

BYLAWS
OF
H/A HOMEOWNERS ASSOCIATION

ARTICLE I

General Provisions

Section 1. Definitions.

A. "Association" means H/A Homeowners Association, an Iowa non-profit corporation, its successors and assigns.

B. "Declaration" means the Declaration of Restrictive and Protective Covenants and Conditions filed in the office of the Recorder of Dubuque County on the _____ day of _____, 1983, as Document No. _____, applicable to "Hickory Acres" located in Dubuque County, the most recent Plat of which is recorded in the office of the Dubuque County Recorder as Document No. 4012-78, which Plat is referenced here for descriptive purposes only.

C. "Articles" means the Articles of Incorporation for H/A Homeowners Association filed with the Secretary of State for the state of Iowa.

D. "Lots" means those platted lots as shown on the Plat of "Hickory Acres" which is recorded in the office of the Dubuque County Recorder as Document No. 4012-78, the owners of which are signators to the Declaration.

Section 2. Purpose of Bylaws. These Bylaws set forth certain rules and procedures concerning the conduct of the affairs of the Association. Said Association is the owner of and has exclusive control over the water system, sewer system and existing roadways at the Hickory Acres Subdivision in Table Mound and Mosalem townships in Dubuque County, hereinafter referred to as the "Common Property", and shall also have certain powers and controls as hereinafter set forth and as further set forth in the Articles of Incorporation for the Association and the Declaration over the Lots of the Subdivision and the buildings and other improvements now or hereafter to be constructed thereon, and all other easements, rights and appurtenances belonging thereto, and all other property, real, personal or mixed, intended for use in connection therewith.

Section 3. Applicability of Bylaws. These Bylaws are applicable to the Common Property, to the Lots and to the maintenance and use thereof where applicable. All present and future members of the Association,

as defined in the Declaration and the Articles, mortgagees, lessees, owners of Lots, and employees and guests of members, as well as all other persons who may use any facilities of the Common Property, are and shall be subject to these Bylaws, the Declaration, and the Articles. The acceptance of a deed or conveyance, the succeeding to title, the execution of a lease, or the act of occupancy of a Lot, shall constitute an agreement that these Bylaws, the Declaration, the Articles, and any Rules and Regulations which may be adopted in accordance therewith, are accepted, ratified, and will be complied with.

ARTICLE II

Association Members

Section 1. Membership. Each person or entity who holds an ownership interest qualifying them for membership pursuant to Article VIII of the Articles shall be a member and shall remain a member of the Association until such time as said ownership interest ceases for any reason, at which time the Association membership shall automatically terminate. No member may exempt himself or itself from paying Association dues or assessments by waiver of the use of or enjoyment of Common Property, by abandonment of his or its interest in a Lot, or by attempted surrender, sale or assignment of a membership interest in the Association, except as may be otherwise provided herein, in the Articles or in the Declaration.

Section 2. Annual Meeting. The annual meeting of the Association's members shall be held on the third Monday of January of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.

Section 3. Special Meeting. Special meetings of the members may be called by the president, by the board of directors or by not less than fifty-five percent (55%) of the members entitled to vote at the meeting.

Section 4. Place of Meeting. The board of directors may designate any place, either within or without the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all members may designate any place, either within or without the state of Iowa, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the state of Iowa.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the membership books of the Association, with postage thereon prepaid.

Section 6. Quorum of Members. Two-thirds (2/3) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number of voting by classes or otherwise is required by law, the Articles, these Bylaws or the Declaration.

Section 7. Proxies. At all meetings of the members, a member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting. Individual members of the Association shall not be entitled to vote in the affairs of the Association, except as a designate of a Lot. Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members; provided however, that election of Directors shall be by class of membership as provided herein, in the Articles and in the Declaration.

Section 9. Voting by Certain Members. Corporate members, domestic or foreign, may vote by such officer, agent or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Membership held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of Lot ownership into his name. Membership standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote without a transfer of Lot ownership into his name.

Section 10. Informal Action. Any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Section 11. Voting by Ballot. Voting on any question or in any election may be viva voce unless the presiding officer shall order or any member shall demand that voting be by ballot.

ARTICLE III

Board of Directors

Section 1. Powers. The business and affairs of the Association shall be managed by the board of directors. The board of directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts except acts which by law, by these Bylaws, by the Articles or by the Declaration, may not be delegated to the board of directors by the members. Such powers and duties of the Board of Directors shall include, without limitation (except as limited elsewhere herein, in the Articles or the Declaration) the following:

- A. Operation, care, upkeep and maintenance of the common properties;
- B. Determination of the assessments and charges required for the affairs of the Association;
- C. Collection of assessments and charges from the members;
- D. Employment and dismissal of the personnel necessary for the maintenance of the common property;
- E. Adoption of the rules and regulations covering the details of the maintenance, and the use of the common properties;
- F. Maintenance of bank accounts on behalf of the Association, and designating signatories required therefor;
- G. The obtaining and reviewing of insurance for the common property;
- H. Making repairs, additions and improvements to, or alterations of, the common properties;
- I. Enforcing obligations of the members, allocate from the expenses, and doing anything and everything else necessary and proper to the sound management of the common property;
- J. Borrowing money on behalf of the Association when required in connection with the operation, care, upkeep and maintenance of the common property;

K. Adjusting and settling claims under insurance policies, and executing and delivering releases and settlement of such claims, on behalf of the Association;

L. The Board of Directors shall be responsible for carrying out the duties imposed upon it under these Bylaws, the Declaration and the rules and regulations, if adopted, whether any Lot is occupied by the owner thereof, a permitted lessee, or other occupant.

Section 2. Characteristics. After the initial board of directors as set forth in the Articles, the board of directors shall consist of five persons, four of whom will represent Class A members and one of whom will represent Class B members if any. After January 1, 1989, or in the event that upon election of directors there are no Class B members, all five directors will represent Class A members.

Section 3. Election. At each annual meeting of the members or at a special meeting called for such purpose, Class A members, by majority vote, shall elect four directors and Class B members, if any, by majority vote, shall elect one director. Subsequent to January 1, 1989, or if prior to that date, there are no Class B members at the time of election, all five directors shall be elected, by majority vote, by Class A members.

Section 4. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of the members. The board of directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any three directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the board of directors called by him or them.

Section 6. Notice. Notice of any special meeting shall be given at least three days previous thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of the directors fixed by these Bylaws shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of directors are present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 9. Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the directors then in office, even if less than a quorum of the board of directors. A director so elected shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. The board of directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interests of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, or otherwise. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board, and of exercising board duties.

Section 11. Presumption of Assent. A director of the Association who is present at a meeting of its board of directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Informal Action by Directors. Any action which may be taken at a meeting of the directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 13. Architectural Review Committee. The Architectural Review Committee shall consist of three (3) members of the board of directors of H/A Homeowners Association plus one (1) representative of the developer. It will be the responsibility of this committee to review proposed construction, modifications, changes, additions or alterations by property owners pursuant to Section 32 of Article VI of the Declaration.

a. Construction Qualifying for Review. All buildings, fences, walls, tanks or other structures and erections, including any exterior additions, changes or alterations thereof, shall be

subject to review by the Architectural Review Committee and no construction, change, addition or alteration of same shall be made without written approval by the board of directors acting on a written recommendation from the Architectural Review Committee. Interior features of a residential structure are not subject to review except as may be necessary for determination of ground floor area of a proposed new residential structure.

b. Review Procedure. Prior to commencement of construction of any improvement of the nature above designated, there shall be submitted to the president of the Association the original plus three (3) photocopies (Xerox) of the application in the form and containing the information as shown on the attached APPLICATION FOR NEW CONSTRUCTION, ADDITIONS AND CHANGES - HICKORY ACRES. Attached to the application shall be one (1) set of applicant's original prints of plans showing the proposed construction plus three (3) legible photocopy sets of same. (Photocopies are intended to minimize cost to the applicant.) The date of receipt of the above will constitute the filing date of the application. The president shall immediately forward copies of the application and plans to the committee members. He shall retain the applicant's original plans for potential reference use and the original application for approval signatures. The applicant's original prints will be returned.

c. Hearing Procedure. Members of the Architectural Review Committee shall study the application individually and shall, as soon as reasonably possible, meet and review the proposal as a group. If the presence of the applicant is desired by the Architectural Review Committee, the applicant or the applicant's representative shall attend the meeting and review the proposal with the committee. The Architectural Review Committee shall take action on the proposal by recommending approval or disapproval or recommending approval subject to conditions. A majority vote of the members of the Architectural Review Committee shall constitute the approval or denial of the application and the building permit. Per Article VI, Section 32 of the Declaration, the plans and specifications shall be deemed to have been approved if not acted upon within thirty (30) days of the filing date.

d. Changes. As long as any of the currently platted lots in the subdivision remain unsold by the developer, there shall be no changes in the Architectural Review Rules or Procedures without the written consent of the developer. For the purpose of these rules, the term "Developer" shall mean K & K Building & Supply, Inc. or its successor in interest as "Developer".

ARTICLE IV

Officers

Section 1. Number. The officers of the Association shall consist of a president, a vice-president, a secretary and a treasurer,

and such assistant treasurers, assistant secretaries, or other officers as may be elected or appointed by the board of directors. Any two or more offices may be held by the same person. Officers must be members of the Association.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association, subject to the general powers of the board of directors. He shall preside at all meetings of the members and of the board of directors in lieu of a chairman. He may sign, with the secretary or any other proper officer of the Association thereunto authorized by the board of directors, membership certificates, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. In general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. The Vice-President. In the absence of the president or in the event of his inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all powers of and be subject to all the restrictions upon the president. The vice-president may sign, with the secretary or an assistant secretary, membership certificates and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. The Treasurer. If required by the board of directors the treasurer shall give a bond for the faithful discharge of his duties, in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association; and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. He shall in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. The Secretary. The secretary shall keep the minutes of the members and of the board of directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association's records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; sign with the president, or a vice-president, membership certificates, the issue of which shall have been authorized by resolution of the board of directors; have general charge of the membership books of the Association; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 9. Assistant Treasurers and Assistant Secretaries. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries as thereunto authorized by the certificates for shares of the Association, the issue of which shall have been authorized by a resolution of the board of directors. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors.

Section 10. Salaries. No officer shall receive any compensation from the Association for acting as such.

Section 11. Execution of Documents. All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any two (2) officers of the Association or by such other person or persons as may be designated by the Board of Directors, except as otherwise provided in the Articles or Declaration.

ARTICLE V

Books and Records

The board of directors or its designate shall at all times keep complete and detailed records of the actions of the board, minutes of

board meetings and member meetings, and financial records and books of account of the Association. Copies of these Bylaws, the Articles and the Declaration shall be maintained at the registered office of the Association. All of the books and records of the Association shall be subject to reasonable inspection by the members.

ARTICLE VI

Seal

The Association shall have no seal.

ARTICLE VII

Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation under the provisions of law or under the provisions of the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be equivalent to the giving of such notice.

ARTICLE VIII

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the board of directors of the Association by a majority vote of the directors present at the meeting. It is provided, however, that those provisions of these Bylaws which are covered by the Articles or the Declaration may not be amended except as provided in the Articles or applicable law; and it is further provided that any matter which is in fact covered by the Declaration may not be amended except as provided therein.

ARTICLE IX

Conflicts

In the event these Bylaws shall in anyway be in conflict with the provisions of the Declaration or the Articles, the Declaration shall first control and the Articles shall control in the event there is no conflict between the Articles and the Declaration.

The foregoing are the Bylaws of H/A Homeowners Association as adopted at a special meeting of the board of directors of said Association held on _____, 1983.

Secretary

ATTEST:

Chairman