

SHADYWOOD WEST HOMEOWNERS' ASSOCIATION, INC., BYLAWS

ARTICLE I: PURPOSE AND DEFINITIONS

1. PURPOSE. The purpose of the Shadywood West Homeowners' Association, Inc., shall be to maintain Shadywood West subdivision as home sites and make it a better place to live as a neighborhood community in compliance with restrictions affecting the subdivision. The association shall always have as its paramount objective the betterment and improvement of Shadywood West subdivision. The association shall have the further purpose of holding, maintaining and improving common area facilities.
2. "ASSOCIATION" means the Shadywood West Homeowners' Association, Inc., its successors and assigns.
3. "BOARD" means the board of directors of the association.
4. "COMMON AREA" means all real property, including improvements thereon, owned by the association for the common use and enjoyment of the owners, as defined in the rules and regulations adopted by the board. "Common areas" includes the following:
 - 4.1. all real estate owned in fee simple by the association, as evidenced by warranty, deed or deeds from the declarant to the association and recorded in the office of the register of deeds of Shawnee County, Kansas.
 - 4.2. all easements, rights and appurtenances belonging thereto necessary to the existence, maintenance and safety of the common area and facilities, including all easements of ingress and egress.
 - 4.3. all personal property owned by the association and intended for use in connection with any improvement located upon the real estate owned by the association.
5. "DECLARATION" means the declaration of restrictions applicable to the properties recorded in the office of the register of deeds of Shawnee County, Kansas, and any subsequent amendments thereto.
6. "DIRECTOR" means a member of the board of directors.
7. "FISCAL YEAR" means the twelve-month period beginning October 1.
8. "LOT" means any plot of land shown upon any recorded subdivision plat of the properties, with the exception of the common area.
9. "MEMBER" means an owner who has paid the annual dues of \$100 for the current fiscal year.
10. "OWNER" means the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
11. "PROPERTY" or "PROPERTIES" means the real property described in the declaration of restrictions and such additions as may be brought within the jurisdiction of the association in the future.

ARTICLE II: MEETINGS OF MEMBERS

1. SEMI-ANNUAL MEETINGS. Semi-annual meetings of the members shall be held at Topeka, Kansas, on a weekday in the months of October and April in the evening hours at a time and place determined by the board.
2. SPECIAL MEETINGS. Special meetings of the members may be called at any time

by the president or the board, or upon written request of a majority of the members.

3. NOTICE OF MEETINGS. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting. The notice shall be given by mail, postage prepaid, to each member not less than 15 days before the meeting. The notice shall be addressed to the member's address last appearing on the books of the association, or supplied by the member to the association for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

4. QUORUM. Ten percent of the votes of the members, whether present in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the declaration or in these bylaws. If a quorum is not present or represented at any meeting, the members at the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

5. PROXIES. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of the lot.

ARTICLE III: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. GENERAL. The business and affairs of the association shall be managed by a board of directors.

2. DIRECTORS. The board shall consist of the officers of the association and at least one but not more than five other members appointed by the officers not later than 30 days after the October meeting of members.

3. MEETINGS. Regular meetings of the board shall be held not less than five weeks before each meeting of the members at such time and place as the board determines. No notice of regular meetings of the board shall be required.

3.1. Directors must be current in payment of their annual dues and must be able to attend board meetings and be willing to accept responsibility.

3.2. Special meetings of the board may be called by the president at any time by written notice by mail or email to each director. The notice shall state the time, place and purpose of the meeting. Action taken at a special meeting shall not be invalidated for lack of notice if such notice is waived.

3.3. A majority of the directors constitutes a quorum.

4. VACANCIES. Vacancies in the board shall be filled by appointment made by the remaining directors. Such appointment shall be by election by a majority vote of the remaining directors of the board, at either a regularly scheduled meeting or at a special meeting of the board.

5. REMOVAL. Any director may be removed from the board, with or without cause, by a majority vote of the members.

6. COMPENSATION. No director shall receive compensation for any service the director renders to the association. However, any director may be reimbursed for actual expenses incurred in the performance of the director's duties.

7. 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 of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

8. POWERS. The board shall exercise for the association all powers, duties and authority vested in or delegated to the association and not reserved to the member by other provisions of these bylaws, the articles of incorporation or the declaration, including, but not limited to, the authority to:

- 8.1. sell, transfer or encumber all or any portion of the common area, and any other portion of the property owned by the association, to a person, firm or entity, whether public or private, and to dedicate or transfer all or any portion of the common area or other property owned by the association to any public agency, authority or utility for such purposes. No such sale, transfer, encumbrance or dedication shall be effective unless an instrument signed by members representing 75% of the total voting power of the association members has been recorded, agreeing to such sale, transfer, encumbrance or dedication and unless written notice of the proposed action is sent to every member not less than 30 or more than 60 days in advance.
- 8.2. employ the services of any person or corporation as managers, or other employees to manage, conduct, and perform the business, obligations and duties of the association as directed by the board and to enter into contracts for such purpose. Such agents shall have the right to ingress and egress over such portions of the property as is necessary for the performance of such business, duties and obligations.
- 8.3. employ professional counsel and obtain advice from persons, firms or corporations such as, but not limited to, landscape architects, recreation experts, architects, engineers, planners, lawyers and accountants.
- 8.4. borrow and repay money for the purpose of maintaining and improving the common area and to encumber property of the association as security for the repayment of such borrowed money.
- 8.5. acquire, hold title to and convey, with or without consideration, real and personal property and interests therein, including, but not limited to, easements.
- 8.6. adopt and publish rules and regulations governing the use of the common area and additional maintenance areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- 8.7. declare the office of a director to be vacant if such director is absent from three consecutive regular meetings of the board.

9. DUTIES. It shall be the duty of the board to:

- 9.1. appoint a committee to nominate officers for the association. Such committee shall be chaired by a director and shall at least two members who are not directors.
- 9.2. cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by 25% of the members.
- 9.3. supervise all officers, agents and employees of the association, and to see that their duties are properly performed.
- 9.4. issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment or annual dues have been paid. The board for the issuance of these certificates may make a reasonable charge. If a certificate states an assessment or dues have been

- paid, such certificate shall be conclusive evidence of such payment.
- 9.5. procure and maintain adequate liability and hazard insurance on property owned by the association.
 - 9.6. cause all officers or employees having fiscal responsibilities to be bonded, as the board deems appropriate.
 - 9.7. cause the common area to be maintained and such additional maintenance areas as are designated by the board.

ARTICLE IV: OFFICERS AND THEIR DUTIES

1. ENUMERATION OF OFFICERS. The officers of the association shall be a president, a vice president, a secretary and a treasurer.
2. ELECTION OF OFFICERS. The officers of the association shall be elected at the October meeting of the members. The officers shall be elected from nominations by the nomination committee or from nominations by members present at the meeting.
3. TERMS. The president and secretary elected at the meeting held in October 2008 shall serve for terms of two years. The vice president and treasurer elected at the meeting in held in October 2008 shall serve for terms of one year. All officers elected after the meeting held in October 2008 shall serve for terms of two years. An officer shall not serve more than two full consecutive terms.
4. DUTIES. The duties of the officers are as follows:
 - 4.1. PRESIDENT
 - 4.1.1. The president shall preside at all meetings of the board; see that orders and resolutions of the board are carried out; sign all leases, mortgages, deeds and other written instruments; and co-sign all checks and promissory notes.
 - 4.1.2. The president shall be a member *ex officio* of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of an association.
 - 4.2. VICE PRESIDENT
 - 4.2.1. The vice president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act.
 - 4.2.2. The vice president shall exercise and discharge such other duties as may be required by the board.
 - 4.3. SECRETARY
 - 4.3.1. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the association and affix it on all papers requiring the seal; serve notice of meetings of the board and of the members; keep appropriate current records showing the members together with their addresses; and perform such other duties as required by the board.
 - 4.4. TREASURER
 - 4.4.1. The treasurer shall receive and deposit in appropriate bank accounts all money of the association, disburse such funds as directed by resolution of the board and sign all checks and promissory notes of

- the association
- 4.4.2. The treasurer shall keep proper books of account and, if requested by the board, shall cause an annual audit of the association books to be made by a public accountant at the completion of each fiscal year.
 - 4.4.3. The treasurer shall prepare an annual budget and a statement of income and expenditures to be presented to members at the October meeting each year and deliver a copy of each to the members; and render to the president and board at the regular meetings of the board, and whenever requested by them, an account of all transactions and of the financial condition of the association.

ARTICLE V: EXECUTION OF INSTRUMENTS AND EXPENDITURES

1. All checks, drafts and orders for payment of money shall be signed in the name of the association and shall be countersigned by the president or treasurer of the association.
2. When the execution of any contract, conveyance or other instrument has been authorized without specifications of the executing officers, the president or treasurer shall execute the same in the name and behalf of the association.
3. The board shall be required to grant expenditure approval within the boundaries of a budget, which is subject to annual approval by members. The proposed budget is first submitted to the board for its approval before presenting the proposed budget to the members for adoption. The affirmative vote of a majority of the members voting in person or by proxy at the October meeting of the association is required to adopt the annual budget. A special meeting of the members shall be called for approval of expenditures above the amount indicated in the adopted budget. The affirmative vote of a majority of the members voting in person or by proxy at the special meeting is required to grant approval for amounts submitted for emergencies over the adopted budget.

ARTICLE VI: COMMITTEES

The board shall appoint an architectural control committee, as provided in the declaration, as provided in these bylaws. In addition, the board shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE VII: AMENDMENT OF BYLAWS

These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members voting in person or by proxy at the October meeting of the association or any special meeting, if notice of the proposed amendment, alteration, change, addition or repeal is contained in the notice of the meeting.