

## BY-LAWS OF PRAIRIE VIEW ESTATES (PVE)

Date of Revision: 04-18-2024

### Article I

#### NAME AND LOCATION

The name of the corporation is Prairie View Estates Association (PVE), hereinafter referred to as the "Association." There is no principal office of the corporation. Meetings of members and directors may be held at such places within the State of Iowa, County of Johnson, as may be designated by the Board of Directors.

### Article II

#### DEFINITIONS

Section 1. "Association" shall mean and refer to Prairie View Estates Association, its successors, and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the "Amended and Restated Protective Covenants and Restrictions of Prairie View Estates (PVE)" henceforth called Covenants, and such additions thereto as may hereafter be brought within the jurisdiction of the Association and are applicable to the Properties recorded in the Office of the Johnson County Recorder.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any numbered parcel of land shown and included within the Plats of Prairie View Estates, Parts One, Two, Three and Four, Johnson County, Iowa .

Section 5. "Owner" shall mean and refer to the record titleholder, whether one or more persons or entities, of a fee simple title to any Lot as defined in Section 4, including contract vendees, but excluding those having such interest merely as security for the performance of any obligation such as Mortgagees. "Owners" shall refer to the group of all those that own a Lot.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Covenants. When there are multiple Owners of a Lot or Lots, only one (1) vote shall be associated with that Lot.

### Article III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. Regular annual meeting of the members shall be held in the fourth quarter of the calendar 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 one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by e-mailing a copy of such notice, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's e-mail address last appearing on the books at the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place (or virtual platform), day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Covenants, or these ByLaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of their Lot.

### Article IV

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

Section 1. Number. The affairs of the Association shall be managed by a Board of five (5) directors, who must be members of the Association.

Section 2. Term of Office. At each annual meeting the members shall elect the directors for a term of three (3) years. The term of any director may be renewed for an additional three (3) year term.

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, their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Section 4. Compensation. The president, vice president, secretary, and at-large-member shall not receive compensation for services they may render to the Association. The Treasurer may be reasonably compensated due to the heavy workload of managing the significant financial affairs of the Association. Any director may be reimbursed for their actual expenses incurred in the performance of their 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, including through email communication. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### Article V

#### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting including by any of the current Board of Directors.

Section 2. Election. Election to the Board of Directors shall be by voice vote. 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 Covenants. The persons receiving the largest number of votes shall be elected.

#### Article VI

#### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semiannually, typically January and July, at such place and hour as declared 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, by not less than three (3) day's notice to each director.

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.

## 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) take action to enforce the provisions of protective Covenants;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these ByLaws, the Articles of Incorporation, or the Covenants;
- (d) employ a manager, an independent contractor, or such other/employees as they deem necessary, and to prescribe their duties;
- (e) pay bills incurred on behalf of the Association. The bills shall be paid, by the Treasurer on behalf of the Association. For any payment exceeding \$10,000, the treasurer shall seek approval by the Board.

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

- (a) cause and keep a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the members;
- (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 Covenants, to:
  - (1) fix the amount of the quarterly dues and special assessment against each Lot at least thirty (30) days in advance of each annual assessment period, which is January through December; with each quarterly payment due at the end of March, June, September, and December;
  - (2) send electronic notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each quarterly assessment deadline; and
  - (3) follow the policy in Section 6.05 of the Covenants to remedy dues, fees and assessment delinquencies; written complaints of Covenant violations; and nuisance violations.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (e) cause the Common Area to be maintained.

## Article VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The five (5) officers of this Association shall be a president, vice-president, secretary, treasurer, and one at-large member.

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

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for three (3) years unless they 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. 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 they replace.

Section 7. Multiple Offices. No person shall simultaneously hold more than one (1) of any of the Board offices.

Section 8. Duties. The duties of the officers are as follows:

- (a) 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, and other written instruments.
- (b) Vice President. The vice president shall act in the place and stead of the president in the event of their absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board.
- (c) Secretary. The secretary shall record the votes and keep 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; 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.
- (d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all

monies of the Association and shall disburse such funds on behalf 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 books to be reviewed by a minimum of two (2) officers of the Association at the completion of each fiscal year; shall prepare or oversee the preparation of all tax filings; 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.

- (e) At-large-member. Provides additional evaluation, insight and review of issues brought before the board.

#### Article IX

#### COMMITTEES

Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

#### 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 by contacting the Board President. The Covenants, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member on the PVE HOA web site.

#### Article XI

#### ASSESSMENTS

As more fully provided in the Covenants, each member is obligated to pay to the Association quarterly dues and any special assessments. Any quarterly dues and/or special assessments which are not paid when due shall be delinquent. If the quarterly dues and/or special assessment are not paid within ninety (90) days after the due date, the dues and/or assessment shall incur delinquency fees at rates defined in Section 3.07 of the Covenants. If the Owner fails to pay any assessments or fees when due, the Association shall follow the policy defined in Section 6.05 of the Covenants. Absent a response or remedy by the Owner, the Board may impose and recover delinquent assessments and fees through a qualified local collection agency. The Owner may also be responsible to pay any legal fees and fees related to the recovery of delinquent dues or assessments incurred by the collection agency. No Owner may waive or otherwise escape liability for the assessments and dues provided for herein by nonuse of the Common Area or abandonment of their Lot.

Article XII

CORPORATE SEAL

The Corporation has no seal.

Article XIII

AMENDMENTS

Section 1. These ByLaws 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. If deemed appropriate, the vote may also be accomplished by mail or drop box or by e-mail ballot.

Section 2. In the case of any conflict between the Articles of Incorporation and these ByLaws, the Articles shall control; and in the case of any conflict between the Covenants and these ByLaws, the Covenants shall control.

Article XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end of the 31st day of December of every year.

In Witness Whereof, we, being all of the directors of the Prairie View Estates Association, have duly adopted the ByLaws at a meeting of the Board of Directors held on the \_\_\_\_\_ day of \_\_\_\_\_, 2024.

President:

Rhys Gubler

Vice President:

Paul Hill

Secretary:

[Signature]

Treasurer:

Mary E. [Signature]

At-Large-Member:

Jane K. [Signature]