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Scott County Iowa
Rita A. Vargas Recorder

File **2011-00007877**

**BY-LAWS OF
CEDAR TREE VILLAGE HOME OWNER'S ASSOCIATION, INC.
Recorder's Cover Sheet**

Preparer Information:

Daniel P. Kresowik
201 W. Second Street, Suite 900
Davenport, IA 52801
(563) 324-1000

Taxpayer Information:

Cedar Tree Village Home Owners Association, Inc.
P.O. Box 1438
Bettendorf, IA 52722

Return address:

Daniel P. Kresowik
201 W. Second Street, Suite 900
Davenport, IA 52801
(563) 324-1000

Grantors:

Cedar Tree Village Home Owners Association, Inc.

Grantees:

Legal Description: See page 1 of Declaration recorded as Doc. #2010-00029337

Document or instrument number if applicable: 2010-00029337

**BY-LAWS
OF
CEDAR TREE VILLAGE HOME OWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the Corporation is Cedar Tree Village 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 Tree Village 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 hereinafter 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 enjoyment of the Owners, including and 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 of 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. "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 19 day of October, 2010, as document No. 2010-00029337.

Section 7. "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. If the day of the Annual meeting of the members is a legal holiday, the meeting will be held in the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors.

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 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 or 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 nine (9) Directors, who shall be Members of the Association.

Section 2. Term of Office. At the first annual meeting the Members elected 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. 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, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his 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. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer of 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 proceedings, civil or criminal, in which he is made a party by reason of 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 shall procure insurance to provide for such indemnification.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. 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. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but no less than the number of vacancies that are to be filled. Such nominations must be made from among the members of the association. The nominations shall be submitted to the Secretary of the Corporations by the Nominating Committee at least five (5) days prior to the annual meeting. Nominations for election to the Board of Directors may be made from the floor at the annual meetings.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members of 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.

ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. 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, telephonic, or electronic communications to each director.

Section 3. Quorum. A majority of the number of Directors, in person or by proxy, shall constitute a Quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present in person or by proxy 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.

Section 4. Emergency 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 approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. Any action taken shall be memorialized and reported at the next board meeting.

Section 5. Closed Sessions. The directors shall have the right to call a closed session during any board meeting. These closed sessions shall be for the members of the Board of Directors only and shall be for the discussion of pending or potential litigation, administrative or employment issues.

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 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 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, or in the event of failure to conscientiously perform the duties of a Director; and
- e. 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 (1/4) of the Members who are entitled to vote;
- b. Supervise all Officers, Agents and employees of the Association, and see that their duties are properly performed;
- c. As more fully provided in the Declaration, to:
 - (1) Fix 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) May 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.
 - (5) Or take any other action to collect the assessment.

- 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 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 responsibility be to bonded, as it may deem appropriate;
- g. Cause the exterior surfaces of the dwellings, the roof of the dwellings, and all of the Common Area to be maintained, repaired and upgraded and improved if necessary;
- h. Cause the replacement of the roof and the exterior surfaces of the dwellings when deemed necessary; and
- i. Designate any personnel necessary for the maintenance, repair and replacement of the Common Areas and facilities.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors, 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 Appointment. The Board may appoint 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 may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7. Multiple Offices. The offices of Secretary of 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 and all meetings of the Members; 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 be responsible for the Minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; oversee the keeping of 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 oversee the bookkeeper who in turn will receive and deposit in appropriate bank accounts all monies of the Association. The treasurer shall also oversee the disbursement of such funds as directed by resolution of the Board of Directors; shall oversee the signing of all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association's books of account to be made by a certified public accountant 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 Board of Directors shall appoint 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 the corporation's purposes.

The officers of the Board of Directors will constitute the executive committee. 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 paper 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 costs.

ARTICLE XI ASSESSMENTS

Section 1. 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 assessments which are not paid when due shall be delinquent and incur a late fee per month as set by the Board of Directors. 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 nine percent (9%) 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.

Section 2. Maintenance and Repair of Common Areas. The maintenance and repair of Common Areas shall be the responsibility of the Association. The cost of maintaining and repairing the Common Areas, and any other expenses associated with the Common Areas, shall be paid from annual Assessments, as defined and set out in the Declaration. Such costs shall be assessed to and collected from the Members as provided in the Declaration.

ARTICLE XII
CORPORATE SEAL

The Association shall not have a seal.

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. Notice to homeowners of pending amendments may be delivered by hand, or by U.S. Mail.

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.

IN WITNESS WHEREOF, the undersigned, being the Officers of the Cedar Tree Homeowners' Association herein, has hereunto set its hand this 18th day of MARCH, 2011.

By Jody Meyer President

Jody Mapes

By Jennifer Venema Secretary
Jennifer Venema

STATE OF IOWA)
)
SCOTT COUNTY)

On this 18th day of MARCH, 2011 before me, the undersigned, a Notary Public in and for said State, personally appeared Jody Mapes and Jennifer Venema to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of Cedar Tree Village Homeowners' Association, Inc., that no seal has been procured by said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said President and Secretary as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

[Signature]
Notary Public in and for Scott County, Iowa

