

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

ARTICLE I

Name and Purpose

The name of the Association is TATARRAX HILLS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The purposes for which the Association is formed are set forth in the Declaration of Protective Covenants for Tattarrax Hills, as amended and as may be further amended from time to time, hereinafter referred to as the "Declaration of Protective Covenants," which is incorporated herein by reference. Unless otherwise set forth herein, the terms used in these Bylaws shall have the same meanings ascribed to such terms as set forth in the Declaration of Protective Covenants.

ARTICLE II

Office

The registered office for the Association is 801 Poyntz Avenue, Manhattan, Riley County, Kansas 66502 and resident agent at that address is 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 offices from time to time by filing the appropriate designation with the Kansas Secretary of State.

ARTICLE III

Meetings

Section 3.1 Annual Meetings of Members. The regular annual meeting of the Members of the Association shall be held in the month of October on a date that is not a legal holiday at such place within the County of Riley, State of Kansas, and at such time as shall be designated in the Notice of Meeting pursuant to Section 3.3, below. Unless otherwise designated by the Board of Directors, the Annual Meeting shall be held on the third Tuesday in October, if not a legal holiday, and if a legal holiday, then the next business day succeeding, at the principal office of the Association for the regular transaction of business at 6:00 p.m. The Members shall, at such annual meeting, elect a Board of Directors in the manner provided in Article IV hereof and shall have the authority to transact any and all business which may be brought before such meeting.

Section 3.2 Special Meetings of Members. Special meetings of the Members of the Association shall be held at such place within the County of Riley, State of Kansas, at such date and time as shall be designated in the Notice of Meeting for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, to address any matter affecting the Association if the President, at least two 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 3.3, below. If the Association does not notify Members of a special meeting within thirty (30) days after the

requisite number or percentage of Members request the Association to do so, the requesting Members may directly notify all the Members of the meeting. Only matters described in the meeting notice required by Section 3.3 may be considered at a special meeting.

Section 3.3 Notices of Member Meetings. The Association shall give written notices of meetings of the Members to each Member at the mailing or electronic mail address each Member designates and post to the Association website, if any, until such time as the minutes of the meeting are available. In the absence of an address 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. Notices shall be delivered or given to each Member not less than ten (10) nor more than sixty (60) days before the date of the meeting. The minimum time required to give notice may be reduced or waived for a meeting called to deal with an emergency. Notices shall include items on the agenda, a statement of the general nature of any proposed amendment to the Declaration of Protective Covenants or Bylaws, any budget proposals or changes and any proposal to remove an officer or Director.

Section 3.4 Documents. If any materials are distributed to the Directors before the meeting, at the same time copies of those materials shall be distributed or otherwise made reasonably available to all Members.

Section 3.5 Conduct of the Meetings. Except as otherwise provided in these Bylaws, meetings of the Association shall be conducted in accordance with the most recent edition of Roberts' Rules of Order Newly Revised. Members must be given a reasonable opportunity at any meeting to comment regarding any matter on the agenda or affecting the common interest community or the Association. Meetings of the Members may be conducted by telephonic, video, or other conferencing process if the meeting notice provides information explaining how to participate in the meeting directly or at a central conference connection, and provides all Members the opportunity to hear or perceive the discussion and provides for comment.

Section 3.6 Quorum. A quorum is present throughout any meeting of the Members if persons entitled to cast 20% of the votes in the Association: (1) are present in person or by proxy at the beginning of the meeting; (2) have cast absentee ballots solicited in accordance with the Association's procedures which have been delivered to the secretary in a timely manner; or (3) are present by any combination of (1) and (2).

Section 3.7 Voting. Except as otherwise provided in the Articles of Incorporation, the Declaration of Protective Covenants, and the provisions of Section 5.2, below, at all meetings of the membership, Members may vote in all matters pertaining to the association in person, by secret ballot, by absentee ballot or by a proxy, subject to the following:

(a) In Person. Members who are present in person may vote by voice vote, show of hands, standing, secret ballot, or any other method for determining the votes of Members, as designated by the person presiding at the meeting.

(b) Absentee Ballot. A Member may vote by absentee ballot without being present at the meeting. The Association shall promptly deliver by any reasonable means an absentee ballot to any Member that requests it if the request is made at least three days before the scheduled meeting. The Association must be able to verify that the absentee ballot was cast by a Member having the right to do so.

(c) Proxy. A Member may vote by a directed or undirected proxy duly executed by the Member. A Member may revoke a proxy given only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy is valid only for the meeting at which it is cast and any recessed session of that meeting. A person, other than a Director, may not cast undirected proxies representing more than ten Member votes.

(d) Counting and Decision. All duly cast votes must be included in the tally of a vote taken at a meeting. Unless a greater number or fraction of the votes is otherwise required, a majority of the votes cast determines the outcome of any action of the Association.

## ARTICLE IV

### Directors

Section 4.1 Number and Qualifications. The affairs of this Association shall be managed by a Board of Directors, hereinafter "Board," consisting of four (4) Association Members who shall be at least twenty-one (21) years of age.

Section 4.2 Election. The Directors of the Association shall be elected by the Members at the Annual Meeting of Members.

Section 4.3 Terms of Office. Terms of Directors shall be staggered over a three-year period. The terms of office for the Directors to be chosen at the 2021 Annual Members meeting shall be one (1) term of three (3) years and two (2) terms of one (1) year. Thereafter, at each Annual Meeting, Directors shall be chosen for three (3) year terms to replace any Director whose term is expiring. A Director whose term is expiring shall be eligible for re-election. Directors elected to the Board shall take office immediately following the Annual Meeting during which they were elected.

Section 4.4 Removal. Any Director may be removed from the Board, with or without cause, by Members present in person, by proxy or by absentee ballot at any meeting of the Members at which a quorum is present and the subject of removal was listed in the notice of the meeting, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal. At any meeting at which a vote to remove a Director from the Board is to be taken, the Director being considered for removal must have a reasonable opportunity to speak before the vote.

Section 4.5 Resignations. Any Director may resign at any time by giving written notice to the Board, the President, or the Secretary. 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 4.6 Vacancy. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining Directors of the Board and shall serve for the unexpired term of his or her predecessor or, if earlier, until the next annual election of Directors. Election of Directors is described in Article V.

Section 4.7 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 5.1 Nominations. Nominations for election of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a Director 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 at least as many nominations as there are open positions. The nominating committee shall assist the Board in preparing ballots and conducting the election if so requested by the Board.

Section 5.2 Election. Election of Directors shall be by secret written ballot if more than one (1) candidate is nominated for any single office. Upon request by any Member, the vote shall be by secret written ballot regardless of number of nominees. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### Meetings of the Board of Directors

Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually, or more often as determined at the sole discretion of the Board, at such place within the County of Riley, State of Kansas, and at such date and time as shall be designated in the Notice of Meeting pursuant to Section 6.3, below.

Section 6.2 Special Meetings. Special meetings of the Board of Directors shall be held at such place within the County of Riley, State of Kansas, and at such date and time as shall be designated in the Notice of Director Meeting pursuant to Section 6.3, below. Special meetings of the Board of Directors may be called by the President at any time. Special meetings must be called by the President when so requested in writing by any two (2) Directors and must take place within ten (10) days of receipt of the request.

Section 6.3 Notices. The Association shall give written notices of meetings of the Board of Directors to each Member at the mailing or electronic mail address each Member 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. Notices shall be delivered or given to each Member not less than five (5) nor more than sixty (60) days before the date of the meeting. The minimum time required to give notice may be reduced or waived for a meeting called to deal with an emergency. Notices shall include items on the agenda, a statement of the general nature of any proposed amendment to the Declaration of Protective Covenants or Bylaws, any budget proposals or changes and any proposal to remove an officer or Director.

Section 6.4 Documents. If any materials are distributed to the Directors before the meeting, at the same time copies of the materials, except for materials for executive sessions, shall be distributed or otherwise made reasonably available to all Members.

Section 6.5 Open Meetings. Meetings of the Board of Directors and committees of the Association authorized to act for the Association must be open to the Members except during executive sessions. During any open meeting the Members must be given a reasonable opportunity to comment regarding any matter on the agenda or affecting the common interest community or the Association.

Section 6.6 Executive Sessions. Executive sessions may be held 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: (a) consult with the Association's attorney concerning legal matters; (b) discuss existing or potential litigation or mediation, arbitration, or administrative proceedings; (c) discuss labor or personnel matters; (d) discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage; or (e) prevent public knowledge of the matter to be discussed if the Board of Directors or committee reasonably determines that public knowledge would violate the privacy of any person.

Section 6.7 Quorum. A quorum at any meeting of the Board of Directors shall consist of a majority of Directors. Unless otherwise provided in the Articles of Incorporation, the Declaration of Protective Covenants, or these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board. Directors may not assign proxies for Board of Director votes.

## 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 lawful policies and decisions of the Members insofar as they are not in conflict with the Articles of Incorporation, the Declaration of Protective Covenants, or these Bylaws; and shall execute the duties, responsibilities, and requirements of the Declaration of Protective Covenants. The Board shall keep and maintain accurate and complete records of all its acts and corporate affairs and present a statement thereof to the Members at the annual meeting or at any Special Meeting of the Members where such statement is requested by one-fourth (1/4) of the Members. The Board shall have discretion in the disbursement of funds and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable or required by the Declaration of Protective Covenants. The Board may act by unanimous consent only to undertake ministerial actions or to implement actions previously taken at a meeting of the Board. In the execution of powers granted, the Board may appoint committees or agents to work on specific problems, projects, or reports. The powers of the Board of Directors are otherwise non-delegable. All actions shall be undertaken and performed by the Directors in good faith.



## ARTICLE VIII

### Officers

Section 8.1 Enumeration of Offices. The officers of the Association shall be a president, vice president, secretary, and treasurer. All officer positions must be held by Directors. The powers of each of the Officers are non-delegable.

Section 8.2 Election of Officers. The election of officers shall take place in a meeting of the Board of Directors held for that express purpose, immediately following the conclusion of the Annual Members Meeting. 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. The Directors may agree to change offices, if they do so by a majority vote at a meeting of the Board of Directors for which the subject of the change of Officers was listed in the notice of the meeting.

Section 8.3 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 or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or 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, shall certify and record amendments to the Protective Covenants on behalf of the Association, and shall perform such other administrative 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 presented to the Members at its regular annual meeting, and shall ensure that all reports required by governmental agencies are properly prepared and filed.

## ARTICLE IX

### Committees

Section 9.1 Architectural Control Committee. The committee shall be composed of the four (4) elected Directors of the Board, with the Vice-President serving as chair. Additional members may be appointed by the Board as deemed necessary.

Section 9.2. Nominating Committee. Pursuant to Article V, there shall be a Nominating Committee, to include a Director of the Board and two (2) other Association Members, to be appointed by the Board.

Section 9.3. Other Committees. The Board may appoint other committees as are deemed appropriate in carrying out the purposes of the Association.

## ARTICLE X

### Access to Books and Records

Section 10.1 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. The Declaration of Protective Covenants, the Articles of Incorporation, the Bylaws of the Association, and any Rules and Regulations shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost, and for electronic downloading from the Association's website, if any, by any Member.

Section 10.2 Records Retained. The Association shall retain copies of the following records for a period of five (5) years: all receipts and records of expenditures; minutes of all meetings; names of all owners, in alphabetical order, with addresses; the Association's Articles of Incorporation, Declaration of Protective Covenants, Bylaws, and Rules or Regulations, if any; names and addresses of current Directors; the Association's most recent annual report, if any; copies of current contracts to which the Association is a party; records of architectural approvals and denials, if any; and copies of all financial statements and tax returns. The Association shall retain ballots, proxies and other records relating to voting by Members for one (1) year after the election, action or vote to which they pertain.

## ARTICLE XI

### Alternative to In-Person Voting

Section 11.1 Voting Without a Meeting. When, in the judgment of the Board, any question shall arise that should be put to a vote of the Association Members, and when the Board deems it inexpedient to call a special or in-person meeting of the Members for that purpose, the Board may, unless the Declaration of Protective Covenants or these Bylaws require otherwise, submit the question to the membership in writing through the mails or by electronic ballot, for vote and decision. The Board shall:

- (a) Notify the Members that the vote will be taken by ballot.
- (b) Deliver to every Member entitled to vote on the matter a paper or electronic ballot which sets forth each proposed action and provides an opportunity for the Member to vote for or against the action.
- (c) State the number of responses needed to meet the quorum requirements and the percent of votes necessary to approve each matter other than election of Directors; specify the time, date, and method by which a ballot must be delivered to the Secretary to be counted, which time and date shall not be fewer than ten (10) days after the date the ballot is delivered to the Member; and describe the time, date, and manner by which Members wishing to deliver information to all Members regarding the subject of the vote may do so.

Section 11.2 No Revocation. A ballot is deemed valid once delivered to the Association notwithstanding the subsequent death or disability of the member, and after such delivery may not be revoked.

Section 11.3 Quorum. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.

## ARTICLE XII

### 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.

## ARTICLE XIII

### Budget

The Board shall propose and adopt a budget for the Association at least annually. Prior to the adoption of any budget the Association shall notify each Member of the meeting at which the budget will be considered. Such notice shall be given at least ten (10) days in advance of the meeting. A copy of the proposed budget shall be available to any Member who requests it. Members shall have a reasonable opportunity to comment on the proposed budget before the Board takes action.

## ARTICLE XIV

### Amendments

These Bylaws may be amended at a regular or special meeting of the Members by a two-thirds vote of the Members who are present in person, vote by proxy, or have submitted in advance a paper or electronic ballot.

## ARTICLE XV

### Conflict of Rules

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration of Protective Covenants, and amendments thereto, and these Bylaws, the Declaration of Protective Covenants shall control.



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 a vote of the Association membership at its special meeting held on December 7, 2021.

Marcia A. Cooper  
President

Eb EA  
Vice-President

Ruth M Parker  
Treasurer

Allen Stuffer  
Secretary

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 special meeting on May 21, 2013:

Article III, Section 1, 2, & 3, Article IV, Article VI, Section 1 & 2, Article VII, Article VIII,  
Section 1, Article IX, Section 1, Article X, Article XI, Article XIV

#5. Amendments to the following sections were adopted at the special meeting on December 7, 2021.

Article I, Article II, Article III, Article IV, Article V, Article VI, Article VII, Article VIII, Article IX,  
Article X, Article XI, Article XII, Article XIII, Article XIV, Article XV