

# BY-LAWS OF WAUWANOKA, INC.

## ARTICLE I

### OFFICES

**Section 1. Principal Office.** The principal office of the corporation shall be located in the Lake Wauwanoka Subdivision, Hillsboro, Missouri.

## ARTICLE II

### STOCKHOLDERS

**Section 1. Annual Meeting.** The annual meeting of stockholders for the election of a Board of Directors and for the transaction of any other business authorized or required to be transacted by the stockholders shall be held annually at such place as Directors shall designate, but may only be held at Lake Wauwanoka, Hillsboro, City of St. Louis or St. Louis County. Such meeting shall be called between the hours of 7:00 p.m. and 9:00 p.m. on the day of the week beginning the second Monday of October, as may be fixed by the Board of Directors and contained in the call of said meeting. (Amended 9-27-57)

**Section 2. Special Meetings.** Special meetings of the stockholders shall be held at the office of the corporation or in Hillsboro, or in the City of St. Louis or in St. Louis County, and may be called at any time by the Board of Directors, or upon written request of stockholders holding in the aggregate at least one-fifth (1/5) of all the outstanding shares then entitled to vote at such meeting, or by an officer when directed by three or more members of the Board of Directors.

**Section 3. Notice of Meetings.** A written or printed notice of every meeting of stockholders, stating the time, place and in general terms the purpose or purposes thereof shall be prepared and delivered or mailed, postage prepaid, by the Secretary of the Corporation not less than ten or more than thirty days before the date of the meeting, to each stockholder of record at the time of such delivery or mailing entitled to vote at such meeting, and by publishing said notice in a newspaper as required by law. Any notice sent by mail shall be deemed to be delivered when deposited in the US Mail, with postage prepaid, addressed to the shareholder at his address as it appears on the records of the Corporation.

**Section 4. Quorum.** At any meeting of the stockholders the holders of twenty (20) percent of all outstanding shares of the corporation then having voting rights, present in person or represented by proxy, shall constitute a quorum for all purposes, except where otherwise provided by statute.

If, however, at any annual or special meeting of the stockholders a quorum shall fail to attend in person or by proxy, a majority in interest of the stockholders having voting rights attending in person or by proxy at the time and place of said meeting may adjourn the meeting from time to time until a quorum shall attend. (Amended 9-27-57)

**Section 5. Organization.** The Chairman of the Board of the Corporation, the President, or, in the absence of both, the Vice President shall call meetings of the stockholders to order and shall act as Chairman thereof.

The Secretary of the Corporation, or, in his absence, the Treasurer shall act as Secretary of all meetings of stockholders, but if neither the Secretary nor Treasurer be present, the presiding officer may appoint any stockholder to act as Secretary of the meeting and to keep the records of the proceedings.

**Section 6. Order of Business.** The order of business at all meetings of the stockholders entitled to vote, unless otherwise determined by a majority in interest of the stockholders entitled to vote, present in person or represented by proxy, shall be determined by the presiding officer.

**Section 7. Voting.** At each meeting of the stockholders every stockholder entitled to vote thereat shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed to by such stockholder or by his duly authorized attorney and delivered to the Secretary or Inspectors of the meeting, and he shall be entitled to one vote for each share of stock having voting powers appearing in his name upon the books of the Corporation at the close of business on such date as may be prescribed by resolution of the Board of Directors, provided, however, that at all elections of directors, each stockholder, then entitled to vote, shall be entitled to as many votes as shall equal the number of his shares of stock, multiplied by the number of Directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit. If the Board of Directors shall not have closed the transfer books or set a record date for the determination of the stockholders entitled to vote, as hereinafter provided, no persons shall be admitted to vote directly or by proxy except those in whose names the shares of the Corporation shall have stood on the transfer books on a date thirty days previous to the date of the meeting.

In order to determine the stockholders entitled to vote at or to receive notice of any meeting or entitled to any dividend which may be declared, the Board of Directors may by resolution prescribe a record date therefore not exceeding thirty days next preceding the date of such meeting or of payment of such dividend, and only those stockholders of record on the date so prescribed shall be entitled to vote at such meeting or to receive such dividend; provided, however, that the transfer books of stock may by order of the Board of Directors be closed for a period not exceeding thirty days next preceding any stockholders' meeting if and whenever necessary to determine the stockholders entitled to vote at such meeting or to receive notice thereof and during such period no stock shall be transferred on the books so closed.

All voting at such meeting shall be viva voice, except that the vote for directors, and, upon the demand of any stockholders entitled to vote, or if required by statute, the vote upon any question before the meeting, shall be by ballot.

All elections shall be had and all questions decided by plurality vote, except as otherwise required by law or in the Articles or Association or in these By-Laws.

**Section 8. Inspectors.** At all elections of directors the polls shall be opened and closed, and the proxies shall be received and taken in charge by and all questions touching qualification to vote, the validity of proxies, and the acceptance or rejection of votes shall be decided and all ballots shall be received and counted by two (2) Inspectors. Such Inspectors shall be appointed from among the stockholders by the presiding officer of the meeting. Inspectors shall be sworn faithfully to perform their duties and shall, in writing, certify to the returns.

No candidate for election as director or directors shall be appointed or act as Inspector.

**Section 9. Proxies.** Proxies must be registered with the Secretary of the Corporation at least five (5) days prior to the date of the annual meeting for the election of the Board of Directors.

Notification of this provision shall be set forth in the call of the meeting. (Amended 9-23-54)

## ARTICLE III

### DIRECTORS

**Section 1. Eligibility. Number and Term of Office.** Only stockholders entitled to vote shall be eligible to be elected to serve as directors. To be effective October 14, 1981, not affecting current Directors. The business and affairs of the Corporation shall be managed and controlled by a Board of Directors, nine (9) in number. (Amended 10-14-81)

The Board of Directors shall have exclusive power to make such rules and regulations with respect to the conduct of the Lake and its facilities as it shall deem necessary for the general welfare of the Corporation, its stockholders, lot owners and guests; provided, however, no such regulation shall be in conflict with the By-Laws.

The directors shall be elected by stockholders entitled to vote at the annual meeting of such stockholders. At the annual meeting of 1971 there shall be elected as herein provided nine (9) directors to constitute the Board of Directors of the Corporation. Of the aforesaid nine directors so elected at the annual meeting of 1971, the five (5) directors receiving the highest number of votes, or if there be a tie or ties, then as agreed by and between the aforesaid nine directors, shall serve a term of two (2) years so that the said five directors' terms shall expire at the annual meeting of 1973.

The remaining four directors of the aforesaid nine directors elected at the annual meeting of 1971 shall serve a term of one (1) year so that the four directors' terms shall expire at

the annual meeting of 1972. Thereafter, the term of office of all directors shall be two (2) years so that commencing with the annual meeting of 1972, four (4) directors shall be elected for a two (2) year term on each even numbered year and five (5) directors shall be elected for a two (2) year term each odd numbered year. (Amended 10-14-70)

**Section 2. Vacancies.** In case of any vacancy among the directors through death, resignation, disqualification or other cause, the remaining directors, even though less than a regular quorum of the Board, by an affirmative vote of the majority thereof; at a meeting duly called for the purpose, may elect a successor to hold office until the next annual election and until his successor shall be elected and qualified.

Stockholders entitled to vote may fill any vacancy in the membership of the Board of Directors not promptly filled by the Directors.

**Section 3. Place of Meeting.** The directors may hold their meeting at such place as the Board of Directors may by resolution determine.

**Section 4. Organization Meetings of the Board.** Within two (2) weeks after each annual meeting of the stockholders, the newly elected directors shall meet for the purpose of organizing the election and appointment of officers and the transaction of other business.

**Section 5. Regular Meetings.** Regular Meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time designate.

**Section 6. Special Meetings.** Special Meetings of the Board of Directors shall be held whenever called by the President, Chairman of the Board or by three (3) directors.

**Section 7. Notice of Meetings.** The Secretary of the Corporation shall give notice to each director of each regular or special meeting by mailing the same at least five (5) days before the meeting to his last known address or by telegraphing or telephoning the same not less than two (2) days before the meeting, which notice shall state the time, place and, in general terms, the purpose or purposes of the meeting.

If every director shall be present at any meeting or shall consent thereto by letter or telegram, the same to be made a part of the minutes of the meeting, any business may be transacted without previous notice.

**Section 8. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, except where otherwise provided by statute or by the Articles of Association or by the By-Laws of the Corporation, but a majority of those present at any regular or special meeting if there be less than a quorum, may adjourn the same from time to time, without notice, until a quorum be had.

The act of a majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise may be provided by law or by the Articles of Association or the By-Laws of the Corporation.

**Section 9. Organization.** At all meetings of the Board of Directors, the Chairman of the Board shall preside, or in his absence, the Directors shall choose a Chairman. The Secretary, or, in the case of the absence of the Secretary, the Treasurer, or, in the absence of both the Secretary and Treasurer, a person chosen by the meeting, shall act as Secretary thereof and shall keep a record of the proceedings of the meeting. The Chairman of the Board of Directors, or, in his absence, a member chosen by the Board of Directors, shall report its activities and proceedings to the stockholders at each regular meeting.

#### ARTICLE IV

**Section 1. Executive Officers.** The executive officers of the Corporation shall be a Chairman of the Board of Directors, a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may also appoint such additional officers, including an Assistant Secretary, Assistant Treasurer, as in its judgment may seem necessary, each of whom shall have authority to perform such duties as may be from time to time designated by the Board of Directors.

No member of the Board of Directors shall serve in any of the above offices, except the Chairman of the Board of Directors. (Amended 5-23-54)

**Section 2. Tenure of Directors and Officers.** The Board of Directors may adopt rules of conduct governing, the conduct of its meetings, and procedures to be followed in the management of the Corporation's business.

The Board may remove for cause, by no less than two-thirds (2/3) vote, any member of the Board, provided such member be given twenty (20) days written notice, mailed to his last known address, stating the alleged cause, and be given a reasonable opportunity to be heard before the Board.

Willful violation or disregard of the rules of conduct or of procedures is included as sufficient cause for removal. It shall also be sufficient cause to remove a member who shall, without just cause, be absent for three (3) consecutive meetings.

All officers, committee members, employees and workers shall serve at the pleasure of the Board of Directors. (Amended 1-29-83)

Prior to taking office all directors and officers shall sign the Lake Wauwanoka Business Conduct Policy adopted January 1, 1994. (Amended 10-12-94)

**Section 2A. Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the stockholders and directors, shall formulate and present to the Board of Directors recommendations on questions of policy affecting the Corporation's operations, and shall act in an advisory capacity to the Board of Directors and President.

Except where not otherwise provided by law or by the By-Laws of the Corporation, the Chairman of the Board shall possess the same power as the President or any designated Vice-President, to sign all certificates, contracts, and other instruments of the Corporation which may be authorized by the Board, and during the absence or disability of the President, he shall exercise all the powers and distribute all the duties of the President.

**Section 3. President.** The President, subject to the direction of the Board of Directors, shall have general charge of the business and affairs of the Corporation. He shall also do and perform such other duties as from time to time may be assigned to him by the Board of Directors.

**Section 4. Vice-President.** If the President is absent or unable to act, the Vice-President to the extent authorized by the Board of Directors, shall perform the duties and exercise the powers of the President but subject to control of the Board of Directors.

**Section 5. Treasurer.** The Treasurer shall have the custody and control of all the funds and securities of the Corporation, except as otherwise provided by the Board of Directors, and shall be responsible for all moneys and other property of the Corporation in his custody, and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors. He shall do and perform such other duties as may be assigned to him by the Board of Directors, from time to time. If required by the Board, he shall give a bond for the faithful discharge of his duties, in such sum as the Board may require. The Treasurer shall prepare a balance sheet and operating statement of the Corporate affairs and a statement of the receipts, showing generally the source of income and a detailed itemized statement of disbursements, accounts payable, and notes payable, showing the accounts and the purpose for the maintenance fund. All of such statements shall be as of the last business day of September of each year, and shall be delivered to the Secretary for mailing a copy thereof to the stockholders with the notice of the Annual Meeting. (Amended)

**Section 6. Secretary.** The Secretary shall keep the minutes of all proceedings of the Board of Directors and the minutes of all meetings of stockholders in books provided for that purpose. He shall attend to the giving and serving of all notices for the Corporation. He shall have charge of the certificate books and such other books and papers as the Board may direct. He shall have custody of the seal of the Corporation and shall affix the same to any instrument or document, which requires the seal of the Corporation; and he shall, in general, perform all the duties incident to the Office of Secretary, subject to the control of the Board of Directors. He shall also perform such other duties as may be assigned to him by the Board from time to time.

**Section 7. Certain Officers to Give Bonds.** Every officer, agent or employee of the Corporation who may receive, handle or disburse money or negotiable instruments for its account shall be required by the Board of Directors to give bond in such sum and with such surety and in such form as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of his office, and for the restoration of the Corporation in the event of his death, resignation or removal from office of all books, papers, vouchers, moneys and other properties of whatsoever kind in his custody belonging to the Corporation.

**Section 8. Vacancies.** All vacancies among the officers from whatsoever cause shall be filled by the Board of Directors.

**Section 9. Compensation.** The Board of Directors shall have authority to compensate any party or parties for services rendered to the Corporation and expenses incurred therein.

**Section 10. Committees.** The President shall have the power to appoint, subject to the approval of the Board of Directors, such committees and the Chairman thereof as shall be necessary and expedient to carry on its activities. There shall be five (5) permanent committees as follows:

1. Rules and Regulations
2. Membership
3. Construction
4. Building and Dock Permits
5. Finance and Auditing

**Section 11.** The Board of Directors, or the President, may refer any question committee for its recommendation and the Board of Directors may delegate to the proper committee such power and authority as in its discretion it shall deem expedient; provided, however, all rules and regulations with respect to construction permits, membership and regulations shall be issued by the Board of Directors and in its name.

**Section 12. Finance and Auditing Committee.** The Finance and Auditing Committee shall be composed of at least three (3) stockholders and no officer or member of the Board of Directors shall be qualified or permitted to serve on such committees. The Board of Directors shall cause a thorough investigation by the Finance and Auditing Committee to be made of all the Corporation's financial transactions at least one each year and shall cause an audit to be made as of the last business day of August of each year, and a complete report thereof shall be made by the Finance and Auditing Committee to the Board of Directors and to the stockholders at the regular annual meeting.

The Board shall cause the statements prepared by the Treasurer, as provided in Article IV, Section 5, to be mailed with the notice of the annual stockholders meeting. (Amended)

## ARTICLE V

### CAPITAL STOCK

**Section 1. Certificates of Stock.** Every stockholder of the Corporation shall be entitled to A certificate or certificates signed by the President or the Vice-President and the Secretary or Treasurer, and sealed with the seal of the Corporation, certifying the number of shares of stock of the corporation owned by him. Such seal may be facsimile, engraved, or printed. The certificates of shares of stock of the Corporation shall in such form as shall be approved by the Board; provided, however, that all such certificates shall contain the restriction set forth in Article III of

the Articles of Incorporation. All certificates shall be consecutively numbered and the names and addresses of all person owning the shares of capital stock of the Corporation, with the number of shares owned by each and the date or dates of issue of the certificates of stock held by each, shall be entered in books kept for that purpose by the proper officers or agent of the Corporation. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claims to or interest in such share or shares on the part of any person, whether or not is has actual or other notice thereof, save as expressly provided by the laws of the State of Missouri.

**Section 2. Transfer of Shares of Stock.** Transfers of stocks shall be made only on the books of the Corporation by the holder of the shares in person or by his attorney, upon surrender and cancellation of certificates for a like number of shares.

**Section 3. Lost, Mutilated, or Destroyed Certificates.** In case any certificate is lost, mutilated or destroyed, upon notification thereof to and receipt of proper indemnification by the Corporation, the Board of Directors shall direct the issuance of a new certificate in place thereof.

**Section 4. Regulations.** The Board of Directors may make such regulations, as it may deem expedient concerning the issue, transfer and registration of stock.

**Section 5. Transfer Agent and Registrar.** The Board of Directors may, from time to time, appoint a transfer agent or transfer agents and registrar or registrars of transfer, and may require all certificates to bear the signature of either or both.

## ARTICLE VI

### MISCELLANEOUS

**Section 1. Seal.** The Board shall provide a suitable seal containing the name of the Corporation and the year of its creation, and the words, "Corporate Seal – Missouri" or other appropriate words, which seal shall be in charge of the Secretary, to be used as directed by the Board of Directors.

**Section 2. Report.** The Board of Directors shall present at each annual meeting of stockholders entitled to vote, and when called for by the stockholders entitled to vote at any special meeting thereof, a full and complete statement of the business and condition of the Corporation, and it shall be the duty of the proper executive officers of the Corporation to make all reports and certificates required under the laws of the State of Missouri and under the laws of the states, territories, federal districts and possessions of the United States, and of the foreign countries in which the Corporation may be doing business.

In addition to the report as to the annual meetings of stockholders, as set out in Section 1, Article II, it shall be the duty of the proper executive officers of the Corporation to make a report at the annual stockholder' meeting, if so requested by the Board of Directors, and it shall be the duty of all proper executive officers of the Corporation to make all reports and certificates required by



law.

**Section 3. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of October each year and shall end on the following thirtieth (30) day of September. (Amended 9-27-57)

**Section 4. Contracts, Deeds, Checks, etc.** Contracts, deeds, instruments, checks, notes, drafts and all orders for the payment of money shall be signed as prescribed from time to time by the Board of Directors. No indebtedness shall be incurred by the Board of Directors, or any officer, exceeding the value of assets, plus assessments to be collected for water and sewage, plus one year's maintenance assessment.

**Section 5. Sale or Mortgage of Unplatted Acreage.** The sale or mortgage of any part, or all, of the unplatted acreage may be made only upon such terms as are authorized in the following manner:

1. The Board of Directors shall adopt a resolution recommending such sale at a meeting of the shareholders.
2. If the meeting is either an Annual Meeting or a Special Meeting, the notice of the meeting shall state the resolution adopted by the Board of Directors.
3. At such meeting the shareholders may authorize such sale or mortgage. Such authorization shall require the affirmative vote of the holders of at least 3/4 of the shares represented at such meeting and entitled to vote.
4. After such authorization, the Board of Directors may abandon such sale without further action or approval by the shareholders. (Amended 10-16-63)

**Section 6. Sale of Capitol Assets.** Sale of capitol assets other than those set out in Section 5, Article VI. The sale of any part, or all of the capitol assets may be made only upon such terms as are authorized in the following manner:

1. The Board of Directors shall adopt a resolution recommending such sale at a meeting of the shareholders.
2. If the meeting is either an Annual Meeting or a Special Meeting, the notice of the meeting shall state the resolution adopted by the Board of Directors.
3. At such meeting the shareholders may authorize such sale. Such authorization shall require the affirmative vote of the holders of at least 3/4 of the share represented at such meeting and entitled to vote.
4. After such authorization, the Board of Directors may abandon such sale without further action or approval of the shareholders. (Amended 10-12-83)

## ARTICLE VII

## AMENDMENT OF BY-LAWS

**Section 1. Amendment.** The By-Laws of the Corporation may be altered, amended or repealed at any annual meeting by a vote of the holders of a majority of the stock present and entitled to vote at such meeting or special meeting of stockholders by a vote of the holders of a majority of the stock present and entitled to vote at such meeting if notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting. (Amended 9-27-57)

## ARTICLE VIII

### NOTICE AND WAIVER OF NOTICE

**Section 1. Notice.** Any notice required to be given under these By-Laws may be given by mailing the same, addressed to the person entitled thereto at his address as shown on the books of the Corporation, and such notice shall be deemed to be given at the time of such mailing.

**Section 2. Waiver of Notice.** Any stockholder, director or officer may waive in writing any notice required to be given by these By-Laws.

## ARTICLE IX

### INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTIONS

Each director or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by this corporation 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, and any person who, at the request of this corporation, served as a director or officer of another corporation in which such corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by the corporation so requesting him to serve; provided that in neither case shall the corporation 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 negligence or 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 herewith), provided the board of directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or 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 cannot be obtained to vote on such matter it shall be determined by a (committee of three persons appointed by the shareholders at a duly called special meeting or at a regular meeting.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the board of directors or committee appointed by shareholders, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected 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. (Amended 10-15-80)