notice as provided in these Bylaws. The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation and shall perform such other duties as may be prescribed from time to time by the President or the Board.

c. **Treasurer.** The Treasurer shall be responsible for safekeeping the funds and securities of the Association and shall keep, or cause to be kept, a full and accurate account of all receipts and disbursements and books belonging to the Association. The Treasurer shall keep, or cause to be kept, all other books of account and accounting records of the Association as shall be necessary, and shall deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall disburse, or permit to be disbursed, the funds of the Association whenever and in whatever manner ordered or

authorized generally, by the Board, and shall render to the President or the Board, whenever they may require it, an account of all transactions and of the financial condition of the Association. The Treasurer shall be one of two signatories of all promissory notes. The Treasurer shall assist the Board with the preparation of the proposed annual budget and proposed annual assessment amount as contemplated Article VII, Section 2. The Treasurer shall perform such other duties as may be prescribed from time to time by the President or the Board.

d. **Vice-President.** In the absence of the president or in the event of the president's inability or refusal to act, the vice-president (if there is at that time a vice-president) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 8. Succession in Office. All officers may succeed themselves in office at the discretion of the Board of Directors.

Section 9. Compensation. No officer shall receive any compensation for his services. Officers may be reimbursed for out-of-pocket expenditures made on behalf of the Board of Directors upon approval of the Board.

ARTICLE XI ASSESSMENTS

Section 1. Creation of Lien And Personal Obligation of Assessments. Each Member is deemed to covenant and agree to pay annual assessments to the Association. The annual assessments shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with such interest and costs, shall also be the personal obligation of the person who was the Owner of such property at the time when the assessment fell due. The personal obligation shall not pass to his, her or its successors in title unless expressly assumed by them.

Section 2. Proof of Payment of Annual and Special Assessments. The Association shall, upon demand by a Member at any time, furnish a certificate in writing signed by an officer of the Association setting forth whether the assessments on a specified Lot have been paid. A reasonable charge may be imposed for the issuance of any such certificate. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid. Certificate in writing for purposes of this section can constitute an email sent from the Association to the Member.

Section 3. Effect of Nonpayment of Assessments. If an Owner fails to pay any annual or special assessment within thirty (30) days after the due date thereof, then said assessment shall be delinquent. Owner must pay full amount of Assessment to be in good standing. Any amount in delinquency shall bear interest at the rate of eight percent (8%) per annum from the date of delinquency. If it is necessary for the Association to hire an attorney to enforce payment by any Owner, by suit or otherwise, of any annual or special assessment, the Association shall be entitled to recover all reasonable costs of collection, including, without limitation, reasonable attorneys' fees and court costs, from such Owner, in addition to interest as provided above.

Section 4. Priority of the Lien. The lien of the assessments provided for herein shall have priority over all liens and encumbrances recorded after the recordation of the Declaration other than a first deed of trust or mortgage. No sale or transfer of any Lot or land, including, without limitation, the sale or transfer of any Lot or land which is subject to deed of trust or mortgage pursuant to a foreclosure under such deed of trust or mortgage or any proceeding in lieu of foreclosure thereof, shall affect or extinguish the assessment lien as to payments of assessments which became due prior to such sale or transfer. No sale or transfer shall relieve such Lot or land from liability for any assessments thereafter becoming due or from the lien thereof.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended at any Association Meeting provided that Notice of such proposed Amendment has been sent to each Member, as herein provided, within a period of not less than thirty (30) days prior to action at an Association Meeting. Any amendment must be approved by at least two-thirds (2/3) of those voting.

Section 2. In the case of conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

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**CERTIFICATION: AMENDMENT AND RESTATEMENT OF BYLAWS IN THEIR
ENTIRETY**

I, the Secretary of the Board, hereby certify that the foregoing Bylaws were amended in their entirety and restated effective as of January 13, 2026, by a vote of two-thirds (2/3) of the votes cast or a majority of the total voting power, whichever is less.



Secretary