

AMENDED AND RESTATED BYLAWS OF THE
OXFORD HILLS HOMES ASSOCIATION

ARTICLE I - Definitions

Section 1. “Association” as used herein shall mean and refer to the Oxford Hills Homes Association, a Kansas not-for-profit corporation, its successors and assigns.

Section 2. “Declaration” shall mean the Declaration creating Oxford Hills Homes Association as filed of record in Volume 1154, Pages 274-278, Document No. 1077883 on October 1, 1976, in the Office of the Register of Deeds of Johnson County, Kansas.

Section 3. “Property” or “Properties” shall mean and refer to Lots 1 through 61 of [First] Plat of Oxford Hills, as filed for record on November 12, 1975 in the Office of the Register of Deeds of Johnson County, Kansas, and Lots 62 through 109 and Lots 121 and 122 of Oxford Hills Second Plat, as filed for record on December 12, 1977 in the Office of the Register of Deeds of Johnson County, Kansas. All such Properties are subject to the Declaration.

Section 4. Any reference herein to “he” or “his” shall also mean “she” or “her” where appropriate, as no distinction based on the gender of any member is intended.

ARTICLE II - Membership

Section 1. Any person who shall be the record owner of Property shall be a member of the Association.

Section 2. If legal title to Property is held by a corporation, then the Board of Directors of said corporation, by appropriate resolution, shall designate a person on behalf of the corporation to be a member of the Association, and in such event, the member so designated shall have the same rights and privileges as any other member.

Section 3. Whenever Property is owned in joint tenancy or as tenants-in-common, membership applicable to such Property shall be joint, and the rights of such membership, including the voting power, shall be exercised only by the joint action of all owners of such Property, provided that such joint owners or tenants-in-common may designate in writing one of themselves to serve as a member, and when so designated, such member shall have the same rights and privileges as any other member. Where Property is owned by a husband and wife, in joint tenancy or as tenants-in-common, then either the husband or the wife, but not both, may vote the membership.

Section 4. All rights applicable to membership are subject to the payment of annual assessments levied by the Association pursuant to the Declaration, obligation for payment of which is imposed against the owner of the Property and becomes a lien upon the Property against which assessments are made under such Declaration.

Section 5. The membership rights of any person whose interest in the Property is subject to assessment under Section 4 of Article II, whether or not such person be personally obligated to pay such assessments, may be suspended by action of the Board of Directors during the period

when any assessment remains unpaid, provided that no such person shall be denied access to his or her property, have his or her right to vote suspended (unless the vote involves issues of assessments and fees), or have services withheld if it would endanger his or her health, safety, or property; but upon payment in full of such assessments, the rights and privileges of such person shall be restored.

Section 6. Memberships in the Association shall be nontransferable, except on transfer of legal title to Property.

Section 7. All acts or proceedings of the Association or its Board of Directors made or done in the manner herein prescribed shall be conclusive as to all parties.

Section 8. Any member listed on the records of the Association shall be entitled to vote at meetings of the Association, subject to the provisions of Sections 3 and 5 of Article II, unless such membership has been by resolution of the Board of Directors previously declared forfeited and void because of the transfer of the legal title to Property.

ARTICLE III - Voting Rights

Section 1. At all scheduled meetings of the Association, each member may vote in person or by proxy, and in all proceedings, each member shall have one vote, subject to the provisions of Section 3 of Article II.

Section 2. All proxies shall be in writing, dated, and filed with the Secretary prior to any meeting. No proxy shall extend beyond a period of six (6) months from the date given. Any proxy given by a member who subsequently sells his Property shall cease automatically. A proxy is valid only for the meeting at which it is cast and any recessed session of that meeting.

ARTICLE IV - Board of Directors

Section 1. The management and corporate power of the Association shall be vested in a Board of Directors who shall be members of the Association.

Section 2. The Board of Directors shall consist of seven (7) members of the Association. Each Director shall serve for a term of two (2) years, with no fewer than three (3) Directors to be elected each year. Vacancies on the Board of Directors caused by resignation, death or removal shall be filled by appointment by a majority of the remaining Directors. Any such appointee shall serve until expiration of the term of the Director being replaced.

ARTICLE V - Election of Directors

Section 1. Nominations for election to the Board of Directors shall be made by a Nominating Committee appointed by the President of the Association prior to the annual meeting and shall consist of any two members of the Board of Directors of the Association and two members of the Association other than Directors, with the President serving as Chairman and ex officio member of the Nominating Committee.

Section 2. From the slate of candidates for the office of Director of the Association presented by the Nominating Committee to the membership at the annual meeting, members or their proxies may cast their ballots for any of such candidates or may cast a ballot for a “write-in” candidate. The candidate receiving the largest number of votes (and when two directors are to be elected, also the candidate receiving the next largest number of votes) shall be elected to the office of Director of the Association.

Section 3. In the election of the Directors of the Association, each member entitled to vote shall have the right to cumulate his vote and give one candidate such number of votes equal to the number of Directors to be elected.

ARTICLE VI - Powers and Duties of Directors

Section 1. The Directors shall conduct, manage and control the affairs and business of the Association and shall make all necessary rules and regulations, not inconsistent with the laws of the State of Kansas, for the management of the affairs of the Association. Before adopting, amending, or repealing any rule, the Board of Directors shall give all members notice of its intention to do so. The Board must provide the text of the rule or the proposed change, as well as a date on which the Board will act on the proposed rule or rule change. At any meeting at which a proposed rule or rule change is considered, members must be given a reasonable opportunity to comment on the proposal prior to the Board taking action. Following adoption, amendment, or repeal of a rule, the Board shall notify the members of such action and provide members with a copy of any new or revised rule.

Section 2. The Board of Directors shall have power:

- (a) To call meetings of the members as provided in Article XI;
- (b) To appoint and remove, at pleasure, all officers and agents of the Association, and to prescribe their duties;
- (c) To establish, levy, assess and collect assessments and charges as authorized by the members pursuant to the Declaration;
- (d) To incur and pay expenses reasonably necessary in the administration of the affairs of the Association;
- (e) To exercise on behalf of the Association all powers, duties and authority vested in the Directors;
- (f) To propose a special assessment, provided that notice of a meeting at which the special assessment will be considered be provided to all members at least ten (10) days prior to the meeting. A copy of the special assessment proposal must be provided to any requesting member. Members must be given a reasonable opportunity to comment prior to the Board taking action. If the Board determines by a two-thirds (2/3) vote of its membership that a special assessment is required to respond to an “emergency,” as determined by the Board in its sole discretion, such special assessment shall become effective immediately, notice shall promptly be

provided to all members, and the funds collected shall be spent only for the purposes described in the vote; and

(g) In the event that a Director shall be absent from three (3) consecutive regular meetings of the Board of Directors, to declare the office of such Director vacant, and the Board may take such action at the meeting during which said third absence occurs.

Section 3. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs, pursuant to the record-keeping requirements further described in Section 6 of Article VIII;

(b) To present a complete statement of the assets and liabilities of the Association and its general affairs at the annual meeting;

(c) To propose and adopt a budget for the Association at least annually, and to amend budgets as needed. Notice of any meeting at which a budget will be considered must be given to members at least ten (10) days prior to the meeting date, and a copy of the proposed budget must be made available to any requesting member. At any meeting at which a budget or budget amendment is considered, members must be given a reasonable opportunity to comment on the proposal prior to the Board taking action; and

(d) With respect to the Declaration applicable to the Properties:

(i) To recommend to members, at least twenty (20) days prior to the annual meeting, the amount of the annual assessment against each Property.

(ii) To prepare a roster of the Properties and assessments applicable thereto, which shall be maintained by the Secretary of the Board of Directors and shall be open to inspection by any member at all reasonable times.

(iii) To send written notices of assessment to members with respect to Property.

ARTICLE VII - Directors' Meetings

Section 1. A regular meeting of the Board of Directors shall be held not less frequently than quarterly at such time and place as the Board of Directors shall designate.

Section 2. Special meetings of the Board of Directors may be held when called by any two (2) Directors after notice to each Director. Four (4) of the Directors shall constitute a quorum for the transaction of business.

Section 3. Unless otherwise stated herein, the affirmative vote of a majority of the Board members present at a meeting shall constitute the act of the Board of Directors.

Section 4. Meetings of the Board of Directors and committees of the Association shall be open to all members, except during "executive sessions," as that term is described in Section 5 of this Article VII. At each Board meeting, the Board shall provide a reasonable opportunity for

members to comment regarding any matter affecting the Property or the Association. The Secretary must give notice of each Board meeting to each Board member and to all Association members at least five (5) days prior to the meeting date, unless the meeting is included in a schedule given to all members or is called to deal with an “emergency,” as determined by the Board in its sole discretion. The notice must state the time, date, place, and agenda of the meeting. If materials are distributed to the Board before the meeting, the Board shall make copies of those materials reasonably available to members, unless such materials are to be considered in an executive session. A gathering of the Board at which the Board members do not conduct Association business is not considered to be a meeting, and the requirements of this Section 4 of Article VII shall not apply to such gatherings.

Section 5. The Board of Directors and committees of the Association may hold an executive session only during a regular or special meeting of the Board or a committee. No final vote or action may be taken during an executive session. An executive session may be held only to consult with the Association’s attorney, discuss existing or potential litigation or mediation, discuss labor or personnel matters, discuss contracts or commercial transactions, to prevent public knowledge of a matter being discussed if the Board or committee determines that such knowledge would violate the privacy of any person or as otherwise set forth in the applicable laws of the State of Kansas.

ARTICLE VIII - Officers

Section 1. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officer or officers as may be deemed appropriate by the Board of Directors, all of whom shall be members of the Board of Directors. The officers must first be elected or appointed to the Board of Directors. The Board of Directors may also elect an Assistant Secretary and/or an Assistant Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. The officers shall be selected by majority vote of the Directors.

Section 3. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall sign all written instruments binding on the Association. He or she shall have the power to prepare, execute, certify and record duly adopted amendments to the Declaration on behalf of the Association, or to delegate such powers to any other officer.

Section 4. The Vice President shall perform all the duties of the President in the absence of the President.

Section 5. The Secretary shall be responsible for the sending of all notices to the members and to the Board of Directors. Such notices may be mailed, sent by electronic mail, or delivered by any method reasonably calculated to provide notice. The Secretary shall provide notice to members of any legal proceedings in which the Association is a party, other than proceedings involving rule enforcement, the Declaration or unpaid assessments.

Section 6. The Secretary shall also be custodian of the corporate seal and all corporate records.

(a) The Secretary, with the assistance of other officers as needed, shall maintain accurate records of the following for at least five (5) years:

- (i) Records of receipts and expenditures affecting the operation and administration of the Association;
- (ii) Minutes of all meetings of the members and the Board of Directors, other than executive sessions;
- (iii) A record of all actions taken by the members and Board of Directors without a meeting, if any;
- (iv) A record of all actions taken by a committee on behalf of the Association;
- (v) The names and addresses of members, alphabetically arranged, showing the number of votes each Member is entitled to cast;
- (vi) Original or restated organizational documents and Bylaws;
- (vii) Records of the Board of Directors or committee actions to approve or deny any requests for design or architectural approval from members; and
- (viii) Financial and other records sufficiently detailed to enable the Association to comply with other requirements of law.

(b) The Secretary, with the assistance of other officers as needed, shall also maintain accurate records of the following

- (i) All financial statements and tax returns of the Association for the past three (3) years;
- (ii) The most recent annual report of the Association, if any, delivered to the Secretary of State;
- (iii) Copies of current contracts to which the Association is a party;
- (iv) Ballots, proxies, and other records related to voting by members for one year after the election, action or vote to which they relate;
- (v) Association rules currently in effect; and
- (vi) All other documents or items as required by the applicable laws of the State of Kansas.

(c) The Secretary must make all records retained by the Association available for examination or copying by a member or the member's agent during reasonable business hours, or at a mutually convenient time and location, upon receiving ten (10) days' written notice from

such member or member's agent reasonably identifying the specific records requested. Records may be withheld from inspection if they concern Association personnel, salary, medical records, contracts, leases, or commercial transactions being negotiated, existing or potential litigation, mediation, or administrative proceedings, existing or potential matters involving formal proceedings of a government tribunal for enforcement of the Declaration, Bylaws, or rules, privileged communications with the Association's attorney, records of an executive session, individual member files for non-requesting members or any matters for which disclosure would violate law. The Association may charge a reasonable fee for providing copies of records, and it may supervise the inspection.

Section 7. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. All checks drawn on any bank account of the Association shall be signed by two (2) Directors, one of whom shall be the President or Treasurer.

Section 8. The Treasurer shall keep proper books of account. He shall prepare an annual accounting of receipts and expenses and a balance sheet which shall be presented to the membership at its regular annual meeting.

Section 9. Officers and Directors shall not be compensated for their services hereunder. The Officers and Directors may, however, be reimbursed for the following out-of-pocket expenses advanced by them in carrying out their duties: postage, photocopying, stationery and other incidental supplies.

Section 10. Officer vacancies caused by resignation, death or removal shall be filled by appointment by a majority of the Directors.

ARTICLE IX - Committees

Section 1. The President may designate one or more committees, each of which shall consist of one or more Directors and may include other members of the Association. Such committees shall exercise such powers as may be delegated to them by resolution of the Board of Directors. Such committees shall keep regular minutes of their proceedings and shall report the same to the regular meetings of the Board of Directors, or at other times as may be requested by the Board of Directors.

ARTICLE X - Fiscal Year

Section 1. The fiscal year of the Association shall end on December 31.

ARTICLE XI - Association Meetings

Section 1. An annual meeting of the members of the Association shall be held during September, or on any other date specified by the Board of Directors, at a time and place specified by the Board of Directors.

Section 2. Special meetings of the members may be called for any purpose at any time if the President, any three or more members of the Board of Directors, or at least 10% of the members provide written request to the Secretary.

Section 3. Notice of any meeting shall be given by the Secretary to all members by sending a copy of the notice through the mail at the address of the member appearing on the books of the Association, by electronic mail at an address designated by the member, or by any other method reasonably calculated to provide notice to the person. Notice of any meeting, regular or special, shall be provided not less than ten (10) days and not more than sixty (60) days prior to such meeting and shall set forth the general nature of the business to be transacted. The notice must state the time, date, and place of meeting and the items on the agenda, including a statement of the general nature of any proposed amendment to the Declaration or Bylaws, any budget proposals or changes, and any proposal to remove an officer or member of the Board of Directors.

Section 4. Association meetings must be conducted in accordance with the most recent edition of Roberts' Rules of Order Newly Revised, unless otherwise determined by the Board of Directors.

Section 5. The presence at an annual or special meeting of twenty (20%) of the membership, in person or by proxy, shall constitute a quorum for the transaction of business. For the purpose of ascertaining the total membership, total membership shall be as of the close of the fiscal year last ended. If, for want of a quorum, the annual meeting of members shall not be held on the date designated, or should the members fail to complete an election of Directors or pass on other business under consideration, those present may adjourn the meeting from day to day until the same can be accomplished.

Section 6. Unless otherwise provided herein, a majority of the votes cast by the members present at any meeting at which a quorum is present shall determine the outcome of any action of the Association.

Section 7. Members must be given a reasonable opportunity at any meeting to comment regarding any matter affecting the Property or the Association.

Section 8. The members present in person or by proxy at any meeting of the members at which a quorum is present may remove any member of the Board of Directors elected by the members, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition. In order for the members to consider removal, the subject must be listed on the notice of the meeting at which it will be considered. At any meeting at which a vote to remove a Board member is to be taken, the Board member being considered for removal must be given a reasonable opportunity to speak before the vote.

ARTICLE XII - Indemnification of Officers and Directors

Section 1. Each Director and Officer of the Association and each former Director and former Officer of the Association shall be held harmless and indemnified by the Association against all costs and expenses, including legal fees actually and necessarily incurred by the Director or Officer or imposed in connection with the defense of, and against all liabilities arising out of, any

action, suit, or proceeding in which he or she is made a party by reason of being or having been a Director or Officer of the Association, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding, without such judgment being reversed, to have been liable for willful misconduct or gross negligence in performance of his or her duties. In the event of the settlement of any such action, suit, or proceeding prior to final judgment, the Association shall also make reimbursement or payment of the cost, expense, and amount paid or to be paid in settling any such action, suit, or proceeding, when such settlement appears, to a majority of the Directors who are not involved, to be in the interest of the Association. Such indemnification shall not be deemed exclusive of any rights to which those indemnified hereby may be entitled under any agreement or otherwise.

ARTICLE XIII - Amendments to Bylaws

Section 1. These Bylaws may be amended or repealed and new Bylaws may be adopted at any meeting of the members by a vote of two-thirds (2/3) of the members of the Association present in person or by proxy at such meeting, or by the individual written consent of a majority of the members of the Association.

Section 2. In the case of conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between recorded Restrictions applicable to the Properties and these Bylaws, the recorded Restrictions shall control.