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RECORDER OF DEEDS
SCOTT COUNTY, IOWA

**BY- LAWS
OF
VILLAS OF CROW VALLEY**

ARTICLE I

DEFINITIONS

As used herein, definitions shall be the same as set for in ARTICLE II of the Declaration of Restrictive and Protective Covenants for Villas of Crow Valley to the City of Davenport, Iowa.

ARTICLE II

ADDRESS OF BUSINESS

The principal address of the Association shall be the same as the Registered Agent filed in the Office of the Secretary of State of Iowa.

ARTICLE III

MEMBERSHIP

1. Eligibility

The members of the Association are determined by Article V of the Declaration. The rights of membership are subject to:

- (a) The payment of annual charges as well as special assessments imposed by the Declaration;
- (b) Compliance with the covenants of the Declaration and the rules and regulations of the Board of Directors regarding the use of the Association property ("Common Area") and the conduct of members, their families, their tenants and guests of any thereof; and

- (c) Compliance of property and liability insurance for individual structures with the carrier approved by the Board of Directors.

The Board of Directors may, in the event that any member shall have failed to pay any assessment when due and payable, suspend voting and membership rights of such member provided, however, that upon payment of any such amounts the member's rights and privileges shall be automatically restored.

2. Rights and Pre-requisites of Membership

Each member is entitled to use and enjoy the property of the Association and the facilities situated thereon in accordance with the terms of the Declaration and the Articles of Incorporation.

ARTICLE IV

MEETINGS OF MEMBERS

1. Annual Meeting

The annual meeting of the Members shall be held at any such address and time specified in the notice of the meeting to be held within thirty (30) days before or after 1 November, commencing in 2000.

2. Special Meetings

Special meetings of the members for any purpose may be called at any time by the President, or Vice President, or any three or more Directors. The Board shall instruct its Secretary to call a special meeting upon written request of the members who have a right to vote one-fourth (1/4) of all the votes of the entire membership.

3. Notices

Notices of meetings shall be given to the members by the Secretary. Notice shall be given to the members by mail to the address appearing on the books of the Corporation (each member shall register his or her address and any change of address with the Secretary). Notice of any meeting, regular or special, shall be mailed not less than ten (10) or more than thirty (30) days in advance of the meeting and shall set forth the purposes of the meeting.

4. Quorum

A simple majority of the total membership votes, in person or proxy, shall constitute a quorum at any regular or special meeting of the Association. Should a quorum not be present, the President may call for adjournment of the meeting and reschedule such meeting at a time not less than 10 days in the future at which time the membership in attendance at such meeting shall constitute a quorum for such meeting.

5. Proxy Voting

At any meeting of the membership, all proxies of members entitled to vote shall be in writing and shall be filed with the Secretary at the commencement of the meeting. Any proxy given by a person who is not a qualified member at the date of the meeting, and any proxy given more than eleven (11) months before the date of the meeting, shall be void.

ARTICLE V**BOARD OF DIRECTORS**1. Membership and Powers

The Association shall be governed by a Board of Directors in accordance with the Articles of Incorporation and the Declaration of Restrictive Covenants and Conditions. There shall be no less than five (5) Directors, nor more than nine (9) Directors. Each Director shall have a three-year term of office beginning January 1st immediately following the election meeting. Without limiting the generality of the preceding sentences or any power vested in it by law, the Board of Directors shall have the power:

- (a) To appoint and remove at its pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them security or fidelity bonds as it may deem expedient (nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer, or Director of the Association in any capacity whatsoever);
- (b) To establish, levy, assess, and collect assessments and other charges referred to in the "Declaration";

- (c) To adopt and publish rules and regulations governing the use of the property of the Corporation as well the personal conduct of the members, their families, their tenants, and their guests with respect thereto;
- (d) To exercise for the Association all powers, duties, and authorities vested in or delegated to the Association except those expressly reserved to the members; and
- (e) In the event any member of the Board of Directors of this Association shall be absent from three (3) regular meetings of the Board of Directors, the Board may, by action taken at a meeting after which the third absence occurs, declare the office of said Director vacant and appoint a replacement to hold that office for the remainder of the unexpired term. In the event an extended absence of a Director is necessary, the Board of Directors may appoint a temporary replacement for such Director.

2. Duties

It shall be the duties of the Board of Directors:

- (a) To cause to be kept a full, true, and accurate record of its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Membership or at a special meeting when requested in writing by one-fourth (1/4) of the full membership; and
- (b) To supervise all officers, agents, and employees of this Association and to see that their duties are properly performed.
- (c) In accordance with the Declaration
 - (i) To fix the amount of the annual assessment against each dwelling unit on or before January 1 in each year, all as specified in the Declaration;
 - (ii) To prepare a roster of the properties and assessments applicable thereto, which shall be open to inspection by any member; and
 - (iii) To send notice of each assessment to every owner subject thereto.
- (d) To issue, or cause an appropriate agent to issue, upon demand by any person, a certificate stating that the assessments have been paid or to the extent they are not paid, so stating which certificate shall be conclusive evidence that any charge stated therein has or

has not been paid. The Association reserves the right to make a reasonable charge to the members for the issuance of such certificate.

3. Vacancies

Vacancies in the Board of Directors shall be filled by affirmative vote of a majority of the remaining Directors, whether or not the number of remaining Directors constitutes a quorum. Any such appointed director shall hold office for the unexpired term of his or her predecessor.

ARTICLE VI

DIRECTORS MEETINGS

1. Annual Meeting

The annual meeting of the Board of Directors shall be immediately following the adjournment of the Annual Meeting of the Members in each year.

2. Notices: Waiver

No notice need be given for the annual meeting of the Board. Notice of any special meeting shall be sufficient if mailed to each director at least three days before the meeting, or given personally or by telephone not later than the day before the meeting.

3. Regular Meetings

Regular meetings of the Board of Directors shall take place on the third Monday of the first, second, and third calendar quarters at 7:00 P.M. at a location so designated at the previous meeting of the Board of Directors. No notice need be given for the regular meetings of the Board.

4. Special Meetings

Special meetings of the Board of Directors shall be called by the Secretary upon request of any officer of the Association or any two (2) Directors.

5. Quorum

At all meetings of the Board a majority of the Board of Directors shall constitute a quorum, and, except as otherwise provided by law or by these By-Laws, the act of a majority of the Board of Directors present shall be the act of the Board.

ARTICLE VII
ELECTION OF DIRECTORS

1. Ballots

The election of Directors shall be by written ballot as hereinafter provided. At each Annual Meeting or at any special meeting called for the purpose of electing Directors, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to cast under the Articles of Incorporation of the Association. The nominees receiving the largest number of votes shall be elected.

2. Nominations; Nominating Committees

Nominations for election to the Board of Directors shall be made by the Nominating Committee, which shall consist of a Director, who shall be the committee Chair, and one or more members of the Association, or an officer or a corporation member. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the Members to serve during such Annual Meeting and until the next Annual Meeting or until a successor shall have been duly designated and qualified. The members of the Nominating Committee shall be announced at each Annual Meeting of the Members.

3. Nominees

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 to be filled. Such nominations may be made in advance of the time fixed in the following Section 4 for the mailing of such ballots to the Members.

4. Procedure

All elections to the Board of Directions shall be made on written ballots which shall:

- (a) Describe the vacancies to be filled;
- (b) Set forth the names of those nominated by the Nominating Committee for such vacancies; and
- (c) Contain a space for a write-in vote by the members for each vacancy.

Such ballot shall be prepared and mailed by the Secretary to the members at least 14 days in advance of the date set forth therein for return (which shall be a date not later than the day before the Annual Meeting or any special meeting called for the purpose of electing Directors).

5. Voting

Each member shall be mailed a ballot on which he or she may cast the number of votes to which he or she is entitled. The complete ballot shall be returned in the manner hereinafter outlined. The ballot shall bear on its face the name and signature of the member, the number of votes being cast, and such other information as the Board may determine will serve to establish his or her right to cast the vote or votes stated therein. The ballot shall be returned to the Secretary at such address as shall be clearly designated by the Secretary, or returned to the Secretary at the time of the meeting.

6. Processing

Upon the receipt of each return, the Secretary shall immediately place it in a safe place. Not more than 10 days prior to the day set for the meeting at which the elections are to be held, the envelopes shall be turned over, to an Election Committee which shall consist of three persons appointed by the Board of Directors. All returns thereafter received by the Secretary on or before the date set for a return shall accordingly be turned over to the Election Committee.

The Election Committee shall adopt a procedure which shall

- (a) Establish that the Member is entitled to cast either personally or by proxy the number of votes indicated on the ballot;
- (b) That the signature for the member on the ballot is genuine; and
- (c) If the vote is by proxy, that the proxy has been filed with the Secretary as provided in Article IV, Section 5, and that such proxy is valid.

After the procedure has been completed relative to a ballot the count of the vote shall be taken. All ballots and proxies as well as any continuing tally of the votes shall be kept by the Election Committee, when not being processed, in a safe place. The ballots shall be retained for 90 days after the meeting and then destroyed.

ARTICLE VIII**OFFICERS**1. Officers

The offices of the Association shall be a President, one Vice President, a Secretary, and a Treasurer. The President and Vice President shall be members of the Board of Directors.

2. Election by Board of Directors

All officers shall be elected at the Annual Meeting of the Board, and each officer shall hold office beginning the January 1st immediately following said election meeting for three years and until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation, or removal in accordance with the By-Laws. The officers shall be chosen by a majority vote of the Directors.

3. President; Duties

The President shall be the chief executive officer of the Association and as such shall have general supervision of the affairs of the Corporation and its property and over its several officers, subject to the direction of the Board of Directors. The President shall, if present, preside over all meetings of the Board of Directors and shall generally do and perform all acts incident to the office of President. He or she may sign in the name and on behalf of the Association, all notes, leases, mortgages, deeds, and all other written instruments authorized by the Board except where the Board shall delegate the execution thereof to some other officer or agent of the Association.

4. Vice President; Duties

The Vice President shall perform all of the duties of the President in the event of his or her absence or disability and shall otherwise perform such duties as shall be delegated to him or her by the President. When acting in the absence of the President, the Vice President has all powers and is subject to all the restrictions placed upon the President.

5. Secretary; Duties

The Secretary shall act as Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He or she shall sign all certificates of membership, shall keep all records of the Association, shall record the names and addresses of all members of the Association, and shall see that all notices are duly given as required in the By-Laws or by applicable law. Any assistant secretary named or appointed may act instead of the Secretary in the event of his or her absence or disability or in accordance with the delegation of duties to him or her by the Secretary.

6. Treasurer; Duties

The Treasurer shall receive and deposit in the bank accounts or with a corporate trustee approved and designated by the Board of Directors all monies of the Association and shall disburse such funds as directed by the Board of Directors provided, however, that a resolution of the Board of Directors shall be necessary only in the event of disbursements other than those made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association.

The Treasurer shall keep proper books of account and at the completion of each fiscal year cause an annual audit of the Association's books to be made by a committee appointed by the Board of Directors for such purpose. He or she shall prepare an annual budget and an annual balance sheet. The budget and balance sheet statement shall be presented to the membership at its annual meeting.

ARTICLE IX

COMMITTEES

1. Standing Committee

The standing committees of the Association shall be the Nominating Committee, the Welcoming Committee, the Building and Grounds Committee, and the Audit Committee. Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members as determined by the Board, at least one of whom shall be a Director. Each committee shall be appointed by the Board of Directors at its annual meeting to serve until its successors shall have been duly elected and qualified except the Nominating Committee shall be appointed in accordance with Article VII, Section 2, hereof. The Board of Directors may appoint such other committees as it deems desirable.

2. Nominating Committee

The Nominating Committee shall have the duties and functions described in Article VII.

3. Welcoming Committee

The Welcoming committee shall advise the Board of Directors on all new residents. All new residents shall be contacted in a timely fashion to the recreational program and facilities of the Association and shall perform such other functions as the Board in its discretion determines to acquaint them with the operation of the Association.

4. Buildings and Grounds Committee

The Buildings and Grounds Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair, and improvement of the buildings and grounds of the common areas of the Association, and shall perform such other functions as the Board in its discretion determines.

5. Audit Committee

The Audit Committee shall perform the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the members at their annual meeting. The Treasurer shall be an ex officio member of the Committee.

6. Subcommittees

With the exception of the Nominating Committee, each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any subcommittee any of its powers, duties, and functions.

7. General Duties

It shall be the duty of each committee to receive from the association members any complaints on matters in its area of responsibility. Members are to be asked to submit complaints in writing. For action or response, such complaints are to be forwarded by the committee to the Board of Directors or to the Manager of the Association.

ARTICLES X

BOOKS AND PAPERS

The books, records, and papers of the Association shall at all times, during Reasonable business hours, be subject to inspection by any member.

ARTICLE XI

CORPORATE SEAL

The Corporation shall have no seal.

ARTICLE XII

AMENDMENTS

1. Amendment Procedures

These By-Laws may be amended at regular or special meetings of the Board of Directors by a vote of the majority of the members of the Board present in person provided that those provisions of these By-Laws which are covered by the Articles of Incorporation of this Association or by the Declaration may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter which is in fact covered by the Declaration may not be amended except as provided therein.

2. Resolution of Conflicts

In the case of any conflict between the Declaration, the Articles of Incorporation and/or these By-Laws, the Declaration shall first control and the Articles shall control in the event there is no conflict between the Articles and the Declaration.

I, Ronald Ingleby as Secretary of **VILLAS OF CROW VALLEY TOWN HOMES ASSOCIATION INC.**, Do hereby certify and attest that the foregoing document, being the By-Laws of said Association, have been duly submitted to the general membership for vote of approval by notice given.

Said approval, as required in the Articles of Incorporation, has passed into effect these By-Laws as submitted and hereby made a permanent matter of record as being recorded in the Scott County Recorders Office, Scott County, Iowa.

VILLAS OF CROW VALLEY
TOWN HOMES ASSOCIATION, INC.

By: *Ronald Ingleby*
Secretary

Subscribed in my presence and sworn to before me by the above named this
29th day of February, 2000.

Debra A. Barnhart
Notary Public in and for the
State of Iowa

