

**AMENDED AND RESTATED
BYLAWS OF
TATARRAX HILLS HOMEOWNERS ASSOCIATION, INC**

ARTICLE I

General Purposes

The Declaration of Protective Covenants for Tatarrax Hills, hereinafter referred to as the Declaration, recorded in Book 423, Page 684 in the Office of the Register of Deeds of Riley County, Kansas, provides for the establishment of the Tatarrax Hills Homeowners Association, Inc., hereinafter referred to as the "Association." Pursuant to this provision in the Declaration, Articles of Incorporation for the Association were filed with the Kansas Secretary of State on January 26, 1984. The Declaration specifies the purposes for which the Association is formed and sets forth the general powers and duties thereof. These Bylaws are adopted as authorized by the Declaration and shall be supplemental thereto. A copy of the Declaration is attached hereto and incorporated herein by reference. Terms and definitions used therein shall also apply to these Bylaws unless otherwise noted herein.

ARTICLE II

Address for Conduct of Business

The Articles of Incorporation for the Association designate its registered office as 801 Poyntz, Manhattan, Riley County, Kansas 66502 and resident agent in charge thereof as Derrick L. Roberson. For the regular transaction of business the principal office of the Association shall be the residence address of the President of the Association. The Board of Directors may change the location of the principal office at any time.

ARTICLE III

Meetings

Section 1. Annual Meetings. An annual meeting of the members of the Association shall be held in the month of October.

Section 2. Special Meetings. Special meetings of the members then entitled to vote, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, must be held to address any matter affecting the Association if the President, a majority of the Board of Directors, or at least ten percent (10%) of the members call for such meeting. Such request shall state the purpose or purposes of the proposed meeting, as described in Section 3 of this Article III. Business transacted at any special meeting of the members shall be limited to the purposes stated in the notice.

Section 3. Notice. The Association shall give members notices at the mailing or electronic mail address each owner designates. In the absence of a designation, notice may be given by hand delivery, U.S. mail or commercial delivery service, electronically, or any other method reasonably calculated to provide notice. Written notice of each meeting of the Association stating the place, date and hour of the meeting, and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or given to each member then entitled to vote not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notification shall also include, if necessary: a statement of the general nature of any proposed revisions to the declaration or Bylaws; any budget proposals or changes; and any proposal to remove any officer or director.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, members entitled to vote who are present or represented shall have power to discuss the agenda issues or those issues brought up from the floor and to adjourn the meeting until a quorum shall be present or be represented.

Section 5. Proxies. At all meetings of the membership, each member may vote in person or by proxy. All proxies shall be filed in writing before the meeting with the secretary. Every proxy shall be revocable, shall be limited to one (1) year from the date of issuance unless otherwise noted, and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV

Board of Directors

The affairs of this Association shall be managed by a duly elected Board of Directors, hereinafter referred to as the Board, as follows:

(a) Number and Qualifications. The number of Directors serving on the Board at any one time shall be set at four (4). Each Director shall be at least twenty-one (21) years of age and shall be a member of the Association.

(b) Term of Office. Terms of Directors shall be staggered over a three-year period. At each annual meeting, Director(s) shall be elected for a three (3) year term to replace Director(s) whose term is expiring at the end of that year. A member of the Board whose term is expiring shall be eligible for re-election. Members of the Board shall take office on the first day of January, immediately following the annual October meeting at which they were elected, and shall remain in office until the last day of December of the year in which their term expires.

(c) Removal or Vacancy. Any Director may be removed from the Board, with or without cause, by two-thirds (2/3) vote of the members of the Association. 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 his or her predecessor.

(d) Compensation. No Director shall receive compensation for any service they may render to the Association. Any Director may, however, be reimbursed for the actual expenses incurred in the performance of their duties.

ARTICLE V

Nomination and Election of Directors

Section 1. Nomination. After the 1985 annual meeting, nominations for election to the Board shall be made by a nomination committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairperson, who shall be a member of the Board, and two (2) other members of the Association. The nominating committee shall be appointed by the Board a minimum of thirty (30) days prior to the annual meeting date. The nominating committee shall make as many nominations as in its discretion are determined to be in the best interests of the Association. The nominating committee shall assist the Board in preparing ballots and conducting the election if so requested by the Board.

Section 2. Election. Election to the Board shall be by secret written ballot if more than one (1) candidate is nominated for anyone office. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board shall be held at least annually, or more often as determined in the sole discretion of the Board, at such place and hour as may be fixed from time to time by resolution of the Board. Such meetings shall be open to the members except for executive sessions of the Board, which shall be limited to discussion involving: (a) consultation with the Association's attorney; (b) litigation or related alternative proceedings; (c) labor or personnel matters; (d) leases, commercial transactions or purchases if information released would compromise the Association's position; and (e) matters that would violate the privacy of any person. A meeting held under this Section may be held only after notification to the members of the Association at least five (5) days in advance of a meeting, unless the meeting is either an emergency or in a schedule previously given to the owners. Such notice must include the time, date, place and agenda for the meeting. Copies of materials distributed to the Board, except for unapproved minutes or materials for executive sessions, must be reasonably available to all members.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the president of the Association, or by any two (2) directors, after not less than five (5) days' notice to each director. Such meetings shall be open to the members except for executive sessions of the Board, which shall be limited to discussion involving: (a) consultation with the Association's attorney; (b) litigation or related alternative proceedings; (c) labor or personnel matters; (d) leases, commercial transactions or purchases if information released would compromise the Association's position; and (e) matters that would violate the privacy of any person. A meeting held under this Section may be held only after notification to the members of the Association at least five (5) days in advance of a meeting, unless the meeting is either an emergency or in a schedule previously given to the owners. Such notice must include the time, date, place and agenda for the meeting. Copies of materials distributed to the Board, except for unapproved minutes or materials for executive sessions, must be reasonably available to all members.

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. Action Taken without a Meeting. The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval or disapproval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

Powers and Duties of the Board of Directors

The Board shall maintain supervision, control, and direction over the affairs of the Association, shall execute the policies and decisions of the active membership insofar as they are not in conflict with the Declaration; and shall execute the duties, responsibilities, and requirements of the Declaration. The Board shall have discretion in the disbursement of funds, and may adopt such rules and regulations for the conduct of its business and its membership as shall be deemed advisable or required by the Declaration. In the execution of powers granted, the Board may appoint subcommittees or agents to work on specific problems, projects, or reports. The powers of the Board of Directors are otherwise non-delegable.

ARTICLE VIII

Officers

Section 1. Enumeration of Offices. The officers of the Association shall be a president, vice president, secretary, and treasurer. All officer positions must be held by members of the Board. The powers of each of the Officers are non-delegable.

Section 2. Election of Officers. The election of officers shall take place at the January meeting of the Board of Directors. Officers shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall resign, die, be removed, or otherwise be disqualified to serve.

Section 3. Special Appointments. The Board may appoint such other special officials as the affairs of the Association may require, each of whom shall hold office for such duties as the Board may, from time to time, determine.

Section 4. Resignation and Removal. An officer may be removed from office with or without cause by a two-thirds (2/3) vote of the Board. Special officers appointed by the Board may be removed from office by a majority vote of the Board. An officer may resign at any time by giving written notice to the president of the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in an office of the Association shall be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 6. Officer Responsibilities. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out and shall be authorized to sign all written instruments on behalf of the Association.

(b) Vice President. The vice president shall act in the place and stead of the president in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the meetings of members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association, together with their Addresses; and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association; shall disperse such funds as directed by resolution of the Board; shall sign all checks; shall keep proper books of account; shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting; and shall file any reports that may be required by governmental agencies.

ARTICLE IX

Committees

Section 1. Architectural Control Committee. Pursuant to Article XI of the Declaration

there shall be a standing Architectural Control Committee. The committee shall be composed of the four (4) elected Board members, with the Vice-President serving as chair. Additional members may be appointed by the Board as deemed necessary.

Section 2. Other Committees. The Board shall appoint such other committees as are deemed appropriate in carrying out the purposes of the Association.

ARTICLE X

Access to Books and Records

Section 1. Inspection of Records. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member upon ten (10) days written notice, with an annual review by the Directors. The Declaration, the Articles of Incorporation and the Bylaws 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.

Section 2. Records Retained. The Association must retain copies of the following records for a period of five (5) years: (a) all receipts and expenditures; (b) minutes of all meetings except for executive sessions of the Board; (c) names of all owners, in alphabetical order, with addresses; (d) the Association's Declaration, Bylaws and rules; (e) names and addresses of current Directors; (f) the Association's most recent annual report, if any; (g) copies of current contracts to which the Association is a party; (h) records of architectural approvals, if any; and (i) ballots, proxies and other records relating to voting by unit owners for one (1) year after the election, action or vote to which they pertain. The Association must retain copies of all financial statements and tax returns for a period of three (3) years.

ARTICLE XI

Amendments

Section 1. Bylaw Amendments. These Bylaws may be amended at a regular or special meeting of the membership by a two-thirds (2/3) vote of the members who are present in person, vote by proxy, or have signed a mail ballot. In the case of any conflict between the Articles of Incorporation and these Bylaws the Articles shall control; and, in the case of any conflict between the declaration and any amendments thereto and these Bylaws the Declaration shall control.

Section 2. Declaration Amendments. The Declaration may be amended by a unanimous vote of all of the officers of the Association on behalf of the Association, but only after such an amendment has been proposed, voted upon, and passed at the annual meeting of the Association.

ARTICLE XII

Mail Vote

When, in the judgment of the Board any question shall arise that should be put to a vote of the active membership, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these Bylaws, submit the question to the membership in writing through the mails for vote and decision.

ARTICLE XIII

Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIV

Budget

The Board must propose and adopt a budget for the Association at least annually. Prior to adoption: (a) all members must receive notice at least ten (10) days in advance; (b) a copy proposal must be available to any members who request it; and (c) members must be given a reasonable opportunity to comment on the proposed budget before the Board takes action.

IN WITNESS WHEREOF, we, being all of the present directors of the Tatarrax Hills Homeowners Association, Inc. hereby certify that the foregoing Bylaws with changes were

adopted by vote of the Association membership at its ^{special}~~annual~~ meeting held on ^{May}~~October~~ 21, 2013.

Clara L. Dalton

President

Douglas E. Parker

Vice-President

Emmalee Fredway

Secretary

John G. Drach

Treasurer

NOTES:

#1. The original Bylaws were adopted by the Association on October 30, 1985.

#2. An amendment to Article IX, Section 1 was adopted at the annual meeting in 1990.

#3. Amendments to the following sections were adopted at the annual meeting on October 11, 2005:

Article II,
Article IV (b),
Article VI, Section 1,
Article VIII (d),
Article IX, Sections 1 & 2

#4. Amendments to the following sections were adopted at the annual meeting on _____, 2012:

Article III, Section 1,
Article III, Section 2,
Article III, Section 3,
Article IV,
Article VI, Section 1,
Article VI, Section 2,

Article VII
Article VIII, Section 1,
Article IX, Section 1,
Article X,
Article XI,
Article XIV