**BY-LAWS OF**

**RIVER TRAIL HOMEOWNERS ASSOCIATION**

ARTICLE I

# NAME AND LOCATION

 Section 1. The name of the corporation is “River Trail Homeowners Association,” herein called “Association.” The Association’s principal office shall be located at 1609 Tanglewood Lane, Salina, Saline County, Kansas, but meetings of Members and directors of the Association may be held at such other places, within or without Kansas, as the board of directors may designate.

ARTICLE II

# DEFINITIONS

 Section 1. “Association” shall mean and refer to the “River Trail Homeowners Association,” a Kansas corporation, its successors and assigns.

 Section 2. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Tract which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

 Section 3. “Properties” shall mean and refer to that real estate described in the Association’s articles of incorporation and Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

 Section 4. “Common Area” shall mean and refer to all real estate to be owned by the Association for the common use of the Owners.

Section 5. “Plan” shall mean and refer to the development plan for the Properties.

Section 6. “Tract” shall mean and refer to each lot shown on the Plan, or portion of such lot, upon which a single-family residential home, Townhouse Unit or Multifamily Unit is located.

Section 7. “Townhouse Unit” shall mean and refer to any one single-family residential Townhouse Unit which may be joined together with at least one additional single-family residence by a common wall or walls, and/or roof, and/or foundation: Provided, however, that in any event, the term “Townhouse Unit” shall not mean an apartment or condominium unit as defined in K.S.A. 58-3102, and any amendments thereto.

Section 8. “Multi-Family Unit” shall mean and refer to an apartment or condominium unit as defined in K.S.A. 58-3102, and any amendments thereto.

Section 9. “Member” shall mean and refer to those persons or entities entitled to membership in the Association.

Section 10. “Declaration” shall mean and refer to the Amended and Restated Declaration of Protective Covenants, River Trail Addition, Salina, Kansas.

ARTICLE III

# MEETING OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the Members shall be held at such place as may be designated by the President or board of directors on the third Saturday of August of each year at 9:00 am; provided, however, that whenever such day shall fall on a legal holiday, the meeting shall be held on the next succeeding Saturday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President, a majority of the board of directors, or upon written request of the Members who are entitled to vote one-tenth (1/10) of all the votes. Notice of a special meeting by written request of the Members must be provided by the Association to all Members within 30 days of such request. If such notice is not provided by the Association within 30 days, requesting Members may notify all Members directly. Only matters described in the meeting notice may be considered at a special meeting.

Section 3. Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing or hand delivering, a copy of such notice, postage prepaid, no less than ten (10) days but not more than sixty (60) days before such meeting to each Member entitled to vote at such meeting, addressed to the Member’s address, number last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the time, date, and place of the meeting, and the agenda items. Notice of a meeting to deal with an emergency may be waived.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of all the votes shall constitute a quorum for any action except as otherwise provided in the articles of incorporation, these By-Laws, or applicable law. If, however, such quorum shall not be presented or represented at any meeting, the Members entitled to vote there at shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies, Absentee Ballots. At all meetings of Members, each Member may vote in person, by proxy, or by absentee ballot. Voting procedures shall comply with the requirements set forth in K.S.A. 58-4614, and any amendments thereto.

ARTICLE IV

# BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by a board of directors consisting of seven (7) directors, who must be Members of the Association. The number of directors may be increased or decreased by a majority vote of the Members at any annual or special meeting of the Members.

Section 2. Term of Office. Directors shall be elected by the Members for a term of three years, and the terms shall be structured such that the terms of three (3) seats will expire every third year, with two (2) seats expiring in other years. At each annual meeting the Members shall elect for a term of three years the number of directors whose terms of office have expired.

Section 3. Election. At each election of directors, the Members, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person(s) receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 4. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the Members. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the board and shall serve for the unexpired term of the predecessor or, if earlier, until the next regularly scheduled election of board of directors’ members.

Section 5. Compensation. No director shall receive compensation for any service he or she may render to the Association as director. However, any director may be reimbursed for his or her actual expenses incurred in the performance of duties.

ARTICLE V

# MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the board of directors shall be held at such place and time as may be fixed from time to time by resolution of the board. The board of directors shall meet, at a minimum, at least once per year. Meeting locations must be within the area that is subject to the jurisdiction of the Association. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the board of directors shall be held when called by the President, or by any two directors, after not less than five (5) days’ notice of such meeting to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

Section 4. Meetings Open to Members. All regular and special meetings of the board of directors and committees authorized to act for the Association shall be open to all Members except during executive sessions. Reasonable opportunity for Members to comment regarding any matter affecting the Association shall be provided at each meeting of the board of directors. At least five days’ notice of all board of directors’ meetings shall be provided to all Members unless a meeting is called to deal with an emergency. If any materials are distributed to the board of directors prior to a meeting, such materials shall be made available to Members upon request, with the exception of unapproved minutes and materials to be considered in executive session.

Section 5. Notice of Adoption.

1. For any meeting in which the board of directors is to consider adoption, amendment, or repeal of any rule, the board of directors shall give all Members notice of its intent and provide text of the proposed rule or amendment, and following adoption or amendment, notify all Members of its action and provide a copy of any new or revised rule.

1. Notice of a meeting of the board of directors at which an

annual budget or budget amendment is to be considered shall be given to all Members at least ten (10) days prior to the meeting date. Copies of the proposed budget shall be made available upon request. Members shall be given reasonable opportunity to comment on any proposal before action is taken.

ARTICLE VI

# DIRECTORS’ POWERS AND DUTIES

Section 1. Powers. The board of directors shall have the power to:

1. adopt and publish rules and regulations governing use of the Common Area;
2. suspend the voting rights of Members on issues of fees and assessments during any period in which they shall be in default of payment of any assessment levied by the Association. Such

voting rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for any infraction of published rules and regulations;

1. exercise on behalf of the Association all powers, duties, and authority vested in, or delegated to, this Association and not reserved to the membership by other provisions of these By-

Laws or the articles of incorporation;

1. declare the office of a member of the board of directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board;
2. employ a manager, an independent contractor, or other such employee as they deem necessary, and to prescribe their duties and compensation; and

Section 2. Duties. It shall be the duty of the board of directors to:

1. cause to be kept a complete record of all its acts and corporate affairs, in compliance with K.S.A. 58-4616 and any amendments thereto;
2. supervise all officers, agents, and employees of this Association, and see that their duties are properly performed; and,
3. perform any other duties prescribed to them herein.

ARTICLE VII

# OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, who shall at all times be members of the board of directors, and such other officers as the board of directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the board of directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the board of directors, and each shall hold office for one (1) year, or until his or her successor is elected and qualified, unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs of the Association require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the board. Any officer may resign at any time giving written notice to the board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The Association’s offices may be all held by the same person.

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

1. The President shall preside at all meetings of the board of directors; shall see that orders and resolutions of the board are carried out; shall sign all contracts, leases, mortgages, deeds, and other written instruments, including checks and promissory notes (if not signed by the Treasurer); may prepare, execute, certify, and record amendments to the Declaration on behalf of the Association; and shall exercise and discharge such other duties as may be required by the board.
2. The Vice President shall preside at meetings for which the President is absent; and shall exercise and discharge such other duties as may be required by the board.
3. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and Members; serve notices of meetings; keep appropriate current records of the Association, including the Members’ addresses; and may prepare, execute, certify, and record amendments to the Declaration on behalf of the Association.
4. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the board; shall sign all checks and promissory notes of the Association (if not signed by the President); keep proper books of account; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting; and deliver a copy of each to the Members.

ARTICLE VIII

# BOOKS AND RECORDS

 Section 1. Books and Records. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. These items shall be kept for 10 years, at which time they may be destroyed. The articles of incorporation and By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE IX

# COMMITTEES

 Section 1. Committees. The board of directors shall appoint committees as deemed appropriate in carrying out its duties and purpose.

ARTICLE X

# ASSESSMENTS

 Section 1. Assessments. Each Member is obligated to pay to the Association annual and special assessments determined by the board of directors which are secured by a continuing lien upon the property against which the assessment is levied. Any assessment which is not paid when due shall become delinquent and shall bear the highest statutory interest permitted by K.S.A. 16-201, as amended. The Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose its lien against the property, or both. No Owner may waive, or escape, liability for the assessment provided for herein, by non-use of the Common Area, or abandonment of the Owner’s Tract.

ARTICLE XI

# VOTING RIGHTS

 Section 1. Membership and Votes Per Tract. The Association’s rights of membership and votes per Tract are as provided herein.

 Section 2. Voting Membership.

1. Members shall be all Owners and shall be entitled to one vote for each Tract owned. When more than one person or entity owns an interest in any Tract, all such persons, or entities, shall be Members, and the vote for such Tract shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Tract.

ARTICLE XII

# FISCAL YEAR

 Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XIII

# AMENDMENTS

 Section 1. Amendments. These By-Laws may be amended at a regular or special meeting of the Members, by a vote of a majority of Members present, or by proxy.

ARTICLE XIV

# CONTROLLING DOCUMENTS

 Section 1. Conflict Between Documents. In the event of any conflict between the articles of incorporation and these By-Laws, the articles shall control.

 Section 2. Conflict with Law. In the event of any conflict between these Bylaws and the “Kansas Uniform Common Interest Owners Bill of Rights” (K.S.A. 58-4601 et seq.), the provisions in law will control.