

TOWN & COUNTRY ESTATES HOMES ASSOCIATION BYLAWS

ARTICLE 1- MEMBERSHIP

Section 1. The following shall be members in the Association: (a) any “person”, as hereinafter defined, having legal title of record to any lot within the limits of the district as it now exists or may hereafter be defined in the Town & Country Estates Homes Association Declaration (hereinafter referred to as the ‘Declaration’), on file in the Office of the Register of Deeds of Johnson County, Kansas Courthouse, Olathe, Kansas; and (b) any “person”, as hereinafter defined, have legal title of record to any lot contiguous to the “District” (as above defined), provided all of the following conditions are met:

(i) such “person” has been approved for membership in the Association by its Board of Directors; and

(ii) such “person” has caused to be recorded in the office of the Register of Deeds of Johnson County, Kansas, a written document, which document shall constitute a covenant running with the land and shall evidence that the ownership and use of such lot are subject (without limitation as to time) to the covenants and conditions of the Declaration and the Town & Country Estates Homes Association Declaration of Restrictions (except insofar as such Declaration of Restrictions may be expressly stated to be inconsistent with the use or construction of improvements on such lot at the time such document is so recorded).

For purposes of these Bylaws, a “person” shall be any individual, each joint tenant, or tenant-in-common, any corporation or any partnership. Also, for the purposes of these Bylaws, each lot owned by a “person” who becomes a member of the Association pursuant to Subsection 1(b) of this Article 1 shall be deemed to be a lot within the District.

Section 2. In case the legal title to any lot in the District is held in any form of joint tenancy or tenancy-in-common, each such joint tenant or tenant-in-common shall be a member, but shall jointly have the right to cast only one vote for any candidate at any election or as to any question, or such owners may, if they prefer, designate in writing one of them as members in their stead, and he or she shall thereupon become the voting member.

Section 3. In case the legal title to any lot in the District is held by one or more minors, in any form of ownership, then their natural or legal conservator or guardian shall serve as the member, and, if there is more than one such conservator or guardian, they shall jointly have the

Note: This electronically-converted copy of the Bylaws is being provided for convenience and information only.

right to cast only one vote for any candidate at any election or on any questions, or the guardians and conservators may, if they prefer, designate in writing one of them as member in their stead and he or she shall thereupon become the voting member.

Section 4. In case the legal title to any lot in the District is held by a corporation, then the Board of Directors of such corporation, or its president, or its vice-president, or in the case of a partnership, the partners thereof, may designate in writing one of its officers, members, employees or other agents, as its voting member representative, who shall thereupon become voting member.

Section 5. Only owners of one or more lots in this district, or their duly accredited representative as herein provided, shall be eligible to membership in the Association. No member, subject to Sections 2, 3 and 4 of this Article, shall have the right to more than one vote for any candidate in any election, or on any questions, although such member may own more than one lot in the District.

Section 6. Membership in this Association may continue only during the ownership of any lot in the District, or interest therein shown of record by the member or person or party whom he or she represents as herein provided.

Section 7. No fees or charges shall be made for the privilege of membership beyond the annual Association dues as fixed at the Association meeting each year; provided, however, that should an Association meeting not be held and no special Association meeting be called for the purpose of fixing dues for the next succeeding calendar year, then in such event, the dues and charges as fixed at the preceding Association meeting shall be the dues and charges for the next calendar year.

Section 8. The secretary of the Association 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 changes of address.

ARTICLE 2 - BOARD OF DIRECTORS

Section 1. The corporate powers of this Association shall be vested in the Board of Directors consisting of seven persons.

Section 2. Four Directors shall constitute a quorum for the transaction of business at any

Note: This electronically-converted copy of the Bylaws is being provided for convenience and information only.

meeting.

Section 3. All directors shall be bona fide residents of the District and shall at all times be members in good standing of the Association.

Section 4. The person who shall have served as President of the Association in the preceding calendar year shall be an ex-officio member of the Board of Directors. In the event there is no ex-officio, the Board shall elect a member to fill the vacancy.

Section 5. The remaining six directors shall each be elected to serve a term of three years or until such person's successors are elected and qualified. The Directors of the Association are classified so that the term of office of one class of Directors shall expire in each year. At each Association meeting there shall be elected two directors to fill the vacancies of the retiring class, provided that if any Association meeting shall not be held or a special Association meeting not be called and held for the purpose of electing persons to fill the terms so expiring, such class of Directors shall continue until the next Association meeting at which time the members shall elect persons to fill the unexpired term of such class and shall elect members of the class whose term expires at such meeting.

Section 6. In the case of vacancy in the office of a Director occurring between Association meetings, the remaining Directors at a regular or 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.

Section 7. The Board of Directors shall direct, manage and control 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 or of the United States. They shall cause to be kept a complete record of all their acts and proceedings, and of the proceedings of the members. At each Association meeting, they shall present a complete detailed statement showing the assets, liabilities and general condition of the Association and the income and expenses of the Association. They shall also cause to be kept a complete record of all the finances of the Association.

They shall employ and discharge at will, all agents, servants and employees of the Association, prescribe their duties, fix their compensation, and in their discretion, may require of them a bond or other security for faithful performance of their duties and fidelity.

They shall determine who shall sign and countersign all checks, drafts and other papers and

Note: This electronically-converted copy of the Bylaws is being provided for convenience and information only.

documents, except as otherwise provided for herein. 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 the Association at any regular or special meeting.

They shall, prior to the regular annual meeting of the Association, determine a slate of candidates for consideration by the Association. They shall identify slate in regular Association meeting announcement and accept nominations from general membership. Such nominations must be submitted at least three (3) days prior to regular Association meeting and after acceptance by the individual, shall be added to the slate for consideration by the Association.

ARTICLE 3 - OFFICERS AND THEIR DUTIES

Section 1. a. The officers of the Association shall be a president, vice president, secretary and treasurer who shall be elected by and hold office at the will of the Board of Directors. The Board of Directors may also, from time to time, name other and assistant officers who shall hold office at the will of the Board of Directors.

b. The president, vice president, secretary and treasurer shall be at all times Directors of the Association. The office of secretary and treasurer may be held by the same person.

c. The Board of Directors may appoint or remove any officer or employee at pleasure, and any vacancy caused by removal, resignation, death or cessation of membership in the Association for any cause whatsoever, may be filled by the Board of Directors as it may deem desirable.

Section 2. The president shall preside over all meetings of the members and Directors, and shall sign all instruments of writing to be executed by the Association. The president shall perform such other duties as may be conferred by the Board of Directors, but any authority shall be subject to the control and direction of the Board of Directors at all times.

Section 3. The duties of the vice president shall be to do and perform all duties of the president in the absence or inability of the president.

Section 4. The duties of the secretary shall be to keep a permanent and complete record of all proceedings of each meeting of the Board of Directors and the Association members, and to keep the officers informed of all such proceedings whenever called upon; to call special meetings of the Board of Directors and of the Association members whenever requested by the president or the vice president or the majority of the Board of Directors; to keep a list of all members of the Association and their addresses; and to do and perform all other duties that usually and properly

Note: This electronically-converted copy of the Bylaws is being provided for convenience and information only.

pertain to the office of secretary. In the case of failure, absence, inability or refusal of the secretary to perform his or her duties, the president may appoint someone to act in his or her stead until the next meeting of the Board of Directors, and in such event, the secretary shall turn over to the successor in the office all papers, records, books and other property belonging to the Association.

Section 5. The duties of the treasurer shall be to receive and deposit in such banks or bank as the Board of Directors may from time to time direct, all monies belonging to the Association; to keep a true and detailed account of all monies received and paid out; to make a financial report in writing at each Association meeting, and at any special meeting of the Association members whenever he or she may be requested to do so, and to make such a report to any meeting of the Board of Directors whenever requested; to turn over to the successor in the office all monies, records, papers and all other such property then on hand belonging to the Association; and to do and perform all other duties that usually and properly pertain to the office of treasurer.

Section 6. Officers and Directors shall not receive any compensation for their services.

ARTICLE 4 - ASSOCIATION MEETINGS

Section 1. The regular annual meeting of the Association herein called the "Association meeting" shall be held in the last quarter of each calendar year, and at such place as may be fixed by the Board of Directors and set out in the notice of the meeting; provided, however, that the Board of Directors shall have the right to fix any other time during the same calendar year for the Association meeting by appropriate order entered on the minutes of the meeting of the Board of Directors stating such time and place and proper notice of the meeting given to the members.

Special meetings of the members of the Association, herein called 'special Association meetings' may be held at any time on the call of the president or a majority of the Board of Directors, and upon proper notice given to the members.

Section 2. The members of the Association shall be notified by the secretary, or other member of the Board of Directors, by a printed or written notice mailed to the last known address of the members at least 10 days before the date of the Association meeting, stating the time and place of the meeting. Special Association meetings may be called in like manner after five days notice, but any such meeting 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.

Note: This electronically-converted copy of the Bylaws is being provided for convenience and information only.

Section 3. At any Association meeting or special Association meeting, twenty members shall constitute a quorum for the transaction of business, and a majority vote of those present shall be necessary for election of the directors or the transaction of any other business. If any Association meeting or special Association meeting is not held at the time specified because of the lack of quorum or other cause, such meeting may, at the discretion of the Board of Directors, be adjourned from day to day until a day certain, except that if it shall be impracticable to reschedule an Association meeting in the first quarter of the year in which such meeting was to have been held, the Board may determine that such meeting shall not be held for such calendar year.

ARTICLE 5- BOARD OF DIRECTORS MEETING

Section 1. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may designate. Notice of the regular meeting of the Board of Directors shall be given to all Directors. Special meetings of the Board of Directors may be held at any time on call of the secretary or the president or the vice president, by notice, which is reasonable in the circumstance. Written notice, which is presumed to be reasonable in all circumstance, may be mailed to the last known address of the Directors 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 notice may be served by anyone personally upon the Directors at least one day before such meeting. Such notice may be verbal if concurrence is available from each Director so contacted.

ARTICLE 6 - VOTING

Section 1. At all Association meetings and special Association meetings each member shall have the right to vote in person or by proxy. Said 'member' may designate a representative for purposes of casting a proxy vote at a specific Association meeting. Said designation shall be in writing, notarized and filed with the secretary before the meeting. Each member shall have but one vote. All votes shall be by hand unless 25% of the members present request the vote by secret ballot.

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.

Note: This electronically-converted copy of the Bylaws is being provided for convenience and information only.

ARTICLE 7 - AMENDMENT

Section 1. With ten day advance written notice, these Bylaws may be altered, amended, added to or repealed at any Association meeting or special Association meeting by two-thirds vote of those present, if there be a quorum, or at any Directors' meeting by three-fourths vote of all Directors.

ARTICLE 8 - MISCELLANEOUS

Section 1. Fiscal business of the Association shall be governed by calendar years. Board of Director terms shall be effective relative to the annual Association meeting.

The above bylaws, amended April 27, 1978, were again amended and adopted at the meeting of the Board of Directors at a regularly convened meeting thereof on February 15, 1999, to become effective at the close of the annual Association meeting to be held February 21, 1999.

Note: Signatures follow on original

Note: This electronically-converted copy of the Bylaws is being provided for convenience and information only.