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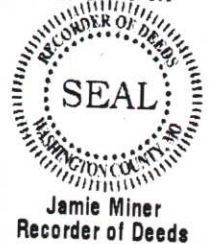
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REVISED AND AMENDED BY-LAWS OF

11/6/2023

ROGUE CREEK VALLEY, INC.

*A Missouri Non-Profit corporation*

**ARTICLE 1: Name**

The name of the organization shall be Rogue Creek Valley, Inc., (the "Corporation") as approved by the majority vote of the members-in-good-standing, and as filed with the office of the Missouri Secretary of State on May 3<sup>rd</sup>, 2017.

**ARTICLE 2: Purpose**

The Corporation has been organized for the purpose of administering the operation and management of the residential and recreational community known colloquially as "Rogue Creek Valley" and located in Washington County, MO. The duly elected Board of Trustees shall govern in accordance with the Amended Indentures of Restrictions and Covenants (the "Indentures") of the corporation, filed with the Washington County Recorder of Deeds. These By-Laws are the rules which govern and manage the affairs of the corporation, together with the Indentures and applicable statutes.

**ARTICLE 3: Organization**

The office of the corporation shall be at 10632 Rogue Creek Road, Potosi, MO 63664, and may be redesignated from time to time, as needed, by the Board of Trustees. The corporation shall file with the Secretary of state the required annual corporate registration report when due each year.

**ARTICLE 4: Membership**

The corporation is made up of members who own property in the development. Each lot owner shall be a member of the corporation and shall remain so until he/she ceases to own legal title to any property in the community, and said membership is appurtenant to and inseparable from ownership of a lot, and shall be automatically transferred upon any transfer or conveyance of the lot to any transferee or

grantee authorized herein. This provision shall not be applicable to any transfer or conveyance made merely for the purpose of securing the performance of an obligation.

## **ARTICLE 5: Meetings**

### Section 5-1: Frequency

The Corporation shall hold a minimum of one and not more than four general meeting per fiscal year, at the time and place agreed upon by the Board of Trustees.

### Section 5-2: Location

The preferred location for all meetings of the Corporation shall be the Community Center owned by the Corporation and located at the end of the first lake on Common Ground.

### Section 5-3: Special Meetings

Special meetings may be called by a) majority vote of the Board of Trustees, b) written petition from any Member in Good Standing instructing the Board to act on his/her behalf, or c) verbal request of not less than one-fourth of the Members in Good Standing of the Corporation at the time the request is put forth.

### Section 5-4: Content

All meetings shall be conducted in accordance with Robert's Rules of Order to the extent that those rules are not inconsistent with these By-Laws. General membership meetings shall include all regular business of the Corporation, and any other items of interest or concern, provided the item(s) are included in the meeting agenda following proper procedure outlined below. Special meetings shall include no other business other than that for which it is specifically called without the unanimous consent of all Members present at such meeting.

### Section 5-5: Minutes

The Secretary of the Board shall record the minutes of any Board or Membership meeting, and shall keep the book available for inspection at any reasonable time by any member of the Corporation or their duly authorized representative. The minutes book(s) shall be retained for no less than seven (7) years.

### Section 5-6: Notices

The Board of Trustees, having set a meeting time, date, and place, shall ensure that the Members are notified of same by posting a notice of the meeting particulars on the Community Bulletin Board and/or in the local newspaper not less than 10 days prior to the meeting date. For meetings wherein a vote of the Membership is to be held, the Board shall ensure that a ballot and meeting notice are sent by first class mail to the last known address of record of each lot owner, no more than 60 and not less than 20 days prior to the return date of the ballot. Such a ballot returned to the Corporation by the United States Postal Service for any reason, including but not limited to insufficient or incomplete address information shall be recorded as "Returned" in the records of the Corporation and that owner shall not have a vote in the matter

to be decided upon unless they submit an address correction to the Board Secretary and request a remailing of the ballot at their cost.

## **ARTICLE 6: Voting**

### Section 6-1: Eligibility

Every member of the Corporation shall be entitled to one (1) vote for each lot owned, not to exceed 10 votes. To be eligible to vote, a member must be in good standing at least 2 days prior to the voting date. In the event that a voting date is less than sixty (60) days after the annual assessment billing date, the member's voting eligibility shall be determined by his/her standing at the close of the prior calendar year. Only the owner of record shall have a voting right; in the event of a pending lot sale, the purchaser shall not be entitled to claim the right to vote until the title of a lot is transferred into his/her name and recorded in the Office of the Washington County Recorder of Deeds. A vote is not divisible; when more than one person or entity owns a single lot, that vote shall be exercised as they among themselves determine. Should multiple owners be present at a meeting and unable to concur in their decision on a subject requiring a vote, they shall lose their right to vote on that subject at that meeting. Furthermore, in such an instance, the multiple owners shall only count as one member when determining whether a quorum is present at the meeting. If only one owner of a multiple-ownership lot is present at the meeting, that owner shall be counted for purposes of a quorum and may cast the vote just as though he/she owned the lot individually and without establishing the concurrence of the absent owner(s).

### Section 6-2: Suspension of Voting Rights

Voting rights for any lot owner may be suspended by the Board of Trustees for sufficient cause. The Board must use a fair and reasonable procedure to determine said cause. Sufficient cause can include, but is not limited to, conviction of fraud or any other illegal activity against the Corporation, non-payment of annual assessments, non-payment of special assessments or other fees legally charged under the By-Laws or Indentures, or ongoing willful violation of the Indentures after due written notification of same by US Postal mail with proof of mailing.

### Section 6-3: Ballots

All voting shall be done by mail-in ballot, except for matters specifically accounted for herein that can be approved and accepted during a general or special meeting by verbal ballot and/or showing of hands wherein the results of such vote are recorded, reviewed, and approved by all attending members in good standing. For all other matters wherein a ballot vote of the Membership is to be held, the Board shall ensure that a ballot is sent by first class mail to the last known address-of-record of each lot owner, no more than 60 and not less than 20 days prior to the return date of the ballot. Such a ballot returned to the Corporation by the United States Postal Service for any reason, including but not limited to insufficient or incomplete address information shall be recorded as "Returned" in the records of the Corporation and that owner shall not have a vote in the matter to be decided upon unless they submit an address correction to the Board Secretary and request a remailing, at their cost, of the ballot. The

results of any balloted matter shall be announced at the next General Membership or Special Meeting of the corporation members.

#### Section 6-4: Proxies

There shall be no proxies. Only the owner-of-record may cast a vote and cannot assign his/her proxy to any other person to cast his/her vote in his/her stead, except in the case of multiple-owner lots, as noted above in Section 6-1.

#### Section 6-5: Validity

To be valid, a ballot must be signed by an owner-of-record of the lot, must list the lot numbers owned (i.e. Lot #1A1, 2A2, etc.), and must be returned timely.

Any ballot not conforming to these standards shall not be counted in the vote. The Elections Monitor shall determine the validity of all ballots.

The ballot language shall clearly state:

- The date of mailing of the ballot.
- The date by which the ballot must be returned to be counted.
- The address where the ballot shall be returned.
- The number of votes eligible to be cast.
- The number of votes required to attain a quorum.
- The number of votes required to pass any measure.

#### Section 6-6: Monitor of Elections

The Board of Trustees shall have an Elections Monitor for any matter of voting. The post can be filled by any member in good standing of the Corporation; by the Treasurer of the Corporation, provided that the matter of vote does not pertain to his/her office; or by a licensed, professional accounting firm engaged for financial services, who serves in the stead of a Treasurer for the Corporation. No Monitor can be a current candidate seeking corporate office or have a personal interest in any matter being voted upon.

#### Section 6-7: Voting Certification

All validated returned ballots shall be opened by the Monitor, who shall judge the ballot to be either complete (certified) or incomplete (uncertified), and cause the contents of a certified ballot to be recorded in the official voting record. Any ballot unable to be certified shall be set aside and not included in the vote, unless its use is required to break a tie or otherwise determine the outcome of a balloting. In that event, one attempt shall be made to contact the member(s) who cast such ballots, by telephone or electronic mail, providing that there is sufficient valid contact information available, who shall be asked for additional information

to clarify their intended vote, to attempt to validate the ballot. Record shall be kept of any such attempt on or with the ballot itself. Upon conclusion of the balloting period, the Elections Monitor shall certify in writing to the Board of Trustees the outcome of the vote and its results, and that certified copy shall be affixed into the official book of the Corporation, along with the returned ballots cast in the vote.

#### Section 6-8: Verbal or Show-of-Hands Voting

Only matters which do not require a written vote of the general membership may be cast verbally or by a show of hands at any regular or special meeting. Verbal votes and a showing of hands may be cast for the election of Trustees, provided that the nominees for office have been properly included in the notice of the meeting.

#### Section 6-9: Settlement of Balloting

Any balloted measure approved by the majority vote of the members shall be binding upon all members of the Corporation for all purposes, unless otherwise provided for by State Law, the Indentures, or the Articles of Organization. The Monitor shall calculate the ratio of votes to the required minimum and determine whether any measure has passed or failed. Immediately upon the passing of any ballot measure, appropriate amendments shall be made and recorded to settle the voted-upon matter.

### **ARTICLE VII: Board of Trustees**

#### Section 7-1: Offices and Duties

The Board of Trustees shall govern the affairs of the Corporation, including organizing, planning, and execution of meetings and the day to day affairs of the Corporation. The Board shall at all times consist of a President, a Vice-President, a Financial Officer (Treasurer) and a Secretary, with any other serving officers being titled "Trustees". The office of Treasurer can be filled by the engagement of a licensed, professional accounting firm in lieu of having a member serve as Financial Officer. The Board shall exercise for the Corporation all powers, duties, and authorities vested therein by the Indentures and By-Laws, except for those reserved to the members of the Corporation. The Board shall have the powers and duties to:

- Elect from its membership a President, Vice-President, Treasurer, and Secretary;
- Administer the affairs of the Corporation;
- Engage the services of any agent, firm, or company to provide maintenance, repair, replacement, or oversight of any Common Area or part thereof, and fix the compensation to be paid for said services;
- The Board of Trustees is hereby granted the authority contract for loans on behalf of the corporation, and to enter into agreements to procure, amend, extend loans and/or advances for the Corporation, and to enter into agreements to pledge, mortgage and/or encumber any assets of the Corporation, real or personal property, to secure any and all loans, advances, indebtedness and liabilities of the Corporation, provided that the purpose, cost, terms, and/or duration of the loan is pre-approved by a majority vote of the members-in-good-standing of the Corporation prior to the funding of the loan. The Board can furthermore extend or

renegotiate the loan and terms as needed, provided that the changes do not conflict with the voted approval previously granted to obtain the loan.

- Provide and make purchases for the operation, care, upkeep, maintenance, repair, replacement, and/or improvement of any Common Area or part thereof;
- Delegate to any officer of the Corporation the authority to engage or provide for the operation, oversight, care, upkeep, maintenance, repair, replacement, and/or improvement of any Common Area or part thereof;
- Have access to each lot in the development, excluding structures, as necessary for the operation, care, upkeep, maintenance, repair, replacement, and/or improvement of any Common Area therein or accessible therefrom, or for making emergency repairs therein to prevent damage to any Common Area or to any other lot;
- Obtain adequate and appropriate insurance coverages for the Corporation and its officers;
- Appoint committees and to delegate to such committees the authority to carry out certain duties of the Board;
- Engage attorneys to represent the Corporation when deemed necessary;
- Engage a bookkeeper or professional firm to assist in keeping financial records;
- Secure a criminal background check of any agent, firm, company, appointee, employee, contractor, or nominee prior to entering into any engagement or contract with same;
- Supervise all officers, agents, contractors, and employees of the Corporation and see that their duties are properly performed;
- Adopt and publish rules and regulations governing the use of the Common Area(s) and the conduct of members and their guests thereon, and to establish, levy, and collect penalties for infractions thereof;
- Suspend the voting rights of any member during any period in which such member shall be in default under the provisions of the Indentures or these By-Laws in the payment of any assessment, dues, or charges levied by the Corporation, or for the willful infraction of published rules and regulations of the Corporation, until such time as the infraction is remedied;
- Change the accounting period (fiscal year) of the Corporation if so required;
- Procure an annual budget for the Corporation and to provide for its funding through the levying and collection of assessments;
- Act in a representative capacity in relation to matters involving any Common Area or part thereof, or more than one lot, on behalf of the members of the Corporation, as their interests may appear;
- Enforce by all legal means the provisions of these By-Laws and the Indentures;

- Renew, extend, or compromise indebtedness owed to or by the Corporation;
- Take any action required or permitted to be taken at a meeting of the Board of Trustees without a meeting, if all Trustees consent to such action;
- Declare the office of a Trustee of the Board to be vacant in the event that such Trustee shall be absent from three (3) consecutive regular meetings without prior approval of the Board;
- Appoint to office any qualified member in good standing to fill any open position in the Board of Trustees, who shall serve for the duration of the remaining fiscal period. Any member appoint thusly must provide a certified criminal background check and seek election to retain his/her office at the next vote of officers if he/she wishes to extend his/her term of office;
- Remove any Board-appointed Trustee (but not a Trustee who has been elected to office by vote of the membership), without cause, by simple majority vote of the remaining Trustees;
- Comply with the reasonable instructions of the majority of the members in good standing of the Corporation, expressed in a resolution duly adopted at any regular or special meeting of the members, unless such compliance would violate these By-Laws or the Indentures, or is otherwise provided herein;
- Have all powers permitted to be exercised by a non-profit corporation and have and exercise all powers necessary or convenient to effect any and all purposes for which the Corporation is organized, and to do every other act not inconsistent with the law which may be appropriate to promote and attain the purposes set forth in the Indentures or these By-Laws.

#### Section 7-2: Composition

The Board of Trustees shall be composed of at least three (3) but not more than seven (7) members. A Trustee must

- be a citizen of the United States,
- provide a certified criminal background check (the cost of which may be reimbursed upon request if the candidate wins the seat) from a duly authorized law enforcement entity showing no felony convictions,
- be current on all assessments and charges owed to the Corporation,
- have no conflict of interest with the goals and duties of the Corporation, and
- be a lot-owner or spouse of a lot owner, provided that no member and his/her spouse may serve as Trustee at the same time.

#### Section 7-3: Nomination and Selection

Written and verbal nominations for Trustees will be accepted at any time prior to the election of officers from any member in good standing, and those nominees will be asked to comply with the requirements for nomination (see Section 7-2) and will be presented at the next general or special meeting for acceptance or rejection and seconded.

#### Section 7-4: Term of Office

Each properly elected Trustee shall serve a maximum term of two (2) years, with no limit on the number of terms a member may hold.

#### Section 7-5: Vacancies

A vacancy in the Board may be filled by appointment and majority vote of the remaining members of the Board, and shall extend through the end of the fiscal year the appointment is made. Such appointed Trustee must comply with all aspects of Section 7-2.

#### Section 7-6: Removal of Trustee(s)

A Trustee or entire Board who has been elected by the members in good standing may be removed from office by majority vote of the members of the Corporation, without cause, under Missouri Statute 355.350. Not less than one-fourth of the members in good standing must petition the Board of Trustees to call a special meeting for the express purpose of the removal. A Trustee who has been appointed to a vacant seat by the Board of Trustees, without a vote of the members, may be removed by majority vote of the remaining Trustees without cause. Any Board Member must be vacated immediately upon conviction within any jurisdiction of a crime involving fiduciary responsibility, fraud, or any crime of second degree or higher.

#### Section 7-7: Elections

At the last general membership meeting prior to the start of the next fiscal year, the members in good standing shall be entitled to vote for any candidate(s) properly nominated and selected, and the candidate(s) receiving the highest number of votes shall be deemed elected. Said votes can be cast either verbally or by a show of hands, and the results of the voting shall be recorded and retained in the same manner as a vote by ballot. In the event of a tie, both candidates shall be elected, unless only one vacancy exists to be filled, in which case the current Board of Trustees shall vote among themselves and the outcome of that vote, added to the general membership tally shall determine the winner. In the event that the majority of the members attending any meeting which will include a verbal or show-of-hands vote for officers choose to postpone such voting for any reason, the currently-serving board shall extend their terms and service accordingly, until such time as a balloted election is held.

#### Section 7-8: Officers and Responsibilities

Upon the general election of a Board of Trustees, the newly elected officers shall hold a closed Board meeting as soon as possible, wherein they will determine their officers. Officers will be installed once they are proposed, seconded, and carried by the majority of the Trustees voting. Such installation shall endure throughout the term of the Trustee's election, unless the Trustee resigns or is duly removed from office under the provisions of Section 7-6. Each Trustee and Committee Member holds a position of trust and confidence, and has the responsibility and duty to operate in a lawful, professional matter, and in the best interests of the Corporation and its members. Trustee and Committee office-holders are strictly volunteers and are not compensated for Board-related services rendered; however, when a Board Member provides services to the corporation or membership outside his or her defined official duties, he or she is



authorized to receive fair compensation for time and travel (approved by majority membership vote Fall 2018). All actions of the Trustees and Committee Members will be free of discrimination, maliciousness, and abuse of authority. The Board will respond to any case presented to it in writing with swift resolution where possible, and will make itself available to the general membership for settlement of any dispute.

#### 7-8.1: President

The President shall serve as Chief Executive Officer and Chairperson, and shall exercise general supervision over the executive affairs of the Corporation. The President shall

- preside at all meetings and shall be a member, ex-officio, of all committees;
- commit funds and hold signatory authority for all Corporate debts;
- work to resolve common membership issues;
- work to obtain documents to support Board functions, including but not limited to contracts, liens, monthly bills, one-time expenditures; and
- assist the Board in setting the annual budget and assessments and any other duties deemed necessary by the Board or made incumbent upon the office by any other provision of these By-Laws or the Indentures.

#### 7-8.2: Vice President

The Vice-President shall act as timekeeper and parliamentarian of all meetings, and shall ensure that the rules of order are followed. The Vice-President shall assist the President in his/her duties, and in his/her absence, perform the duties of President in addition to his/her own.

#### 7-8.3: Secretary

The Secretary shall keep the minutes and records of meetings, and perform other such duties as may be assigned by the Board of Trustees or be required by law.

#### 7-8.4: Treasurer

The Treasurer shall have the duty of managing corporate funds, books of accounts, membership records, initiating and signing checks, schedule audits and reviews (as needed), provide financial reports to the Board at the end of each calendar month and fiscal year, prepare and submit the annual financial budget, comply with annual Federal and State filing requirements, and perform other such duties as may be assigned from time to time by the Board of Trustees or which may be required by law. In lieu of a qualified volunteer elected by the general membership, the office of the Treasurer may also be filled by a licensed, professional accounting firm engaged for financial services, who can serve in the stead of a Treasurer for the Corporation.

**ARTICLE 8: Committees**

All Committees shall consist of volunteers, duly appointed by the Board of Trustees from the members in good standing of the Corporation. Their term of service will expire at the end of the fiscal year, but may be extended to the next year by vote of the Board of Trustees. There is no limit to the number of terms that may be served by a committee member.

**ARTICLE 9: Employment Practices**

The Trusteeship shall adopt and adhere to the established drug and alcohol policy (Exhibit A to Indentures) with regard to all employees, service providers, trustees, and any other person who is or may be under control of or acting on the authority of Rogue Creek Valley, Inc. (Said policy shall be signed and kept on file for a period of not less than 3 years from date of employment or engagement). Furthermore, any employee of the Trusteeship shall not have a felony conviction for any crime and must pass a certified criminal background check from a duly authorized law enforcement entity showing same.

**ARTICLE 10: Fiscal Year**

The accounting period of the Corporation shall begin each October 1<sup>st</sup> and shall end on the following September 30<sup>th</sup>. The fiscal year can be changed by the Board of Trustees for due cause, upon the advice of legal or professional counsel.

**ARTICLE 11: Amendments**

The determination and documentation of the By-Laws of the Corporation shall be vested in the Board of Trustees, who may amend the By-Laws without a vote of the general membership only in order to ensure its conformance to any changes made to the Indentures or Articles. The power to make, alter, amend, or repeal the By-Laws of the Corporation for any other reason shall be vested in its members.

The foregoing Bylaws are certified to be the Bylaws adopted by consent of the Board of Trustees of Rogue Creek Valley, Inc., dated this 6th day of November, 2023.

By: Susan King

Printed Name: SUSAN KING

Title: President

Notary information	Embossor or black ink rubber stamp seal*		Subscribed and sworn before me, this	
	KIMBERLY RENA BUCKLEY Notary Public, Notary Seal State of Missouri Washington County Commission # 22677444 My Commission Expires 03-23-2026		<u>6th</u> day of <u>November</u> year <u>2023</u>	My Commission Expires (MM/DD/YYYY) <u>03/23/2026</u>
			State <u>MO</u>	County (or City of St. Louis) <u>Washington</u>
			Notary Public Signature <u>Kimberly Rena Buckley</u>	
		Notary Public Name (Typed or Printed) <u>Kimberly Rena Buckley</u>		

Exhibit A

**POLICY STATEMENT:** The purpose of this policy is to ensure public safety and to maintain a safe, and productive work environment for all employees by preventing accidents or other dangerous incidents that may result from drug or alcohol use. This policy pertains to all employees of the corporation who have cause to be on corporation equipment and other properties. The possession, use or sale of alcohol on corporation premises during work hours is strictly prohibited. Further, the possession, use or sale of illegal drugs is prohibited at any time.

Employees are prohibited from reporting to work under the influence of alcohol or drugs. An employee who is taking a prescription drug is required to present to the corporation a statement from the prescribing physician that the prescription drug will not impair the employee's work performance. The corporation will require drug testing of applicants for employment in safety-sensitive positions. Any applicant who refuses to submit to the test will no longer be considered eligible for employment. The corporation will require drug testing of employees who hold safety-sensitive positions. Any employee who refuses to submit to the test will no longer be considered eligible for employment.

Drug testing shall be conducted in accordance with DOT/USCG rules and regulations. Specifically, individuals will be tested for the presence of controlled substances [marijuana, cocaine, opiates, amphetamines, phencyclidine (PCP) and alcohol] and will be subject to pre-employment, reasonable cause, periodic, random, and post-accident drug testing. Such individuals **MUST TEST NEGATIVE** for the presence of controlled substances.

In the interest of the safety and health of its employees, the corporation reserves the right to inspect and search, at random, unannounced times, all packages, boxes, clothing or any personal belongings carried on or off corporation property.

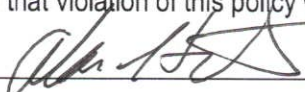
**DISCIPLINE:** Employees found to be in violation of this policy by either directly possessing or using alcohol or drugs, as described above, or through a verified positive drug test or by court conviction, will be subject to immediate discharge from employment. Any employee who fails to cooperate with the requirements set forth in this policy, including refusal to test, failure to provide a specimen within a reasonable time, failure to report for a scheduled appointment to provide a specimen or adulteration of a specimen, will be subject to disciplinary action which may include immediate termination of employment.

**ADMINISTRATIVE:** The corporation strictly prohibits the use, possession and/or sale of illegal drugs, drug paraphernalia or unsanctioned use of alcohol aboard corporation equipment or property. The corporation will cooperate fully with public authorities in the prosecution of anyone in violation of said prohibition.

Information concerning drug and/or alcohol test results and information concerning violations of this policy will be treated as confidential information. Such information will be released only to management representatives who have a need to know. This information will also be provided to law enforcement professionals or other federal and state agencies where required by law or regulation. Test results or documentation showing the employee has been subject to random drug testing shall be provided to that employee or to his/her designated representative, upon written request by the employee.

**ALCOHOL AND DRUG POLICY ACKNOWLEDGMENT**

I, ALAN HICKMAN acknowledge that I have read the corporation alcohol/drug policy, and that I fully understand that violation of this policy will be grounds for immediate termination of my employment.

Signature  Date 19-0-23