BK: 2020 PG: 17945
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County Recording Fee: $67.00
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Combined Fee: $71.25
Revenue Tax:
Chad C. Airhart Recorder
Dallas County, Iowa

AMENDED AND RESTATED BY-LAWS
FOR
NAPA VALLEY OWNERS ASSOCIATION

Preparer information and upon recording return document to:

Leon Shearer
Shearer Law Firm, P.C.
31817 Napa Valley Dr.
Waukee, IA 50263
515 480 3334

Grantor: Napa Valley Owners Association
Grantee: To Whom it May Concern

Legal Description: See Page 1 and 2.

Related Documents: Amended and Restated By-Laws for Napa Valley Owners Association dated July 20, 2020.

Document prepared by and after filing return to Leon Shearer, Shearer Law Firm, P.C. 31817 Napa Valley Dr., Waukee Iowa 50263.
Phone # 515 480 3334

AMENDED AND RESTATED
BY-LAWS
FOR
NAPA VALLEY OWNERS ASSOCIATION

These are the Amended and Restated By-Laws effective as of the July 15, 2020 annual Members meeting of NAPA VALLEY OWNERS ASSOCIATION (hereinafter referred to as "Association"). A corporation organized to perform the functions described in the Declaration of Covenants. Conditions and Restrictions for Napa Valley Estates dated December 31, 1987, of the records of the Recorder of Dallas County, Iowa, as amended from time to time (hereinafter referred to as "Declaration") and to provide an entity to own, operate and maintain property for the use and benefit of Association members and other certain Common Areas situated in Dallas County, Iowa, as that term defined in the Declaration for and on behalf of the owners of certain real property situated in Dallas County, Iowa, described as:

"All properties, lots, and out lots described in

NAPA VALLEY ESTATES Plat 1, an Official Plat, Dallas County, Iowa

NAPA VALLEY ESTATES Plat 2, an Official Plat, Dallas County, Iowa

NAPA VALLEY CREST, an Official Plat of Out lot V in NAPA VALLEY ESTATES Plat No. 1, an Official Plat, Dallas County, Iowa

This includes any amendments, or modifications, including without limitation, the replat of Lot 90 in NAPA VALLEY ESTATES Plat 1, and the replat of Lot 22 in NAPA VALLEY ESTATES Plat 2.

(hereinafter referred to as the "Properties")"

(said property for the use and benefit of Association members and Common Areas herein together referred to as "Property").

All of the provisions of the Declaration are hereby incorporated in these By-laws by this reference as if fully set forth herein. The following provisions of the By-laws are amended as of these Bylaws: The first and second paragraphs, Art. I Secs. 1, 2 and 3, Art. II Secs. 4, 5 and 6, Art. III Secs. 7 and 8, Art. IV Secs. 4, 5, 6, 7, 8, 9, 10 and 13, Art. V Sec. 6, Art 6, Sec. 5, Art. VII Sec. 2, Art. VIII and Art. IX.

MEMBERS AND VOTING RIGHTS

1. The members of the Association shall be the owners of record of each lot in the above-described real estate described in the Declaration of Covenants, the Restated Declaration of Covenants and the Restated and Amended Declaration of Covenants, Conditions and Restrictions for Napa Valley Estates or any amendments thereto (hereafter the "Declaration"). The number of votes and voting rights for the members shall be as provided for in the Declaration. Additional members may be admitted in the event that additional lands arc submitted in accordance with the provisions of the Declaration.

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, privileges and duties of the owner which he or she represents.

3. If one or more persons own a Lot, one owner may vote the membership rights of that Lot. If any such multiple owners disagree with the right of another multiple co-owners to vote, they shall advise the Association and the Board shall suspend all voting rights of that Lot until the parties agree on such rights.

II.

MEMBERS' MEETINGS

1. The annual meeting shall be held at a time and at a place within Polk or Dallas County, Iowa, chosen by the Board of Directors, on the third (3rd) Monday in May unless changed by action of the Board of Directors. All special meetings shall be held at such particular time and place as is set forth in the Notice thereof.

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 or any special meeting pursuant to paragraph 2. All notices shall set forth the time and place and purpose or purposes for which the meeting will he 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 personally, by mail or by email not less than twenty (20), nor more than sixty (60), 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 Properties, or emailed to the member at the email address given by the member to the Association, unless at the time of giving such notice the member has given written direction, delivered to an officer or member of the Board of Directors, specifying a different mailing or email 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 he 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 on the rolls of the Association 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, entitled to cast fifty percent (50%) of the votes outstanding. The acts carried or approved by a vote of a majority of 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 the absence or disability of the President, the Vice President, or in the absence or disability of the Vice President, the Treasurer, Secretary or another Board member shall preside at each members' meeting; if none of those officers or Board members are available to preside, a person to preside 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 within 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 a person holding membership. It shall set forth the address of the property with respect to which such rights are appurtenant and clearly state the issues for which the proxy may be voted. The period for which the proxy is to be in force and effect may not exceed the longer of sixty (60) days or sixty (60) days after the preceding membership meeting was scheduled if it was

adjourned to achieve a quorum pursuant to paragraph II.5. 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 agenda established by the Board of Directors. Any additions may be made at least ten (10) days in advance by a petition signed by 10 members and submitted to the Board of Directors or the President.

III.

BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of seven (7) directors. The Board of Directors shall be selected from the members of the Association.

2. Commencing as of January 22, 2008, the Board of Directors consisted of seven members selected from the members of the Association by the Developer and Declaration for staggered terms of 2 members for a term of one year, 2 members for a term of two years, and 3 members for a term of three years. The initial one-year terms run until June 30, 2009. The initial two-year terms run until June 30, 2010. The initial three-year terms run until June 30, 2011. All other terms run for a period of three years from July 1 to June 30 three years later. Such Directors shall serve until the end or the scheduled term or until the Director's successor is duly elected and qualified or until such Director is removed in the manner as elsewhere provided.

3. At the Annual Meeting, Directors whose term will end shall have their successor elected pursuant to the following procedure:

a) At least one (1) candidate for each vacancy must he proposed.

b) The Nomination Committee shall be the Directors and such additional members as the Directors select.

c) The slate of candidates will be announced no less than thirty (30) days before the Annual Meeting.

d) Members may add other candidates by submitting in writing a name of a member with written recommendations of ten (10) members to the Secretary at least thirty (30) days before the Annual Meeting.

e) A vacancy shall be filled by the candidate receiving the most votes at the Annual Meeting by secret ballots.

4. 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. 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.

6. The Directors and officers shall serve without compensation.

7. No Board member may serve over two (2) three-year terms consecutively; provided, however, if the Board appoints a person to the Board to fill a vacancy the period of that appointment shall not be counted as a three-year consecutive term, and if a person is elected at a members meeting to the Board and that person's term will be for a period of less than three (3) years that term shall not be counted as a three-year consecutive term.

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, fax or email, which notice shall state the time, place and purpose of the meeting. Notice of any meeting may be waived in writing by the person entitled thereto. The board will attempt to distribute the proposed agenda by e-mail or if available on a Napa Valley web site at least 48 hours before the meeting.

9. A quorum, at a Directors' meeting shall consist of a majority of the entire Board or 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 By-Laws.

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, removal and operation of the Property and improvements located thereon and making or providing for payment for all such work and approving or delegating to the officer's authority to approve vouchers therefore.

5. The reconstruction, repair, restoration, or rebuilding of the Property after casualty; the construction of new improvements or alterations if authorized; to make and amend regulations respecting the use and occupancy of the Property and to permit or forbid an action or conduct within the discretion committed to them in these By-Laws, and Resolutions of the members.

6. To enforce by legal means the provisions of the Articles of Incorporation, the By-Laws of the Association, the Declaration and the regulations, including without limitation for the use of the 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 for violations thereof.

7. To contract for management of the Property and to delegate to such contractor any or all powers and duties of the Association except such as are specifically required by the By-laws, 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 Property.

9. To carry insurance upon the 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 Property.

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 grant easements on or over all Property for any public improvements, including roads, sewer, water or gas.

14. To negotiate and recommend the terms of connection to or use of a sewer system or water system from any city, county or other governmental agency for use by the members of the Association and upon the approval of a two-thirds (2/3) vote by members entitled to vote to agree to such terms.

15. To negotiate the terms of annexation to any city, to recommend such terms to members and with approval of a two-thirds (2/3) vote by members entitled to vote the Common Area for such an annexation.

16. To develop, sell for development or enter into any agreement for development regarding any Common Area upon the approval of a two-thirds (2/3) vote of the members entitled to vote. Development will be construed broadly to include selling lots, adding town houses or condominiums or any similar use. Development shall be construed broadly to include replotting any Common Area or entering into joint venture arrangements.

17. To do such other acts as are necessary and proper to affect the purpose of the Association as stated in these By-Laws 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 peremptorily removed and replaced by vote of the Directors at any 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 By-Laws or by specific grant from the Board, but subject at all times to the provisions of the By-Laws 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 Board of Directors will select the officers by a secret ballot at the first meeting following the new terms of newly elected Board members. They shall vote for each office. All Board members are eligible unless they withdraw. Each vote will eliminate the low vote receiver until a majority vote is achieved. No officer may serve more than two (2) consecutive one-year terms in any position.

7. Any instrument affecting an interest in real estate shall he 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 income tax purposes) which shall include the estimated funds required to defray the common expenses and to provide and maintain funds for the following accounting categories according to good accounting practices:

a) Current expenses which shall include all funds and expenditures to be made within the year for which the funds are budgeted, including a reasonable allowance for the contingencies and working funds, except expenditures chargeable to reserves or to additional improvements. The balance of this fund at the end of each year shall be applied to reduce the assessments for current expenses for the succeeding year.

b) Reserve for deferred maintenance, which shall include funds for maintenance items which occur less frequently than annually.

c) Reserve for replacement which shall include funds for repair or replacement required because of damage, destruction, depreciation or obsolescence.

2. The Board of Directors shall assess against each property, and the owners thereof shall be liable for, a share of the items in the budget adopted pursuant to Paragraph 1 which bears the same ratio to the total budget as the number of votes appurtenant to such property bear to the total votes of all members of the Corporation. Such share shall be assessed for the fiscal year for which the budget was prepared annually in advance and notice of such assessments shall be mailed or delivered not less than thirty (30) days prior to the first day of such fiscal year. Such assessment shall be due and payable from the respective property owner or owners in installments, no more frequently than monthly,

each installment being due and payable the first day of each calendar month, which day falls within such fiscal year. In the event the annual assessment proves to be insufficient, the budget and assessments therefore may be amended at any time by the Board of Directors with thirty (30) days prior notice. The additional amount so budgeted shall be assessed to each owner in the same manner as assessments for the annual budget and shall be prorated along with the remaining installments due and payable in such year.

3. Special assessments for capital improvements shall be made only in accordance with the provisions of the Declaration, as amended from time to time.

4. The holder of a first mortgage on any property, upon its filing written request with the Association, shall be given written notice from the Association of any default by the mortgagor in the performance of the mortgagor's obligations under these By-Laws, which is not cured within thirty (30) days.

5. All sums assessed and unpaid, and all penalties and fines imposed under paragraph IV.6, shall be increased by ten percent (10%) each month after sixty (60) days. All sums assessed but unpaid including, but not limited to, interest shall constitute a lien on such real properly prior to all other liens except (1) tax liens on the unit in favor of any assessing unit and special district, and (2) all sums unpaid on the first mortgage of record. Such lien may be foreclosed by the Association in the manner provided for the foreclosure of mortgages contained in the Code of Iowa in which event the unit owner shall be required to pay a reasonable rental for the unit. The Association may sue for money judgment for unpaid assessment and interest or sums due without foreclosing or waiving any lien which it holds. The Association has the right to collect attorney's fees, filing fees, or collection agency fees incurred in collecting such unpaid fees.

6. If a mortgagee or purchaser of a property obtains possession as a result of foreclosure of a first mortgage, or deed in lieu of foreclosure, such mortgagee or purchaser, his successors and assigns, shall not be liable for the assessments chargeable to such property due prior to the acquisition of possession and such unpaid assessments shall thereafter be deemed to be common expenses collectible from all owners including the mortgagee or purchaser, his successors and assigns, all without prejudice to the right of the Association to collect the same from the defaulting unit owner personally. The owner, pursuant to a voluntary conveyance or by inheritance or devise, shall be jointly and severally liable with the grantor or prior owner for all unpaid assessment against the grantor or prior owner but without the prejudice to the right of such grantee or devisee to recover from grantor the amounts paid therefor. The grantee or other successor interest of an individual subject to a levy of assessment on account of default shall be liable for any such special assessment.

7. 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 such persons as are authorized by the Directors.

8. 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. These By-Laws and the Articles of Incorporation may be amended, altered, repealed or new By-Laws or Articles of Incorporation adopted by the members at a regular or special meeting of the members upon the affirmative vote of two-thirds (2/3) of the members present at such a meeting except any provision that specifies the number of required votes for any action may only be amended by a like number of votes.

2. No amendment may be adopted at either a special or regular membership meeting if not included in the notice thereof; provided, however, 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, only if notice of that different amendment was given not less than ten (10) days before the meeting; provided further, however, no vote by proxy may be counted on that different amendment unless the proxy expressly provides for such contingency of a different amendment. Notice referred to herein shall be given in the manner prescribed in these By-Laws and shall be given to the members.

3. No modification or amendment of these By-Laws or the Articles of Incorporation 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 By-Laws 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.

VIII.

CONFLICTS

If the provisions of these By-Laws conflict with the express provisions of the Declaration, the provisions of the Declaration shall control.

IX.

GENERAL PROVISIONS

1. The invalidity of any portion or provision of these By-Laws 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 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, the Declarant and their children in being at the time of the initial recording of the Declaration of Condominium to the Regime and twenty-one (21) years thereafter.

8. All prior amendments are incorporated herein and if omitted shall be deemed invalidated. Specifically, the Second Amendment dealing with security gate assessments is specifically cancelled.

These By-Laws are hereby adopted as the By-Laws of NAPA VALLEY OWNERS ASSOCIATION as of July 15, 2020 by the Directors of the Corporation.

NAPA VALLEY OWNERS ASSOCIATION

By ______________________
Scott Politte, President

STATE OF IOWA)
) ss:
COUNTY OF POLK)

On this 20th day of July 2020, before me, the undersigned, a Notary public in and for the State of Iowa, personally appeared Scott Politte, to me personally known, who, being by me duly sworn, did say that she is the President of Napa Valley Owners Association executing the within and foregoing instrument to which this is attached; that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that she as President acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by her voluntarily executed.

SOMKIT THONGSOUK
Commission Number 800450
My Commission Expires
November 22, 2021

____
Notary Public for the State of Iowa