

BY-LAWS OF THE PRAIRIE VILLAGE

HOMES ASSOCIATION

ARTICLE I - MEMBERSHIP.

Section 1. Any person who has legal title of record to any Lot or tract of land within the limits of the district as it now exists or may hereafter exist, as the term "district" is defined in the PRAIRIE VILLAGE HOMES ASSOCIATION Declaration, shall be eligible to membership in this Association, ~~subject to the approval of the Board of Directors~~; this instrument is filed of record under document number 289999 filed in Book 26 of Miscellaneous at Page 358 in the office of the Register of Deeds of Johnson County, at Olathe. (approved July 16, 2008)

Section 2. In case the legal title to any lot or tract of land, in the district is held by a married person, then that personwoman, she may, ~~if she prefers,~~ designate, in writing, that person's spouse her husband as the member ~~in her stead, and he shall thereupon become eligible to membership, subject to the approval of the Board of Directors~~. (approved July 16, 2008)

Section 3. In case the legal title to any lot or tract of land in the District is held in any form of joint tenancy or tenancy in common, then the owners thereof shall be eligible to membership, but shall jointly have the right to cast only one vote for any candidate at any election or on any question, or such owners may if they prefer, designate in writing one of them as member in their stead, and he shall thereupon become eligible to membership, subject to the approval of the Board of Directors. (approved July 16, 2008)

Section 4. In case the legal title to any lot or tract of land in the district is held by one or more minors, then their natural or legal guardian or guardians shall be eligible to membership, or if there be more than one such guardian they shall jointly have the right to cast only one vote for any candidate at any election or on any question, or such guardians may, if they prefer, designate in writing one of them as member in their stead, and he shall thereupon become eligible to membership, subject to the approval of the Board of Directors.

Section 5. In case the legal title to any lot or tract of land in the district is held by a trust or business entity~~corporation~~, then ~~thethe trust or business entity~~ Board of Directors of such corporation, or its president, or its vice president may shall designate in writing ~~one of its officers, members or employees as~~ its a member representative, who shall exercise the membership rights of that trust or business entity. The trust or business entity shall provide the designation of its member representative not less than ten business days before any vote~~thereupon become eligible as to membership, subject to the approval of the Board of Directors~~. (approved July 16, 2008)

Section 6. Only owners of one or more tracts of land in this District as set out in Sections 2-5, ~~or their duly accredited representatives as herein provided~~, shall have ~~be eligible to~~ membership in this association. No member shall have the right to more than one vote for any candidate at any election, or on any question, although he may own more than one lot or tract of land. (approved July 16, 2008)

Section 7. Membership in this Association may continue only during the period of ownership of any lot or tract of land in the District by the member or the member representative~~person or party whom he represents as herein provided~~. (approved July 16, 2008)

Section 8. No fees or charges shall be made for the privilege of membership beyond the charge or assessment as set forth in the Agreement which now affects the land in the District, which Agreement is dated May 5, 1941 and is recorded in Book 26 of Miscellaneous at page 358 in the office of the Register of Deeds for Johnson County at Olathe, Kansas, and amendments thereto.

Section 9. The Secretary shall keep a correct list of all members who are in good standing and entitled to vote, and their last known addresses. All members shall notify the Secretary of any change of address.

ARTICLE II - BOARD OF DIRECTORS.

Section 1. The corporate power of this Association shall be vested in a Board of TEN¹ directors, called the BOARD OF DIRECTORS, except when the term of the retiring President expires, the retiring President he shall remain as a member of the Board until the new President is elected., with voting powers, for one year, in which event the membership of the Board shall be eight directors.² (approved July 16, 2008)

Section 2. Six ~~Four~~ directors shall constitute a quorum for the transaction of business at any meeting. A majority vote of the Directors present is necessary for the transaction of any business.³ (approved September 17, 2008; revised approval January 21, 2009)

Section 3. All directors shall be bon~~ae~~ fide residents of the District, and shall at all times be members of the Association in good standing, current on the Homes Association dues.~~in good standing.~~ (approved September 17, 2008)

Section 4. Directors shall be elected annually by the members of the Association at the Association's annual~~an Association~~ meeting to serve for a period of THREE years ~~from the regular Association meeting when the election occurs or should have occurred, and~~ until their successors are duly elected and qualified. ~~(This section to be applicable to the six and seventh directors elected at the annual meeting on February 13, 1948.)~~⁴ (approved July 16, 2008; revised September 17, 2008)

¹ Amended by the Board of Directors of the PRAIRIE VILLAGE HOMES ASSOCIATION on July 11, 1990. ARTICLE II, Section 1 previously read: "Section 1. The corporate power of this Association shall be vested in a Board of SEVEN directors, called the BOARD OF DIRECTORS, except when the term of the retiring President expires, he shall remain as a member of the Board, with voting powers, for one year, in which event the membership of the Board shall be eight directors."

² Amended by the Board of Directors of the PRAIRIE VILLAGE HOMES ASSOCIATION on January 26, 1958. ARTICLE II, Section 1 previously read: "Section 1. The corporate powers of this Association shall be vested in a Board of five Directors called the BOARD OF DIRICTORS."

³ Amended by the Board of Directors of the PRAIRIE VILLAGE HOMES ASSOCIATION on January 26, 1958. ARTICLE II, Section 2 previously read: "Section 2. Three directors shall constitute a quorum for the transaction of business at any meeting."

⁴ Amended by the Board of Directors of the PRAIRIE VILLAGE HOMES ASSOCIATION on January 26, 1958. ARTICLE II, Section 4 previously read: "Section 4. Directors shall be elected annually by the members of the Association at an Association meeting to serve for a period of two years from the regular Association meeting when the election occurs or should have occurred, and until their successors are duly elected and qualified."

Section 5. ~~If In case of a vacancy occurs on the Board of Directors in the office of a director occurring~~ between annual elections, the remaining Directors at a regular or ~~a~~ special meeting shall elect another eligible member to fill the vacancy for the unexpired term. ~~and until a successor shall be duly elected and qualified.~~ (approved July 16, 2008)

Section 6. The Board of Directors shall conduct, manage and control the property, affairs and business of the Association, and shall make all necessary rules and regulations for the guidance of officers and management of the affairs and business of the Association, not inconsistent with the laws of the State of Kansas ~~and or of~~ the United States. ~~The Board of Directors~~ They shall ~~keep cause to be kept a complete record of all their any meetings acts and proceedings, and of the proceedings of the members.~~ At each annual meeting, ~~the Board shall they shall~~ present a complete detailed statement ~~of showing~~ the assets, liabilities and general condition of the Association. ~~The Board~~ They shall also ~~keep cause to be kept a complete record of all the finances of the Association showing all receipts and expenditures, assets and liabilities, as set forth in Article III, Section 5.~~ (approved September 17, 2008)

~~The Board of Directors may They shall~~ employ and discharge at will, all agents, servants and employees of the Association. ~~The Board of Directors shall,~~ prescribe their duties, fix their compensation, fix the ~~officers'~~ compensation, if any, ~~of officers,~~ and in their discretion, may require of them a bond or other security for faithful performance of their duties and fidelity. ~~The Board of Directors They shall~~ determine who shall sign and countersign all checks, drafts, and ~~other papers and documents, except as otherwise provided for herein in these Bylaws. The Board of Directors They shall vote on all applications for membership, as hereinbefore provided. They shall do and~~ perform any other duties that may be prescribed for them by the members of this ~~A~~ association at any regular or special ~~meeting seating.~~ (approved September 17, 2008)

ARTICLE III * OFFICERS & THEIR DUTIES

Section 1(a). The officers of this Association shall be a President, Vice President, Secretary, and Treasurer~~and Executive Secretary~~. The Association officers, who shall be elected annually at the first meeting of the Board of Directors after the Annual Association meeting by to and hold office for a one-year term at the will of the Board of Directors. The Board of Directors may also, from time--to--time, name other or assistant officers who shall hold office at the will of the Board of Directors.
(approved September 17, 2008)

(b). The President and the Vice President shall at all times be directors. It is not required that either the Secretary or Treasurer or the Executive Secretary shall be a director or a member of the Association. The offices of the Secretary and Treasurer may be held by the same person. (approved September 17, 2008)

(c). The Board of Directors may appoint or remove any officer from that office at will. or employee at pleasure, and Any vacancy caused by removal, resignation, death, cessation of membership in the Association for any cause whatever, may be filled by the Board of Directors as it may deems advantageous.
(approved January 21, 2009) Tabled 91708

Section 2. The President shall preside over all meetings of the members and directors, shall sign all instruments of writing to be executed by the corporation, and as he may be directed by the Board of Directors, and he shall perform any such other duties that as may be conferred upon him by the Board of Directors. The President's, but his authority shall shell be subject to the control and direction of the Board of Directors at all times.
(approved September 17, 2008)

Section 3. The duties of the Vice President shall be to do and perform all the duties of the President in the absence or inability of the President. (approved September 17, 2008)

Section 4. The duties of the Secretary and/or Executive Secretary shall be to (1) keep a permanent and complete record of all Association and Board of Directors' meetings; proceedings of each meeting of the Board of Directors and of the Association members, (2) and to keep the officers informed of all such proceedings whenever called upon; (3) to call special meetings of the Board of Directors and of the Association members whenever requested by the President, or the Vice President, or a majority of the Booard

of Directors; (4) to keep a list of all members of the Association and their addresses; (5) and to do and perform all other duties ~~that usually and properly that~~ pertain to the office of Secretary. ~~In the case of the failure, absence, inability or refusal of the Secretary to perform his duties, The the~~ President may designate appoint another Director someone to act as temporary Secretary in his stead until the next meeting of the Board of Directors, and in such event the absence of the Secretary. The Secretary shall turn over to his successor in office all papers, records, books and other property belonging to ~~the~~ Association at the end of the Secretary's term. (approved September 17, 2008)

Section 5. The ~~duties of the~~ Treasurer shall ~~be to~~ (1) receive and deposit in such banks or bank as the Board of Directors may from time--to--time direct, all moneys belonging to the Association; (2) to keep a true and detailed account of all moneys received and paid out; (3) to make a financial report in writing at each annual ~~Association meeting of the Association members,~~ and at any special meeting of ~~the~~ Association members if whenever he may be requested; (4) to do so, and to make such a report at any meeting of the Board of Directors if whenever requested; and (5) perform all other duties that pertain to the office of Treasurer. The Treasurer shall ; to turn over to his successor in office, all moneys, records, papers and other property then on hand belonging to the Association at the end of the Treasurer's term. and to do and perform all other duties that usually and properly pertain to the office of Treasurer. (approved September 17, 2008)

Section 6. The President and Vice President shall not receive any compensation for their services.

ARTICLE IV – ASSOCIATION MEETINGS

Section 1. The membership of the Association shall meet at least once each year at the Annual Association Meeting. ~~The regular Annual Association Meeting~~ ~~meeting of the members of this Association herein called the "Association meeting"~~ shall occur ~~be held each year on, or after,~~ the second Wednesday of February ~~of each year, and at a such place determined as may be fixed by the Board of Directors. and set out in the notice of the meeting,~~ ~~However, provided however, that the Board shall have the right to schedule the Annual Association meeting on change fix any other time, either on or after the second Wednesday in February of each year by appropriate order entered on the minutes of the meeting of the Board of Directors of such time and place of meeting as fixed.~~ tabled 91708 (approved January 21, 2009)

Special meetings of the members of the Association, ~~herein called "Association meeting"~~ may be held at any time on the call of the President, Vice President or a majority of the Board of Directors ~~the Secretary, or the President or the Vice President.~~ (approved September 17, 2008)

Section 2. The members of the Association shall be notified of any Association Meeting by the Secretary or Executive Secretary, ~~the President or the Vice President~~ by a ~~printed or~~ written notice mailed to the member's last known address ~~of the members~~ at least ten days before the date of the regular meeting, stating the time and place of the meeting. Special meetings may be called in like manner upon ~~after~~ five days notice, but the any such notice shall designate the purpose of the meeting. ~~In all such cases the mailing of the notice shall be considered as the notice required to be given; and notices need only be given to members appearing as such on the books of the Association. Tabled 91708 (approved January 21, 2009)~~

Section 3. At any Annual Association Meeting or Special Association Meeting ~~regular or special Association meeting~~, ten members of the Association shall constitute a quorum for the transaction of business. ~~And a~~ majority vote of those present shall be necessary to elect a director or transact any other business. (approved September 17, 2008)

If the meeting ~~is~~ be not held at the time specified because of the lack of quorum or other cause, the meeting ~~shall~~ may be rescheduled for a certain date ~~adjourned from day to day until a quorum can be had, or until a day certain.~~ (approved September 17, 2008)

ARTICLE V -- BOARD OF DIRECTORS' MEETINGS (approved September 17, 2008)

Section 14. Regular meetings of the Board of Directors shall be held at such times and place as the Board of Directors may designate. Notice of the regular meeting of the Board of Directors shall be given to the members as provided in Article IV, Section 2. (approved September 17, 2008)

Section 2. Special meetings of the Board of Directors may be held at any time upon call of any Officer~~the Secretary, or the President, or the Vice President,~~ by reasonable written notice ~~mailed to the last known address of the Directors personally, at their last known address, or by electronic means at least two days before the date of the meeting, stating the time, place and purpose of the meeting. The mailing of such notice shall be considered as the notice required to be given. or~~OR a like written notice may be served by any one personally upon the directors at least one day before such meeting. (approved January 21, 2009)~~tabled 91708~~

Section 3. Electronic Meetings. Meetings of the Board of Directors, or of any committee designated by the Board of Directors, may be conducted by telephone or by any other electronic means by which all members of the Board or committee can hear or perceive the input made by other members. The minutes of any meetings conducted by electronic means shall contain a verbatim transcript of the electronic meeting. (approved January 21, 2009)

ARTICLE VI - VOTING

Section 1. ~~At all Association meetings Each each Association member, as set forth in Article I, Section 3 of these bylaws, shall have the right to vote in person or by absentee written ballot proxy at all Association meetings as set forth in Article I, Article 6, but all proxies shall be in writing and shall be filed with the Secretary before the meeting. Each member shall have but one vote. If two or more vote comes from the same household, any conflicting votes shall be invalid.~~ All votes shall be by ballot unless waived by unanimous consent. (approved January 21, 2009) ~~Tabled 91708~~

Section 2. No Director may vote by proxy at any Directors' meeting. ~~No director shall be permitted to vote at any Directors meeting unless he is present at such meeting.~~ (approved September 17, 2008)

ARTICLE VII - AMENDMENTS (approved September 17, 2008)

These by-laws may be altered, amended, added to or repealed at any Association meeting by a two-thirds vote of those present, if there be a quorum, or at any Directors' meeting by a three-fourths vote of those present, if there be a quorum. ~~Tabled 91708~~

~~Electronic votes tabled 91708~~
~~Virtual meetings tabled 91708~~
~~Publication of minutes tabled 91708~~
~~Electronic notice tabled 91708~~

The above by-laws were adopted at the meeting of the Board of Directors on July 21, 1945.

_____ President
_____ Vice President
_____ Director
_____ Treasurer
_____ Director