

**BYLAWS
OF
COUNTRY CLUB WEST OWNERS ASSOCIATION**

These are the Bylaws of Country Club West Owners Association (hereinafter referred to as "Association"), a corporation organized pursuant to Chapter 504A of the Code of Iowa for the purpose of performing the functions described in the Declaration of Covenants for Country Club West dated January 29, 19 92 and recorded in Book 710, Page 843 in the records of the Recorder of Dallas County, Iowa (hereinafter referred to as "Declaration") and to provide an entity to own, operate and maintain certain Common Areas situated in Dallas County, Iowa, as that term is defined in the Declaration for and on behalf of the owners of certain real property situated in Dallas County, Iowa, described as:

Lots 1 through 73, inclusive, and Outlots A and B, all in COUNTRY CLUB WEST PLAT 3, an Official Plat, City of Clive, Dallas County, Iowa; and

such other Additional Property submitted to the terms of the Declaration.

If not specifically defined herein, capitalized terms stated in these Bylaws shall have the meaning set forth in the Declaration.

**I.
MEMBERS AND VOTING RIGHTS**

1. A. Membership. The owner or owners of the real property subject to the Declaration or any subdivisions thereof shall be members of the Association; provided, however, in the event that any portion of the property subject to the Declaration is submitted to a horizontal property regime (condominium) or an owners association is established in connection with an attached housing development, the owners association or counsel of co-owners shall be the member in this Association. Membership shall be appurtenant to the ownership of the real property and shall be indivisible from such ownership.
- B. Voting Rights. Each member of the Association shall have a right to vote concerning the affairs of the Association. The number of votes for each member shall be determined in accordance with the provisions of the Declaration. In no event shall any allocation of votes in accordance with the Declaration deny the right of each lot to have at least one vote.

NOTWITHSTANDING THE ABOVE, THE DECLARANT SHALL BE THE SOLE VOTING MEMBER OF THE ASSOCIATION UNTIL SUCH TIME AS DECLARANT NO LONGER OWNS ANY PORTION OF THE FOLLOWING-DESCRIBED REAL PROPERTY:

OUTLOTS A, B, C (EXCEPT THAT PART DESCRIBED AS PEARSON ESTATES PLAT 3), D, E AND F, ALL IN COUNTRY CLUB WEST PLAT 1, AN OFFICIAL PLAT, CLIVE, DALLAS COUNTY, IOWA,

OR UNTIL THE DECLARANT WAIVES THIS RIGHT TO BE SOLE VOTING MEMBER, WHICHEVER FIRST OCCURS. SO LONG AS DECLARANT IS THE SOLE VOTING MEMBER OF THE ASSOCIATION, IT SHALL HAVE THE RIGHT TO ELECT ALL DIRECTORS.

2. An owner of record shall be recognized as a member without further action for so long as he or she owns an ownership interest. If ownership is acquired but not of record, or if acquired other than by way of conveyance or other formal instrument of transfer (such as by death, judicial act or dissolution), the person acquiring or succeeding to ownership shall present to the Association evidence satisfactory to it of facts evidencing lawful ownership status prior to the exercise of any rights as a member of the Association. Failure to provide such evidence shall not, however, relieve any owner of his membership obligations. A fiduciary or other official acting in a representative capacity shall exercise all membership rights and privileges of the owner which he or she represents. In cases of conflict, ownership of the legal title to the real property subject to the Declaration shall be conclusively established by the records of the Recorder of Dallas County, Iowa.
3. If more than one person is an owner of the same property, all such owners shall be members and remain jointly and severally liable for all membership obligations. In such cases, or if more than one fiduciary or other official is acting in the premises, the votes entitled to be cast by the owner of that property shall be cast by the person named for the purpose on a certificate signed by all such owners or fiduciaries or other officials and filed with the Association, and such person shall be deemed to hold votes appurtenant to such unit for the purposes of voting and determine the representation of such property owner at any meeting or for purposes otherwise provided herein. If such certificate is not executed and filed with the Association, such membership shall not be in good standing and the vote or votes appurtenant to that property shall not be considered in determining a quorum or any vote or for any other purpose until this Bylaw is complied with. Such certificate shall continue in force until revoked in writing and filed with the Association's secretary.

**II.
MEMBERS' MEETINGS**

1. The annual and any special meeting shall be held at a time and at a place chosen by the Board of Directors, and all such meetings, annual or special, shall be held at such particular time and place as is set forth in the Notice thereof. The first annual meeting shall be held at a time and place chosen by the initial Board of Directors within twelve (12) months following the sale of all non-Common Area property subject to the Declaration or, if earlier, within 12 months of the waiver of Declarant's right to be the sole voting member of the Association.
2. A special meeting shall be held whenever called by the President, or, in his absence or disability, the Vice President, or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast 33 1/3% of the votes of the entire membership.

3. The Secretary or his designate shall give written notice to each member of the annual meeting. The person or persons calling a special meeting pursuant to paragraph 2 shall give like written notice of such special meeting. All notices shall set forth the time and place and purpose or purposes for which the meeting will be held. No action shall be taken at a special meeting which is not directly related to the purpose or purposes stated in the notice of meeting for which such meeting is held.
4. Notice of a members' meeting shall be given by mailing or delivering the same not less than ten (10), nor more than thirty (30), days prior to the date of the meeting. Notice shall be deemed duly given if mailed by first class mail to the member at the address of his property within the property subject to the Declaration, unless at the time of giving such notice he has given written direction, delivered to an officer or member of the Board of Directors, specifying a different mailing address to be carried on the rolls of the Association. If more than one person is an owner of the same parcel of real property or if more than one fiduciary or other official is acting in the premises, notice shall be deemed given when given in accordance with this paragraph to the person named in the certificate filed with the Association in accordance with paragraph 3 of Article I. Notice of any meeting may be waived in writing by the person entitled thereto. Notice given pursuant hereto shall be sufficient if given to all such owners of record with the Association Secretary as of the date of mailing.
5. A quorum at a members' meeting shall consist of the presence of members or other persons in person or by proxy, holding a majority of votes outstanding. The acts carried or approved by a vote of a majority of the votes represented at a meeting at which a quorum is present shall constitute the acts of the members unless a different rule is provided herein or by the Articles of Incorporation, or other agreement to which the Association is a party. The President, or, in his absence or disability, the Vice President shall preside at each members' meeting; if neither the President or the Vice President is available to preside, a chairman shall be elected by the members present at such meeting. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirements herein and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided such subsequent meeting shall be held sixty (60) days following such preceding meeting.
6. At any membership meeting, the presence of an owner and the exercise of the voting rights of an owner or person entitled to cast votes, by proxy shall be permitted and recognized provided such proxy must be in writing and signed by the person holding membership or entitled to cast votes and shall set forth the legal description of the property with respect to which such rights are appurtenant, the number of votes appurtenant thereto and the period for which the proxy is to be in force and effect. The decision of the Board of Directors as to the sufficiency of any proxy for recognition shall be final and not subject to appeal to the members.
7. At all meetings the order of business shall consist of the following:
 - A. Election of chairman, if required.
 - B. Calling roll and certifying of proxies.
 - C. Proof of notice of meeting or waiver of notice.

- D. Reading and disposal of unapproved minutes.
- E. Reports of officers, if applicable.
- F. Reports of committees, if applicable.
- G. Election of Directors, if applicable.
- H. Unfinished business.
- I. New business.

III. BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of not less than three (3) nor more than seven (7) directors. The initial Board shall consist of such person(s) as set forth in the Articles of Incorporation. The initial Board shall serve until the first annual members' meeting. From and after such first annual meeting of the members, the Board of Directors shall be selected from the members of the Association. An officer or designated agent of a corporate member qualifies to serve as a Director.
2. At the first annual members' meeting and each meeting thereafter, not less than three (3) nor more than seven (7) Directors shall be elected and the term of office of each Director shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner as elsewhere provided.
3. Each Director shall be elected by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast at the annual meeting of the members of the Association. Each person entitled to vote shall be entitled to vote for as many nominees as there are vacancies to be filled by election and each member shall be elected by separate ballot (unless provided otherwise by unanimous consent of the members).
4. Except as provided in Paragraph 5 of this Article, vacancies in the Board of Directors may be filled until the date of the next annual meeting by a vote of a majority of the Directors remaining in office regardless of whether those remaining constitute a quorum.
5. The initial Directors shall be subject to removal and replacement only by Declarant. Thereafter a Director may be removed by concurrence of two-thirds (2/3) of the members of the Association at a special meeting called for that purpose. The vacancy in the Board of Directors so created shall be filled by the persons entitled to vote at the same meeting.
6. The initial Directors, and officers selected by the initial Directors, shall serve without compensation; thereafter, Directors shall receive such compensation and expenses as is approved by the persons entitled to vote at any annual or special meeting.
7. An organization meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected. No further notice of the organization meeting shall be necessary.
8. A majority of the Board may, by resolution, set the time and place for regular meetings of the Board and no notice thereof shall be required until such resolution is modified or rescinded. Special meeting of the Directors may be

called by the President, Vice President, or any two Directors provided not less than two days' notice shall be given, personally or by mail, telephone, or telegraph, which notice shall state the time, place and purpose of the meeting.

9. A quorum, at a Directors' meeting shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting duly called at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by Declaration or these Bylaws.
10. The presiding officer of a Directors' meeting shall be the President or in his absence, the Vice President. In the absence of the President and Vice President, the Directors present shall designate one of their number to preside.
11. The Board of Directors, by resolution approved by all members thereof, may designate from among its members such committees as it deems advisable and by resolution provide the extent and manner to which the same may have and exercise the authority of the Board.

IV. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

All of the powers and duties of the Association shall be exercised by the Board of Directors including those existing under the common law and statutes and the Articles of Incorporation, Such powers and duties of the Directors shall include in addition to those elsewhere provided for but shall not be limited to the following:

1. To enforce the terms of and carry out the obligations set forth in the Declaration.
2. To make and collect assessments against members for all common expenses.
3. To use the proceeds of assessments in the exercise of its powers and duties.
4. The maintenance, repair, replacement, and operation of the common areas and improvements located thereon and making or providing for payment for all such work and approving or delegating to the officers authority to approve vouchers therefor.
5. The reconstruction, repair, restoration, or rebuilding of the common area property after casualty; the construction of new improvements or alterations if authorized; to make and amend regulations respecting the use and occupancy of the common area property and to permit or forbid an action or conduct within the discretion committed to them in these Bylaws, and Resolutions of the members.
6. To enforce by legal means the provisions of the Articles of Incorporation, the Bylaws of the Association, the Declaration and the regulations for the use of the common area property; and to take legal action in the name of the Association and on behalf of its members, including the imposition of penalties and fines against members of violation.

7. To contract for management of the common areas and to delegate to such contractor any or all powers and duties of the Association except such as are specifically required by the Bylaws, or Resolution of the members to have approval of the Board of Directors or the membership of the Association.
8. To employ, designate, and remove personnel to perform the services required for proper operation of the common areas.
9. To carry insurance upon the common area property and insurance for the protection of unit owners, occupants, and the Association.
10. To pay the cost of all power, water, sewer, and other utility or other services rendered to the common area.
11. To conduct all votes or determinations by members other than at a membership meeting.
12. To borrow money from any bank, lending institution or agency for the use and benefit of the Association, and to secure the loan or loans by pledge of the assets of the Association, and from time to time to renew such loan and give additional security.
13. To do such other acts as are necessary and proper to effect the purpose of the Association as stated in these Bylaws and Articles of Incorporation provided such acts are not otherwise prohibited.

V. OFFICERS

1. The officers of the Association shall be the President, who shall be a Director, a Vice President, who shall be a Director, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors and may be pre-emptorily removed and replaced by vote of the Directors at any meeting. The initial officers and their successors until the first annual meeting shall be chosen by the initial Board of Directors and shall serve until the first annual membership meeting. The Board of Directors may from time to time create and fill other offices and designate the powers and duties thereof. Each officer shall have the powers and duties usually vested in such office, and such authority as is committed to the office by the Bylaws or by specific grant from the Board, but subject at all times to the provisions of the Bylaws and to the control of the Board of Directors.
2. The President shall be the chief executive officer of the Association. He shall preside at all membership meetings and meetings of the Board of Directors and shall have power to appoint committees from among the members to assist in the conduct of the affairs of the Association.
3. The Vice President shall preside over membership meetings in the absence or disability of the President, and shall otherwise exercise the powers and duties of the President in the event of the absence or disability of the President, and shall generally assist the President and exercise such other powers and duties as are prescribed by the Directors.
4. The Secretary shall keep the minutes of all proceedings of membership and meetings and Directors' meetings and shall have custody and control of the

minute book of the Association, and shall keep or be in charge and control of the records of the Association except those of the Treasurer.

5. The Treasurer shall have control of the funds and other property of the Association and shall keep the financial books and records thereof.
6. The compensation of all officers and employees shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee, nor the contracting with a Director for the management of the Association.
7. Any instrument affecting an interest in real estate shall be executed pursuant to the terms of Article IX of the Articles of Incorporation.

VI. FISCAL MANAGEMENT

1. The Board of Directors shall adopt a budget for each calendar year (which shall be the Association's fiscal year for tax purposes) and shall establish maintenance and special assessments as provided for in the Declaration.
2. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the moneys of the Association shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by such persons as are authorized by the Directors.
3. An accounting of the Association's books shall be made annually and a copy of the report shall be made available for inspection by each member not later than ninety (90) days after the close of the fiscal year for which the report is made.

VII. AMENDMENT

1. Prior to the first annual members' meeting, these Bylaws may be amended, altered, repealed or new Bylaws adopted by the initial Board of Directors. At and after the first annual members' meeting, these Bylaws may be amended, altered, repealed or new Bylaws adopted by the members at a regular or special meeting of the members upon the affirmative vote of two-thirds of the votes outstanding.
2. At and after the first annual members' meeting, no amendment may be adopted at either a special or regular membership meeting if not included in the notice thereof, except if notice of the proposed amendment has been given, a different amendment relative to the same subject matter may be adopted by those present, in person or by proxy and possessing the requisite percentage of membership and voting units, provided further no vote by proxy may be counted unless the proxy expressly provides for such contingency. Notice referred to herein shall be given in the manner prescribed in Article II Section 3 of these Bylaws and shall be given to the persons described in Article II Section 4 and the holder of any first mortgage of record which has notified the Association of his interest. More than one proposed amendment may be included in the notice of a meeting.

3. No modification or amendment of these Bylaws shall be effective if the same results in an amendment, modification or change in the terms of the Declaration, unless the Declaration is properly amended in accordance with its terms.
4. No modification or amendment of these Bylaws shall be effective unless set forth in an amendment executed and recorded in the office of the Recorder of Dallas County, Iowa. Upon such recording, the amendment shall be effective against all persons regardless of whether such person had an ownership interest at the time the amendment was adopted.

IX. DISSOLUTION OR LIQUIDATION

1. The Corporation shall not be voluntarily or dissolved or dissolve without the prior written consent of the City of Clive. To that end, the City of Clive shall be deemed a voting member for the purposes of voting on a resolution recommending that the corporation be dissolved, and the City of Clive for such vote shall be deemed to possess 51% of the outstanding votes in the corporation.

X. CONFLICTS

1. If the Provisions of these Bylaws conflict with the express provisions of the Declaration, the provisions of the Declaration shall control.

XI GENERAL PROVISIONS

1. The invalidity of any portion or provision of these Bylaws shall not affect the validity of the remaining provisions or portions hereof.
2. The Association shall not have a corporate seal.
3. The Board of Directors may require fidelity bonds from all directors, officers, or agents handling or responsible for Association funds and the expense of such bonds shall be a common expense of the Association.
4. The Association shall at all times maintain complete and maintain accurate written records of each unit and owner and the address of each, and setting forth the status of all assessments, accounts and funds pertinent to that unit and owner. Any person may rely on a certificate made from such records by an officer or agent of the Association as to the status of all assessments and accounts.
5. Each member shall have the obligations as such member as are imposed upon him by the recorded documents as an owner, and no member shall have any power or authority to incur a mechanic's lien or other lien effective against the common area property.
6. The Board of Directors may in its discretion issue written evidence of membership but the same shall be evidence thereof only and shall in no manner be transferrable or negotiable, and the share of the member in the assets of the Association cannot be assigned, hypothecated, or transferred in

any manner except as an appurtenance to such assignment, hypothecation, or transfer of the property.

7. No provision or restriction otherwise void by reason of application of the rules against perpetuities or Section 558.68 of the Code of Iowa shall continue for a period longer than the life of the last to survive of the owners and shareholders of the Declarant and their children in being at the time of the initial recording of the Declaration and twenty-one (21) years thereafter.
8. Each owner or the lessee of his unit as applicable shall have a right to use and enjoy the common elements provided such use shall be limited to the use permitted by the Declaration and other rules and regulations of the Association.

ARTICLE XII INDEMNIFICATION

Section 1: Indemnification: Third Party Actions. Except for any prohibition against indemnification specifically set forth in these by-laws or in Chapter 504A, Code of Iowa, at the time indemnification is sought by any Member, director, officer, employee, volunteer or agent of the corporation, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Member, director, officer, employee, volunteer or agent of the corporation, or is or was serving at the request of the corporation as a Member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (such serving as a director, officer, employee or agent of the corporation or at the request of the corporation referred to herein as "serving on behalf of or at the corporation's request"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

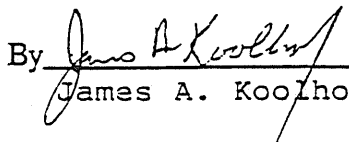
Section 2: Indemnification: Further Provisions. If a Member, director, officer, employee, volunteer or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 1; such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or (2) in a written opinion by special independent counsel selected by the Board of

Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or (3) if the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate. Expenses incurred by defending a civil or criminal action, suit, or proceedings may be paid by the corporation in advance of the final disposition of such action, suit or proceedings as authorized in the manner provided in this Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the articles of incorporation or by-laws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the articles of incorporation or by-laws, by any agreement, or otherwise, for any breach of a duty of loyalty to the corporation or its Members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a Member, director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the corporation's request against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions hereof.

These Bylaws are hereby adopted as the Bylaws of Country Club West Owners Association this 10th day of January, 1995.

COUNTRY CLUB WEST OWNERS
ASSOCIATION

By 
William E. Kline, Director

By 
James A. Koozhof, Director

By 
R. Michael Knapp, Director