

## **BY-LAWS OF CEDAR WOOD HOME OWNERS, ASSOCIATION, INC.**

### ARTICLE I

#### NAME AND LOCATION

The name of the Corporation is Cedar Wood Home Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the Corporation shall be located in Bettendorf, Scott County, Iowa, but meetings of Members and Directors may be held at such places within Scott. County, Iowa, as may be designated by the Board of Directors.

### ARTICLE II

#### DEFINITIONS

Section 1. "Association" shall mean and refer to Cedar Wood Home Owners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Restrictive and Protective Covenants, and Conditions, and such addition to such real property as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and in enjoyment of the Owners, including any improvements thereon.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map or plat of the Properties With the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot 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 6. "Declarant" shall mean and refer to River Bend Development, Inc., an Iowa corporation, its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Restrictive and Protective Covenants, and Conditions applicable to the Properties and recorded in the Office of the Recorder of Scott County, Iowa, on the day of \_\_\_\_\_, 1972, as Document No. -72.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation and the Declaration.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held on the first Saturday of December in each year.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors or upon written request of the Members who are entitled to vote 25% of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members, annual or special, shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the general purpose of the meeting.

Section 4. Quorum. The presence in person or by Proxy at the meeting of Members entitled to cast one-tenth (1/10) of the votes of each class of Membership shall constitute a Quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members present in person or by Proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5. Proxies. At all meetings of Members, 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 terminate upon conveyance by the Member of his Lot. No proxy shall be valid for a period of more than six months from the date thereof, and no proxy which is undated shall be valid.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of seven (7) Directors, who need be Members of the Association.

Section 2. Term of Office. At the first annual meeting the Members shall elect three (3) Directors for a term of one (1) year, three (3) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years; and at each annual meeting thereafter the Members shall elect three (3) Directors for a term of three (3) years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, the successor shall be selected by the remaining members of the Board and shall serve until the next Annual Meeting of the Members at which time the appointment shall be submitted to the Members for ratification to serve the remaining unexpired term of the predecessor.

Section 4. Compensation. No Director shall receive compensation for any services he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action taken without a Meeting. The Directors shall have the right to 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. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 6. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason or being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, and the Corporation may procure insurance to provide for such indemnification.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members. The nominations shall be submitted to the Secretary of the Corporation by the Nominating Committee in writing at least five (5) days prior to the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Number. The affairs of this Corporation shall be managed by a Board composed of not less than three (3) nor more than nine (9) Directors, who need to be members of the Corporation, the actual number of the Board of Directors in any year to be set in the By-Laws of the Corporation.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board Directors shall be held monthly with notice to the members and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) Directors, after not less than three (3) days notice to each Director. Notice for special meetings may be given either in writing, or by oral or telephonic communication to each Director, and if by mail, shall be deemed given upon the date said notice is deposited in the mails, postage prepaid, addressed to the Director at his address as shown on the books of the Corporation.

Section 3. Quorum. A majority of the 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. Any Director may dissent from an act of the Board by having the Secretary duly note his dissent in the minutes of the meeting, or by filing a written dissent with the Secretary within two days after the meeting.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

a. 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 to establish penalties for the infraction thereof;

b. Suspend the voting rights and right-to- use-of the recreational facilities of a Member and his family or tenants during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

c. Exercise for the Association all powers, duties and authority invested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

d. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors in the event of failure to conscientiously perform the duties of a Director and

c, Employ a Manager, or Managers, any independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

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

a. Cause to be kept a complete record of all its acts and corporate affairs and to present an annual statement thereof to the members at the annual meeting of the Members, or to present an interim statement at any special meeting of the Members when such interim statement is requested in writing by one-fourth ( $\frac{1}{4}$ ) of the Class A Members who are entitled to vote;

b. Supervise all Officers, Agents and employees of the Association, and to see that their duties are properly performed;

c. As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) Establish due dates and delinquency dates uniformly for the payment of annual assessments and the monthly installments thereof; and

(4.) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same.

d. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid or is delinquent. A reasonable charge may be made by the Board for the issuance of such a Certificate; if a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

e. Procure and maintain adequate liability and hazard and extended coverage insurance on the Common Area and on any property owned by the Association, as required in the Declaration;

f. Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate;

g. Cause the exterior of the dwellings, the roof of the dwellings, and all of the Common Area to be maintained;

h. Cause the replacement of the roof of the dwellings when necessary.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of the Association' shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other Officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The Officers of the Association shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for

such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office except President shall be filled by appointment of an existing Director by the Board. The appointed Officer shall serve until the next election of Officers.

A vacancy of the Office of President shall be filled by the Vice President as indicated in Section 9.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties of President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, contracts and other written instruments and shall co-sign all checks and promissory notes of the Corporation.

Section 9. Duties of Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Section 10. Duties of Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses and shall perform such other duties as required by the Board.

Section 11. Duties of Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association's books to be made by a committee of members (appointed by the Board of Directors) at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

## ARTICLE IX

### COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose. The Board of Directors may in its discretion, by an affirmative vote of a majority of the whole Board, designate an Executive Committee to consist of not less than three (3) Directors. The Executive Committee may exercise, when the full Board of Directors is not in session, all of the powers vested in the Board, excepting (a) the power to fill vacancies in the Board, (b) the power to change the membership of, or to fill vacancies in, the Executive Committee or any other Committee designated by the Board, (c) the power to authorize any single expenditure in excess of \$1,000.00 and cumulative expenditures in excess of \$5,000.00, (d) the power to adopt a plan of merger or consolidation, (e) the right to recommend to Members the sale, lease, or exchange or other disposition of all or substantially all of the property and assets -of the Corporation or a voluntary dissolution of the Corporation or a revocation thereof, or (f) any other powers which may be expressly or specifically withheld by resolution of the Board of Directors in its designation of such Committee. Each Committee appointed shall keep a written record of all of its actions and meetings. The designation of any Committee and the delegation to It of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## ARTICLE X

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member or his attorney. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member or his attorney at the principal office of the Association. Copies of the Declaration, the Articles of Incorporation and the By-Laws may be purchased from the Association at reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent (15%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Cedar Wood Home Owners Association, Inc. an Iowa Corporation".

## ARTICLE XIII

### AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration or the Veteran's Administration shall have the right to veto amendments while there is still Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

## ARTICLE XIV

### 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.