

**BYLAWS
OF
FOREST OAKS HOMES ASSOCIATION
A KANSAS NOT FOR PROFIT CORPORATION**

1. Name of Corporation and Principal Office. The name of this not-for-profit corporation is FOREST OAKS HOMES ASSOCIATION, referred to hereinafter as the "Association". The principal office of this corporation shall be located at 11305 West 109th Street, Overland Park, Kansas 66210. Meetings of the Members and Directors may be held at such places within or without the state of Kansas as may be designated from time to time by the Board of Directors.

2. Definitions. All definitions set forth in the Homes Association Declaration dated August 16, 1983, recorded at Volume 1900, page 877 of the records of the Recorder of Deeds, Johnson County, Kansas and the Pool Association of the same date and recorded at Volume 1900, page 868 with the Recorder of Deeds, Johnson County, Kansas, ("Declarations"), shall apply to these Bylaws, and the same are incorporated herein by reference and made a part hereof. In the event of any conflict between the contents of the Declarations, the Articles of Incorporation of the Association and remaining provisions of these Bylaws, the language and requirements of the Declarations and Articles of Incorporation shall prevail.

a. "Common elements" means those portions of the property not owned individually by Members, but in which an indivisible interest is held by all Members, generally including the grounds, parking areas and recreational facilities.

b. "Common interest community" means real estate described in a declaration with respect to which a person, by virtue of the person's ownership of a unit, is obligated to pay for a share of real estate taxes, insurance premiums, maintenance, or improvement of, or services or other expenses related to, common elements, other units, or other real estate described in that declaration.

c. "Rule" means a policy, guideline, restriction, procedure, or regulation of an association, however denominated, which is not set forth in the declaration or bylaws and which governs the conduct of persons or the use or appearance of property.

3. Membership and Voting Rights.

a. Each Lot which is subject to assessment under the Declarations shall be represented by one Owner of such Lot as a Member of the Association. Membership shall be appurtenant to and may not be separate from ownership of any Lot which is subject to assessment.

b. Each Member shall have one (1) vote. The Association shall be the sole judge of the qualifications of each Owner representative Member to vote and the rights to participate in meetings and proceedings. Members may vote to participate in meetings and proceedings. Members may vote at any meeting of the Association in person or by written proxy duly filled with the Secretary of the Association.

4. Meetings of Members.

a. Annual Meeting of Members. An annual meeting of the Members shall be held on the first Monday of March of each year at 8:00 p.m. Central Standard Time, or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

b. Special Meetings of Members. Special meetings of the Members may be called at any time by the President, by a majority vote of the Board of Directors, or upon written request directed to the President and Secretary of twenty five percent (25%) of the Membership.

c. Notice. Written notice of each annual and special meetings of the Members shall be given by the Secretary by mailing a copy of such notice, postage prepaid, not less than ten (10) days nor more than sixty (60) days before such meeting, and to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association. The notice shall specify the place, day and hour of the meeting, and the purpose of the meeting, listing an agenda of actionable proposals. Members shall be notified of the results of any vote by the Members present or by proxy in the meeting minutes.

d. Quorum. Twenty-five percent of the Membership of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of Members for the transaction of any business except as otherwise provided by the laws of the State of Kansas. If a quorum shall not be present, the meeting may continue as a business meeting for the exchange of information, but no binding vote is possible. For purposes of approving capital expenditures over \$5,000, a quorum shall be 33% of the Membership of the Association entitled to vote.

e. Proxies. At all meetings of the Members, any Member may vote in person or by proxy executed in writing by such Member. Such a proxy shall be filed with the Secretary of the Association before or at the time of the meeting. A proxy is valid only for the meeting at which it is cast and any recessed session of that meeting.

f. Vote Required for Action by Members. When a quorum is present or represented at any meeting of the Members, a majority of the voting power of the Membership present or represented by proxy at such meeting shall decide any question brought before the meeting, unless the issue is one upon which by express provision of the Articles of Incorporation, the Declarations, these Bylaws or by the laws of the State of Kansas a different vote is required, in

which case such express provisions shall govern and control the vote necessary to decide the question.

(1) Member voting procedures. Members may vote at a meeting in person, by a proxy, or, when a vote is conducted without a meeting, by electronic or paper ballot.

(2) Members who are present in person may vote by voice vote, show of hands, standing, or any other method for determining the votes of Members, as designated by the person presiding at the meeting. Only one vote is allowed per Member. A majority of the votes cast determines the outcome of any action of the association.

g. Consent of Members in Lieu of Meeting. To the extent, if any, and in the manner permitted by statute and unless otherwise required by the Articles of Incorporation, any action required to be taken at any annual or special meetings of Members, or any action which may be taken at any annual or special meeting of such Members, may be taken by written consent without a meeting. The Association shall notify the Members that the vote will be taken by ballot. The Association shall deliver a paper or electronic ballot to every Member entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against the action.

(1) When the Association delivers the ballots, it shall also: Indicate the number of responses needed to meet the quorum requirements; state the percent of votes necessary to approve each matter other than election of directors; specify the time and date by which a ballot must be delivered to the Association to be counted, which time and date may not be fewer than three days after the date the association delivers the ballot; 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. Approval by ballot pursuant to this subsection 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.

(2) If the Declarations require that votes on specified matters affecting the common interest community be cast by lessees rather than Members of leased units: Members that have leased their units to other persons may not cast votes on those specified matters; and lessees are entitled to notice of meetings, access to records, and other rights respecting those matters as if they were Members. Members must also be given notice of all meetings at which lessees are entitled to vote.

5. Board of Directors.

a. Number. The affairs of the Association shall be managed by a Board of Directors consisting of not less than five (5) in number and not more than seven (7) in number, the exact number to be fixed by the Membership at any annual or special meeting. If a vacancy occurs and the number falls below 5, the remaining board members may appoint new members to fill vacancies until the next annual meeting.

- b. **Term.** Directors are elected to 3-year terms. No director who shall have been in office for two consecutive three-year terms immediately preceding an election of directors shall be eligible for reelection as a director at such election.

- c. **Removal.** Members present in person, by proxy, or by absentee ballot at any meeting of the Members at which a quorum is present, may remove any member of the board of directors and any officer 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 to removal. In the event of the death, resignation, or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors, and the successor shall serve for the unexpired term of his or her predecessor.
 - (1) The Members may not consider whether to remove a member of the board of directors or an officer elected by the Members at a meeting of the Members unless that subject was listed in the notice of the meeting.

 - (2) At any meeting at which a vote to remove a member of the board of directors or an officer is to be taken, the member or officer being considered for removal must have a reasonable opportunity to speak before the vote.

- d. **Compensation.** No director shall receive compensation for any service as a member of the Board of Directors.

- e. **Nomination.** Nomination for election to the Board of Directors shall be made by the board of directors and/or owners. Nominations may also be made from the floor at the annual meeting of the Association.

- f. **Election.** Election to the Board of Directors shall be voice vote or show of hands. Written ballots should only be required when there are more candidates than vacancies to fill. At such an election, the Members or their proxies may cast, with respect to each vacancy, one vote for each directorship. The person(s) receiving the largest number of votes shall be elected.

- g. **Annual Meeting of Board of Directors.** Within fourteen (14) days after each annual meeting of the Members of the Association, the newly elected Board members and those Board members whose terms hold over shall hold the annual meeting of the Board of Directors for the purpose of electing officers and transacting any other business.

- h. **Regular Meeting of Board of Directors.** Regular meetings of the Board of Directors shall be held as needed but at least quarterly. At least one of those meetings must be held at the common interest community or at a place convenient to the community unless the Members amend the bylaws to vary the location of those 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. Virtual meeting attendance by board members or by owners may be an appropriate choice in some circumstances.

(1) A gathering of the board of directors at which the board members do not conduct association business is not a meeting of the board of directors. The board of directors and its members may not use incidental or social gatherings of board members or any other method to evade the open meeting requirements of this section.

(2) At each board of directors' meeting, the board shall provide a reasonable opportunity for Members to comment regarding any matter affecting the common interest community and the association. Unless the meeting is included in a schedule given to the Members or the meeting is called to deal with an emergency, the secretary shall give notice of each board of directors meeting to each board member and to the Members. The notice must state the time, date, place, and agenda of the meeting and be given at least five days prior to the meeting date.

(3) If any materials are distributed to the board of directors before the meeting, the board at the same time shall make copies of those materials reasonably available to Members, except that the board need not make available copies of unapproved minutes or materials that are to be considered in executive session.

- i. **Executive session.** The board of directors and committees appointed by the board 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:

(1) consult with the association's attorney concerning legal matters;

(2) discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;

(3) discuss labor or personnel matters;

(4) 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

- (5) prevent public knowledge of the matter to be discussed if the board of directors or committee determines that public knowledge would violate the privacy of any person.
- j. **Special Meetings of Board of Directors.** Special Meetings of the Board of Directors may be called by the president or secretary of the Association or by any two (2) or more of the Directors, after not less than three (3) days written notice to each director.
- k. **Quorum.** A minimum of 4 board members shall constitute a quorum for the transaction of any and all business of the Board of Directors. 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.
- l. **Action Without a Meeting.** Unless otherwise restricted by the Articles of Incorporation or the Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the Board or committee.
- m. **Powers, Rights and Duties.** The Board of Directors shall have the following powers, rights and duties:
- (1) To propose and adopt a budget for the common interest community at least annually. Notice of any meeting at which a budget will be considered must be given to Members at least 10 days prior to the meeting date and a copy of the proposal must be made available to any Member who requests it. 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.
 - (2) To propose a special assessment. If the Board of directors determines by a $\frac{2}{3}$ vote of the membership of the board that a special assessment is necessary to respond to an emergency, such matter must be brought to the Membership for a vote.
 - (3) To prescribe the rules and regulations and fees governing the use, operation and maintenance of all Common Areas.
 - (4) To suspend the voting rights of any Member and to suspend the right of any Member or Owner representative to use all or part of recreational facilities located upon the Common Area, for any period during which any assessment against an Owner's Lot remains unpaid.
 - (5) To charge reasonable admission and use fees for the use of any recreational facilities to defray costs of the operation thereof.

- (6) To fix penalties for the violation of said rules and regulations including suspension of the use of Common Area not to exceed (60) days.
 - (7) To make operational and maintenance contracts.
 - (8) To exercise for the Association all powers, duties and authority vested in, or delegated to, the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation of the Association or the Declaration.
 - (1) To declare the office of a member of the Board of Directors to be vacant in the event such board member shall be absent from three (3) consecutive meetings of the Directors or for a non-payment of assessments.
 - (2) To contract with lawyers, accountants, consultants and other persons and entities to perform such services as the Board may authorize.
 - (3) Keep or cause to be kept reasonable records of its acts and to present an annual report to the Members at the annual meeting of the Members.
 - (4) Create and maintain a website for the Association.
 - (5) Supervise all officers, agents and managers of the Association and to see that their duties are properly performed; and
 - (6) Cause to have liability and casualty insurance on all common areas.
- n. **Fidelity Bonds.** The Board may require that all officers of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

6. Officers.

- a. **Description of Officers.** The officers of the Association shall be a president, a vice-president, a secretary, a treasurer and such other officers as the Board may, from time to time, by resolution determine.
- b. **Election.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.
- c. **Term.** Officers of the Association shall be elected annually by the Board and may serve consecutive one (1) year terms or until his successor is duly elected and qualified. All officers must be members of the Board. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the president and the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein. 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.

- d. **Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices.
- e. **President.** The president shall preside at all meetings of the Board of Directors, annual meetings, and special meetings of the Membership, and shall see that orders and resolutions of the Board of Directors are carried out. The president shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.
- f. **Vice-President.** The vice-president shall act in the place of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be determined from time to time by the Board of Directors.
- g. **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association if any and affix it to all documents requiring the seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members and Membership of the Association, together with their addresses; prepare, execute, certify, and record amendments to the Declaration on behalf of the association, and shall perform such other duties as may be determined by the Board.
- h. **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts in the name of the Association all monies of the Association; shall disburse such funds directed by resolution of the Board of Directors; shall keep or cause to be kept proper books of account; shall cause an annual audit of the Association's books by a committee of Members at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at its regular annual meeting concerning estimated assessments to provide funds to the Association for all services as provided by the Declaration; and shall perform such other duties as may be determined from time to time by the board.
- i. **Other Officers.** The Assistant Secretaries and Assistant Treasurers, if any and any other officers whom the Board may appoint shall have such authority and perform such duties as may be determined by the Board.
- j. **Delegation of Authority and Duties.** The Board is authorized to delegate the authority and duties of any officers to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.
- k. **Insurance.** The Board shall obtain liability and indemnification insurance in favor of the Board of Directors and officers in the performance of their duties in such amount as the

Board may deem appropriate. The premiums on such insurance shall be paid by the Association.

7. **Committees.** The Board of Directors may appoint committees as it deems appropriate (nominating, architectural, social, pool) in carrying out its purposes. It shall be the duty of each committee to receive complaints from Members on any matters involving Association functions, facilities, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate. The Board of Directors shall retain ultimate control, authority and responsibility and the Board of Directors shall have the authority to reverse or override any action of any committee.

8. **General Powers of the Association.**

- a. Rules and Regulations. The Board of Directors of the Association may adopt such reasonable rules and from time to time amend the same as it may deem advisable for the maintenance, conservation and beautification of the property and for the health, comfort, safety and general welfare of the Lot Owners. Written notice of such rules shall be given to all Lot Owners and the property shall at all times be maintained subject to such rules. In the event such rules conflict with any provisions of the Declarations or the Bylaws, the provisions of the Declarations and of these Bylaws shall govern.
- b. Delegation and Duties. Nothing herein contained shall be construed so as to preclude the Association, through its Board of Directors and officers, from delegating in accordance with the Declarations, to persons, firms or corporations, including any manager or managing agent, such duties and responsibilities and providing reasonable compensation for the performance of such duties and responsibilities.

9. **General Provisions.**

- a. Books and Records. The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any Member. The Declarations, the Articles of Incorporation and these Bylaws shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost by any Member.
- b. Indemnification of Directors and Officers. The Association shall indemnify any member or former member of the Board of Directors, or any officer or former officer of the Association against costs, liability and expenses, including attorneys' and accounting fees, judgments, fines and amounts paid in settlement actually and reasonably incurred, if it is determined by the Board of Directors at its regular or special meeting lawfully held by a majority vote that the Board member or officer acted in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of the Association. No indemnification shall, however, be made if the final judgment of the court determines that the Board member or officer was liable for willful negligence or misconduct in the performance of his or her duties to the Association, unless the court also determines upon

