

**FIRST AMENDMENT TO BY-LAWS  
WEST GLEN HOMES ASSOCIATION**

**Article I**

**NAME AND PRINCIPAL OFFICE**

The name of the corporation is West Glen Homes Association, hereinafter referred to as the "Association." The principal office of the Association is located at the residence of the current Secretary of the Board of Directors of the Association.

**Article II**

**MEETING OF MEMBERS**

**Sec. 1. ANNUAL MEETING.** The Annual Meeting of Members ("Members") of the **WEST GLEN HOMES ASSOCIATION** (the "Corporation") shall be held at the registered office of the Corporation, in Leavenworth County, Kansas, or at such other place in Leavenworth County, Kansas, during the month of November, but not later than December 1, at a time and date as the Board of Directors may determine. At the Annual Meeting, the order of business will be, as a minimum, to elect Directors of the Board and approve the proposed budget for the ensuing year.

**Sec. 2. SPECIAL MEETINGS.** Special Meetings of Members, other than those regulated by statute, may be called at any time if requested by a majority of the Directors, by the President, or by Members holding at least 10% of the votes in the Corporation. Members requesting a special meeting must submit a written request given to the Secretary specifying the business to be conducted at the special meeting along with any motion(s) on which the membership is to vote. No business other than that specified in the call for a Special Meeting may be transacted at any meeting of the Members. The Board of Directors will call a Special Meeting,

during the first 90 days of the calendar year, the order of business, as a minimum, to approve the Annual Report and the end-of-year financial statement for the previous year.

**Sec. 3. QUORUM.** Any number of Members present at a regular or special meeting of the Members shall constitute a quorum. A majority of all votes cast, whether in person or by proxy, at any meeting of the Members shall determine any question, unless otherwise provided by the By-Laws or the "Homes Association Declaration West Glen" filed in the Office of the Register of Deeds of Leavenworth County, Kansas on January 22, 2019, at Document# 2019R00478, and any amendments thereto (the "Declaration").

**Sec. 4. NOTICE.** The Secretary shall serve notice of all Annual and Special Meetings, either personally, by mail, or by electronic mail, to each Member at least ten (10) days and not more than sixty (60) days before the day set for such meeting. Notice shall include the time, date, place, and agenda of the meeting. If mailed, the notice shall be directed to a Member at his or her address as it appears on the records of the Corporation. Such agenda shall include 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 Board member. If the Association does not notify unit owners of a Special Meeting requested by the Members within 30 days after requesting the Secretary to do so, the requesting members may directly notify all Members of the Special Meeting in conformance with the notice provisions of this Section. The minimum time to give notice required by this Section may be reduced or waived for a meeting called to deal with an emergency.

**Sec. 5. VOTING.** At all meetings of the Members, all questions, the manner of deciding which is not specifically regulated by the Articles of Incorporation of this Corporation or by these By-Laws or by the Declaration will be determined by a majority vote of the Members present in person or by proxy, who are entitled to cast such votes as are allocated to such

Members as set forth in the Declaration of this Corporation. All voting shall be viva voce or by ballot, each of which must state the name of the Member voting and the number of assessable lots or tracts within **West Glen** (the "Community"), owned by him or her, and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. If a meeting takes place virtually by way of electronic conference, voting may occur by any method to determine the votes of the Members, as designated by the person presiding at the meeting. All proxy votes must be in writing. A proxy vote is when a Member is not able to attend an Annual or Special Meeting of the Association and wants to have their vote cast at that meeting. The Member not attending, but wishing to vote by proxy, must prepare a signed and dated, written statement directing another Member of the Association who will be attending the Annual or Special Meeting, or the Board Secretary, as to how their vote must be cast. The directed Member or Secretary shall announce at the meeting, when it is time to vote, that they have a proxy vote to declare and shall read the appointment statement provided to them when proxy votes are called. After the vote has been taken, all proxy votes shall be turned over to the Board Secretary and shall be made a permanent part of the minutes for that vote.

**Sec. 6. ORDER OF BUSINESS.** The order of business at all meetings of the Members shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Inspectors of Election.
7. Election of Directors.
8. Unfinished Business.
9. New Business.

**Article III**  
**DIRECTORS**

**Sec. 1. NUMBER.** The affairs and business of this Corporation shall be managed by a Board of not less than three (3) nor more than seven (7) Directors, who need not be Members of record.

**Sec. 2. HOW ELECTED.** At the Annual Meeting of the Members, in accordance with Article II, Section 1, of these By-Laws, the requisite number of persons receiving a majority of the votes cast, at that meeting, shall be the Directors and shall constitute the Board of Directors of the ensuing year.

**Sec. 3. TERM OF OFFICE.** The term of office of each of the Directors shall be one (1) year. Directors may be reelected to the same position for a second consecutive term after which the Director must sit out one (1) year before serving in that position again for up to two (2) consecutive terms. This does not preclude a Director having served two (2) consecutive terms in one (1) position from immediately serving in another Board position going forward.

**Sec. 4. DUTIES OF DIRECTORS.** The Board of Directors shall have control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these By-Laws and the Laws of the State of Kansas, the Articles of Incorporation of this Corporation, and the aforementioned Declaration as may be hereinafter amended.

a. Before adopting, amending, or repealing any rule, the Board shall give the Members notice of its intentions and shall provide the text of the rule or the proposed change, along with the date on which the Board will act on the proposed rule and amendment, after considering comments from the Members. Following adoption,

amendment, or repeal of a rule, notice of the action shall be sent to all Members, along with a copy of the new or revised rule. Such notice may be delivered in person, by mailing to the Member's last known post office address, or electronic mailing.

b. Prior to each Annual Meeting, the Directors shall provide a proposed annual budget to the Members. Members must be given reasonable opportunity to comment on the budget at the Annual Meeting, and copies of the proposed budget must be made reasonably available to any Member who requests it. The budget shall be voted on by all the Members present and/or proxy constituting a quorum at the Annual Meeting. At this same Annual Meeting, the Members will vote on the slate of Directors to take effect January 1 of the ensuing year.

c. The Directors shall have the duty and obligation to determine and cause to be determined and levied the annual assessment or special assessment as authorized by the said Declaration.

**Sec. 5. DIRECTORS' MEETINGS.** Regular meetings of the Board of Directors shall be held immediately following taking office on January 1, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President or the Secretary upon the written request of any Director.

**Sec. 6. NOTICE OF MEETINGS.** Notice of meetings, other than the regular Annual Meeting shall be given by service upon each Director in person, by mailing to him or her at his or her last known post office address, or by electronic mailing at least ten (10) days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof, specifying the time, date, and place of such meeting, and the business to

be brought before the meeting, and that no business other than that specified in such notice shall be transacted at any special meeting. Each Member must also be given notice of such meetings in the manner specified in these By-Laws.

**Sec. 7. OPEN MEETINGS.** All regular and special meetings of the Board of Directors and Committees of the Corporation must be open to all Members, except for "Executive Sessions" held during such regular or special meetings. Executive Sessions may be held to consult with the Corporation's attorney, to discuss existing or potential legal matters, to discuss labor or personnel matters, to discuss contracts, leases, or commercial transactions, if premature general knowledge of those matters would place the Association at a disadvantage, or to prevent the public knowledge of any matter in order to protect the privacy of any person. No final votes or actions may be taken during an Executive Session.

**Sec. 8. QUORUM.** At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than five (5) days later.

**Sec. 9. VOTING.** At all meetings of the Board of Directors, each Director is to have one vote.

**Sec. 10. REMOVAL OF DIRECTORS.** Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of a majority of the Members present in person or by proxy, at any meeting at which a quorum is present. Such removal must be listed as a subject on the notice of the meeting, and the Director being considered for removal must have a reasonable opportunity to speak before the vote is taken. In the event of death, resignation, or removal of a director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

## **Article IV**

### **OFFICERS**

**Sec. 1. NUMBER.** The officers of this Corporation shall be:

1. President
2. One or more Vice Presidents (optional)
3. Secretary
4. Treasurer
5. Landscaping Committee, Chair
6. Architectural Control Committee, Chair

**Sec. 2. ELECTION.** All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of the Members and shall hold office for the term of one (1) year.

**Sec. 3. DUTIES OF OFFICERS.** The duties and powers of the officers of the Corporation shall be as follows:

#### **PRESIDENT**

The President shall preside at all meetings of the Board of Directors and Members.

He or she shall present at each annual meeting of the Members and Directors a report of the conditions of the business of the Corporation.

He or she shall cause to be called regular, Annual, and Special meetings of the Members and directors in accordance with these By-Laws.

He or she shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly elected officers, subject to the approval of the Board of Directors.

He or she shall sign and make all deeds, contracts and agreements in the name of the Corporation.

He or she shall sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He or she shall enforce the Declaration, amendments and these By-Laws and perform all the duties incident to the position and office, and which are required by law.

He or she shall have the power to prepare, execute, certify and record amendments to the Declaration on behalf of the Corporation.

#### **VICE PRESIDENT**

During the absence and inability of the President to render and perform his or her duties or exercise his or her powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, the same, including the execution of deeds of the Corporation, shall be performed and exercised by the Vice President, successively in the order named (i.e. First Vice President, Second Vice President, etc.); and when so acting, he or she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

He or she shall be responsible for the creation and administration of any rules governing the Corporation and/or its Members.

He or she shall be the advisor to the Board on any Kansas statutes affecting the governance of the Corporation and its Members.

#### **SECRETARY**

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Members in appropriate books.

He or she shall give and serve all notices of the Corporation.

He or she shall be custodian of books, records, papers and of the seal, and affix the latter when required.



He or she shall retain accurate records of the following:

- the owners of the real estate within the Community, alphabetically arranged, their respective places of residence, their post-office address, the number of lots or tracts owned by each, the time at which each person became such owner, and the number of votes that each owner/Member is entitled to cast (for five (5) years);
- receipt and expenditure reports and accounting records, as prescribed by state law (for five (5) years);
- minutes of all meetings of the Members and Board of Directors, other than Executive Sessions (for five (5) years);
- records of approvals or denials made by the Architectural Control Committee (for five (5) years);
- original and restated organizational documents, By-Laws, Declaration and current rules (permanent);
- the names and addresses of the current Board of Directors and Officers; and the two (2) most recent Annual Reports of the Corporation (for two (2) years).

He or she shall also keep:

- current contracts to which the Corporation is a party (for three (3) years);
- financial statements and tax returns (for last three (3) years);
- ballots, proxies, and voting records (for one (1) year); and
- copies of all rental or lease agreements for any West Glen residence and ensure that all rental or lease agreements:
  1. are for a term not less than six (6) months;
  2. require the tenant to abide by all Declarations of the Association; and
  3. shall be subject to approval by the Board of Directors, as the case may be, in its discretion.

He or she shall keep such records, subject to the inspection of any Member of the Corporation and permit such Member to make extracts from said books to the extent and as prescribed by law and charge a reasonable cost for those extracts.

He or she shall present to the Board of Directors at their stated meetings all communications addressed to him or her officially by the President or any officer or Member of the Corporation.

He or she shall attend to all Corporate correspondence and perform all the duties incident to the office of Secretary.

He or she shall have the power to prepare, execute, certify, and record amendments to the Declaration, and prepare, execute, certify, record, and file liens and court documents on behalf of the Corporation.

#### **TREASURER**

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, savings and loans, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He or she shall sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.

He or she shall exhibit at all reasonable times his or her books and accounts to any Director or Member of the Corporation upon application at the office of the Corporation during business hours.

He or she shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him or her and a full financial report at the Annual Meeting of the Members.

He or she shall keep at the office of the Corporation, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

He or she shall notify Members of their annual assessment, and any special assessments as levied by the Board of Directors, to include any late assessment payment notifications, and under direction of the Board, effect collection of same.

He or she shall prepare the draft budget for the ensuing year and present to the Board for approval by October of the current year.

He or she shall do and perform all duties pertaining to the office of Treasurer.

#### **LANDSCAPING COMMITTEE, CHAIR**

He or she shall supervise and manage the execution of the Association's Budget approved contracts for landscaping, irrigation and snow removal.

He or she shall approve all invoices submitted by contractors for landscaping, irrigation, and snow removal based on the specifications listed in the Budget approved contracts and submit same to Treasurer for payment.

He or she shall, during July of the current year, solicit bidders for the ensuing year's contract(s) for landscaping, irrigation, and snow removal so that a Board selection can be made by September of the current year, to support preparation of the succeeding year's Association Budget proposal.

He or she shall address questions, comments and complaints from Members concerning landscaping, irrigation and snow removal received, generally via the West Glen Homes Association website, and respond in a timely manner, usually within forty-eight (48) to seventy-two (72) hours.

#### **ARCHITECTURAL CONTROL COMMITTEE, CHAIR**

He or she shall be the authority and adjudicator of all restrictions contained in the "Declaration of Restrictions West Glen," filed in the Office of the Register of Deeds of Leavenworth County, Kansas on January 22, 2019, at Document# 2019R00479, and any amendments thereto ("Restrictions")

He or she shall have exclusive control of all improvements made to any lot or residence within the West Glen District.

He or she shall approve or disapprove all Member submissions of West Glen Request for Architectural Approval form.

He or she shall address questions, comments, requests for information, and complaints from Members reference Restrictions received, generally from the West Glen Homes association website, and respond in a timely manner, usually within forty-eight (48) to seventy-two (72) hours.

He or she shall provide final copies of all West Glen Request for Architectural Approval forms to the Secretary for filing.

**Sec. 4. BOND.** The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board may direct.

**Sec. 5. VACANCIES, HOW FILLED.** All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specifically called for that purpose. Each replacement shall remain in his or her position until the next regularly scheduled election.

**Sec. 6. COMPENSATION OF OFFICERS.** The officers shall receive such salary or compensation as may be determined by the Board of Directors.

**Sec. 7. REMOVAL OF OFFICERS.** These officers may be removed in the same manner that members of the Board of Directors may be removed, as described in Article III, Section 10 of these By-Laws.

## **Article V**

### **BILLS, NOTES, ETC.**

**Sec. 1. HOW MADE.** All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by the President and countersigned by the Treasurer. No officer or agent of the Corporation either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or on behalf of the Corporation, except as herein expressly prescribed and provided.

## **Article VI**

### **FISCAL YEAR**

**Sec. 1.** The fiscal year of the Corporation shall be the calendar year (January 1 to December 31).

## **Article VII**

### **INDEMNIFICATION**

**Sec. 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS.** When a person is sued or prosecuted in a criminal action, either alone or with others, because he or she

is or was a Director or officer of the Corporation, or of another Corporation serving at the request of this Corporation, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or with others, because he or she is or was a Director or officer of the Corporation, or of another Corporation serving at the request of this Corporation, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Corporation or by the Corporation, he or she shall be indemnified for his or her reasonable expenses, including attorney's fees incurred in the defense of the proceedings, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court.
- (b) The court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assigned against the Corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceedings, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fee and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceedings. The court may order notice to be given also to the Members in the manner provided in Article II, Section 4, for giving notice of Members' meetings, in such form as the Court directs.

## Article VIII

### AMENDMENTS

**Sec. 1. HOW AMENDED.** These By-Laws may be amended or repealed, and new By-Laws 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.

This "First Amendment to By-Laws" amend the By-Laws dated February 5, 2019, and this First Amendment to By-Laws to be effective this 19<sup>th</sup> day of November 2024.

  
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Evelyn Holly, Secretary