

Bylaws of the Board of Trustees Goose Creek Lake Trustees, Inc.

Adopted February 13, 2009
Revised October 10, 2019

ARTICLE I

NAME AND OBJECTIVES

1. The name of this organization shall be the Goose Creek Lake Trustees, Inc., hereinafter referred to as the "Board".
2. The objectives of the Board are to manage, administer, supervise and to carry out the obligations and powers conferred upon the Trustees by the Covenants and Restrictions of Goose Creek Subdivision hereinafter referred to as "Covenants", pursuant to the Revised Statutes of Missouri, Section 355.001 et. Seq., and to enforce the rules and regulations of the Covenants. The Board shall direct and conduct the affairs of the Corporation not otherwise provided for in these bylaws.

ARTICLE II

MEMBERS

1. The members of the Board shall be the duly elected Trustees of Goose Creek Subdivision. They shall take office at the next scheduled meeting of the Board after their election.
2. Members of the Board, hereinafter referred to as "Trustees", are expected to conduct themselves in a professional manner and work together for the betterment of the community of Goose Creek Subdivision.
 - a. Any actions or conduct on the part of a Trustee, which appears inappropriate, may be discussed by the Board.
 - b. Inappropriate conduct on the part of a Trustee will result in the offending Trustee being asked to resign or have sanctions applied provided two-thirds of the full Board approve.
 - c. Any Trustee who misses three (3) consecutive monthly Trustee meetings without an adequate excuse as determined by a majority vote of the Board within a Trustee year (Oct-Oct) shall be considered resigned. In the case of such resignation, the duly elected alternate Trustee will be seated.
 - d. Until and unless the alternate Trustee is seated, they have no standing on the Board. They may attend all regular meetings open to all Property Owners but are not allowed access to any reports, information. All discussions and decisions reached in closed sessions shall be considered confidential information by all Trustees.
 - e. If any Trustee has a conflict of interest on any matter that comes before the Board they should explain the potential conflict and excuse themselves from any further discussion or voting on the matter. They will not be counted in determining the quorum for the

meeting. This policy shall also apply to any Trustee's immediate family or any person acting on their behalf. (Added as of October 10, 2019)

- f. Goose Creek Lake Trustees, Inc. strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is our policy to emphasize that sexual harassment is specifically prohibited. Complaints alleging misconduct will be investigated promptly by a task force appointed by the Chairman. The investigation will be handled to protect the privacy of the complaining victim and protects them from further harm. Trustees who engage in misconduct are subject to removal from the Board. (Added as of October 10, 2019)
- g. Trustees shall not disclose any information that is considered confidential. This includes legal matters, employee issues, Property Owner information or any matters classified as confidential by the Board. This shall be a continuing duty which shall extend indefinitely after your term in office ends. (Added as of October 10, 2019)
- h. No Trustee(s) shall represent the Board at any meeting, either in person or by electronic means, unless authorized by a majority of the Board. (Amended as of October 10, 2019)

3. No Trustee may access the Board's vault unless accompanied by another Trustee and an employee of the Board. One Trustee must be an officer of the corporation for authorized vault access. (Added October 3, 2009)

ARTICLE III

OFFICERS AND BOARD MEMBERS

The Board, at its first regularly scheduled meeting after the Fall Property Owners meeting, shall seat the newly elected Trustees. The election of officers shall be the first order of business. A Chairman pro tem, will be filled with the highest ranking existing Trustee to chair at this meeting until a new Chairman is elected.

- 1. The officers of the Board shall be the Chairman, the Vice-Chairman, Secretary and Treasurer.
- 2. Duties of the officers:
 - a. The Chairman, or in his absence, the Vice-Chairman, shall preside at all meetings of the Board and at the regular and special Property Owners meetings. Meetings shall be conducted in an orderly manner and *Robert's Rule of Order* shall apply.
 - b. The Secretary shall keep a record of the proceedings of all meetings and carry out such assignments as may be requested by the Chairman.
 - c. The Treasurer shall oversee the distribution of all operating funds of Goose Creek Subdivision. The Treasurer shall prepare a budget covering anticipated income and expenditures for the forthcoming year and shall present the budget for approval by the Board at its December meeting. The Treasurer shall prepare and present the annual financial report at the Spring Property Owners meeting.
- 3. Duties of the Board:
 - a. The Board shall arrange for and be present at Town Hall, Property Owner and special Property Owner meetings. There shall be regularly scheduled and announced Board

meetings. Notice of any change in the regularly scheduled meeting shall be delivered to the Trustees at least 2 weeks in advance.

- b. The Board shall consider for approval any expenditure not provided for in the annual budget. On any project that involves a contract for services, supplies and products, where the total cost exceeds \$5,000.00, will adhere to the following procedures before a contract can be executed:
 - i. At least 3 competitive bids for the project must be obtained, if at all possible.
 - ii. A majority of the full Board must approve the contract.
 - iii. The contract must be reviewed by the Board's attorney.

Any other expenditure that has not been approved through the budget process that exceeds \$200.00 must have a majority Board approval, either through a telephone poll or at any Board meeting.

- c. The Board shall arrange for a suitable audit of the Corporation accounts annually or more frequently whenever deemed necessary.
- d. Each Trustee shall be entitled to receive reimbursement for out-of-pocket expenses for auto mileage, to and from meetings, other than regularly scheduled meetings, and other trips taken to conduct Board business, long distance phone calls, etc., provided a proper voucher is submitted to justify the expense for Board approval.
- e. The Board will approve topics to be discussed with the Board's attorney prior to the Chairman or Vice-Chairman contacting and/or meeting with the attorney. Only the Chairman, or the Vice-Chairman in the Chairman's absence, shall contact the Board's attorney, or any other person with Board or Chairman's approval shall contact the Board's attorney.
- f. All Board members are authorized to sign checks on the bank checking accounts established by the Board. Two signatures are required on any check. Only Officers of the Board are authorized to sign promissory notes or secured notes. Warranty Deeds, Lien Release documents and other corporate documents can be signed by any two Board members. (Added effective November 14, 2009)

ARTICLE IV

EMERGENCY BYLAWS AND POWERS

In the case of an emergency the Board may adopt, amend or repeal these bylaws for the duration of the emergency. An emergency exists for purposes of this Article if a quorum of the Board cannot readily be assembled because of some catastrophic event. Refer to **Section 355.121** and the **Subdivision Emergency Preparedness Plan** located in the Emergency Action Plan section of the Policy and Procedures Manual.

ARTICLE V

MEETINGS

1. The monthly meetings will be held in the Goose Creek Subdivision Rec Hall unless otherwise arranged. (Amended as of October 10, 2019)
 - a. Matters pertaining to specific issues concerning employees, union negotiations, real estate and Property Owners may be discussed in "Executive Session" with separate minutes, not available for general distribution.

- b. All other matters will be conducted in a "regular session" open to all Property Owners in good standing, with minutes available for general distribution.
2. On occasion, matters pertaining to Subdivision operations cannot wait until the next regular meeting, i.e.:
 - a. Purchase of unbudgeted items,
 - b. To fill an employee vacancy,
 - c. Matters of immediate urgency.
3. The matter may be discussed and voted on by a telephone poll of the Trustees of record. Only the Chairman or the Vice-Chairman can call a phone poll, at the request of any Board Member. All Trustees shall be called by the Chairman or Vice-Chairman (or a caller designated by them).
4. The following procedure must be followed:
 - a. The written statement describing the situation is read to each Trustee, and may be discussed.
 - b. A vote is taken, and the date and time is logged.
 - c. The Chairman of the Board shall vote in all telephone polls, but that vote will only be counted in the event of a tie.
 - d. The outcome of a telephone poll must be entered into the minutes of the next regular meeting, including the written statement and the call log. (See Policy & Procedures Manual for format.)
 - e. A majority of the current Board membership is needed to decide any phone poll. All Trustees must be contacted.

ARTICLE VI

COMMITTEES

1. The Board, as soon as possible after electing officers, shall appoint Trustees to duties on the following committees. These various committees shall be reporting committees to the Board, and shall not override any Covenant or rule, or arbitrarily act independently of the entire Board.
 - a. Administration: oversee the administrative functions of the Subdivision office and its personnel. Maintain Policy and Procedures Manual to reflect Board decisions.
 - b. Maintenance: oversee the Roads and Maintenance personnel and shall be responsible for maintaining the roads, culverts and all common ground of the Subdivision.
 - c. Security and Lake Patrol: oversee the Security forces of the Subdivision and shall be responsible for the enforcement of its rules and regulations on all common ground.
 - d. Lake & Beach: oversee the maintenance of the lakes in the Subdivision, monitor pollution, stock fish as deemed appropriate, designate swimming areas and place navigation and hazard buoys.
 - e. Building Permits and Compliance: approve building permits and monitor such permits.
 - f. Land Acquisition: control and oversee all lots in the Subdivision owned by the Corporation that are not titled as common ground. Duties would include:
 - i. Determine use and establish value of property;
 - ii. Place lots for sale or re-title to common ground, if appropriate;

- iii. Determine properties that should be subjected to foreclosure procedures.
 - g. Forestry: monitor and control tree harvesting, repair of grounds subjected to harvest, plan for usage of cleared areas, etc. (Inactive)
 - h. Pool: oversee operation of the pool and its personnel.
 - i. Fines and Enforcement: establish and oversee procedures to assess fines for documented offenses.
2. With the approval of the Board, the Chairman may also appoint such additional volunteer committees as are deemed necessary to carry out the duties and objectives of the Board. Currently, the appointed committees and their duties are:
- a. Covenants Committee: interpret provisions, make suggestions for changes and ballot items for Trustees, create a Policy and Procedures Manual to aid Trustees, and any other task requested of the Chairman.
 - b. Election Committee: organize, direct and count the votes for Trustee positions and any ballot issues presented to the Property Owners for consideration. All ballot mailings will be handled by this committee.
 - c. Beautification Committee: plan and implement improvements to common ground, using landscaping and other means. Cost and labor of all projects are the responsibility of committee.
 - d. Long Range Planning Committee: Plan for the continued growth of the Subdivision, plan for the change in county classification in the near future, make recommendations to the Board for Subdivision improvements/changes, and any other tasks that may be requested of the Chairman.