

# **CENTRAL PARK HOMEOWNERS ASSOCIATION**

## **AMENDED AND RESTATED BYLAWS**

These bylaws amend and restate the bylaws of Central Park Homeowners Association effective February 1, 2009. The amended and restated bylaws were approved at a regular meeting of the board of directors held on January 12, 2009.

### **Article I - Purpose and Office**

Section 1. Primary Purpose. The name of this corporation is the Central Park Homeowners Association (the "Association"). The primary purpose of the Association is to ensure the Central Park neighborhood, including the common areas and recreational facilities, are maintained and operated in a manner consistent with the provisions of the covenants, conditions and restrictions of the Central Park addition located in the City of Bel Aire, Kansas.

Section 2. Office. The board of directors may, from time to time, designate an office for the Association.

### **Article II - Membership**

The acquisition and ownership of a single family residential lot within the Central Park Addition to the City of Bel Aire, Kansas shall automatically carry with it a regular membership in this Association for the owner or owners of the lot, with all of the liabilities and benefits of such membership as described in this document.

### **Article III - Voting Rights**

Section 1. Voting Rights. Each single family residential lot shall have one (1) vote on each matter submitted to a vote of the members. If a single family residential lot has more than one person as an owner, the owners of such lot shall designate one individual to cast the vote for such lot. Any member who is not current in their Association dues or any other financial obligations to the Association per this document or is in violation of any covenant, condition or restriction shall be considered not in good standing, and therefore ineligible to vote in any elections or on any matters related to the HOA.

Section 2. Proxies. Any member may vote in person or by proxy at any meeting. All proxies must be in writing, signed by the Member, and are valid for a single, scheduled annual meeting or special meeting. A Member represented by a valid proxy at any meeting is "present" for all purposes. All proxies must be filed with the Secretary of the Association at least forty-eight (48) hours prior to the meeting to which they pertain, or they shall not be considered for that meeting. Each person attending a meeting may possess a single voting proxy in addition to such persons own voting rights.



## **Article IV - Assessments and Liens**

Section 1. Assessments. Each Lot shall be subject to an annual assessment to be paid to the Association annually. Such assessment shall be paid on or before the 31<sup>st</sup> Day of March. The Board may allow, based on a written request, the annual assessment to be paid in two equal installments, one on or before March 31 and one on or before September 30.

Section 2. Budget and Determination of Assessments. Each year, on or before February 28<sup>th</sup>, the Board shall adopt a budget for the calendar year. The board shall make a copy thereof available to any member of the association upon the request of such member.

Each year, on or before February 28<sup>th</sup>, the board shall provide notice to each member, by mail to the last known address of record, of the assessment that is due on March 31<sup>st</sup>.

The annual assessment on each single family residential lot within said Central Park Addition shall not exceed \$265.00 for the year 2008. Each annual assessment shall not be increased in the next year by an amount exceeding 5% of such prior year's annual assessment.

Section 3. Use of Assessments. The assessments shall be used to discharge the responsibilities of the Association, to pay indebtedness for installing and constructing Common Area amenities and monuments, to pay expenses authorized elsewhere in this document, and as the Board shall determine advisable for the following purposes: improving and maintaining the Common Areas and other property of the Association; mowing, planting trees and shrubbery and the care thereof; collecting and disposing of refuse; security; utilities; postage; mailings; publishing a directory of the membership of the Association; taxes; insurance premiums; welcome gifts; Christmas lights; property management; Association administration; expenses incidental to the enforcement of restrictions; operating expenses of the Common Areas; any other action for the general welfare of the Owners; and any other purpose for which the Association is incorporated. A portion of this assessment may also be paid to the City of Bel Aire for the members usage of the Bel Aire Swimming Pool located in Central Park.

Section 4. Personal Obligation for Assessments. By the acceptance of title to any Lot, each person with an ownership interest shall be jointly and severally liable for all obligations to the Association, including payment to the Association all assessments thereafter falling due during the ownership thereof. A mortgagee shall not be considered to have an ownership interest solely by virtue of holding a mortgage lien.

Section 5. Returned Check Fee. Any checks written to the Central Park Homeowners Association for the payment of dues returned unpaid by a bank shall be subject to a \$30.00 returned check fee, plus any accrued late fees on dues affected by this returned check.

Section 6. Delinquent Assessments. Assessments unpaid by March 31<sup>st</sup> by any member shall thereafter be subject to interest at the rate of 10 percent per year accruing from April 1. The member shall be pay all costs and expenses of collection, including the cost and expenses of an attorney or a collection agency



Section 7. Lien for Delinquent Assessments. All assessments on a Lot including annual, special or individual, together with interest and collection expenses as provided in this Article, shall become a lien against such single family residential lot by the filing of a notice of non-payment of assessment in the office of the Register of Deeds of Sedgwick County, Kansas. Any officer of the Association shall have the authority to file such a lien statement against each single family residential lot on which an annual assessment has been due and unpaid for a period of 60 days after notice has been mailed to the last known address. Additionally, a member whose dues have not been paid within the allotted period, forgoes the right to vote on any matters that may come before the Association at an annual or special meeting of the members.

Section 8. Special Assessments. Additionally, by a 2/3 vote of the members present at an annual meeting or special meeting of the members called for such purpose, the Association may from time to time, establish a special assessment to be levied equally against each Lot to provide additional funds to carry out its duties. All special assessments shall be due and payable upon written notification to the owner of said single family residential lot by the Association. Any special assessment that has not been paid within 60 days after notice of such assessment has been sent to the last known address of a member shall become a lien against such single family residential lot. Any officer of the Association shall have the authority to file a lien statement against each single family residential lot on which a special assessment has been due and unpaid for a period of 60 days after notice has been mailed to the last known address.

Section 9. Individual Homeowner Assessments for Breach of Covenants. Each member shall be liable to the Association for all costs and expenses, including collection costs, related to such member's breach of these bylaws or the Association's covenants, conditions and restrictions.

## **Article V - Annual Meetings**

Section 1. Annual Meeting. The annual meeting of the members shall be held on the second Sunday in February of each year unless the board of directors may designate a different date. Such date to be not later than fifteen (15) days after the second Sunday in February.

Section 2. Notice. Written notice of each annual meeting specifying the date, time and place of the annual meeting shall be mailed to the address of record, or hand delivered to the residence of each member at least ten (10) days prior to said meeting. If notice is hand delivered, the notice shall be personally delivered to a person residing at such residence, or if there is no such person present, by affixing a copy of the notice to the door of such residence.

Section 3. Purpose of Annual Meeting. It shall be the duty of the regular members at the annual meeting to elect or re-elect two (2) directors in odd numbered years and three (3) directors in even numbered years for a total sitting membership of five (5) directors, who shall serve for staggered two (2) year terms, or until their successors are elected and qualified. Reports of the affairs of the Association shall be considered; and any other business may be transacted which is within the power of the members.

Section 4. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by: a) the Chairman; b) three Directors; or c) at least twenty (20) regular members upon signing a written notification to the Chairman of this Association that the meeting be held, specifying the purpose of the meeting. Notice of such



special meeting shall be given in the same manner as for annual meetings of members. The notice of the special meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 5. Voting. Unless the board of directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Unless otherwise provided in the Articles of Incorporation, all election of directors shall be by written ballot. Each eligible voting member (per Article III) shall have one vote for each director and all other matters which may properly come before the members at any annual or special meeting.

Section 6. Quorum. The presence in person of 20 percent (rounded down) of the eligible voting members as determined by the Board Secretary at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal from the meeting of enough members to leave less than a quorum. A lesser number can adjourn from time to time until a quorum is secure.

Section 7. Nominations. At least ten (10) days before the annual meeting of the members, the board of directors, at a regular or special meeting, shall select and cause to be sent to the regular members with the notice of annual meeting, the names of one member for each director position to be filled at such annual meeting of the members. Current directors are eligible for re-election. Additional names may be nominated by the members from the floor of the annual meeting.

## **Article VI - Inspection of Corporate Records**

Section 1. Inspection of Corporate Records. The membership ledger, the books of account and minutes of proceedings of the meetings of the members and the board of directors shall be open to inspection, upon the written demand of any member within fifteen (15) days of such demand, if for a purpose reasonably related to his interest as a member, in the judgment of the Association board chairman. Such inspection shall be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at an annual meeting of the members shall be made in writing to the Secretary of this Association.

Section 2. Inspection of Bylaws. The Association shall keep for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, which shall be open to inspection by the members in response to a demand of inspection, made in writing to the Secretary of this Association.

## **Article VII - Directors**

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to the action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the board of directors. Without prejudice to such general



powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- A. To alter, amend or repeal the bylaws of the Association.
- B. To select and remove all the other officers, agents, and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the bylaws, fix their compensation, and require from them security for faithful service.
- C. To conduct, manage, and control the affairs and business of the Association, including entering into contracts for the care and maintenance of corporate assets, and to make such rules and regulations thereof not inconsistent with the laws, or with the Articles of Incorporation or the bylaws.
- D. To change the principal office and registered office for the transaction of the business of the Association from one location to another as provided in Article I; to fix and locate from time to time one or more subsidiary offices of the Association.
- E. To borrow money and incur indebtedness for purposes of the Association, and to cause to be executed and delivered thereof, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities thereof.
- F. To appoint an executive committee and other committees, and to delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the Association, except the power to adopt, amend, or repeal bylaws.
- G. To enforce the Covenants and Restrictions document by incurring expenses to bring any lot into compliance and to charge such expenses to the homeowner of record for any related expenses, subject to all the applicable regulations as stated elsewhere in this document.

Section 2. Number of Directors. The authorized number of directors of the Association shall be five (5), unless changed by amendment to this bylaw. These directors shall be elected and must be members in good standing of the Association.

Section 3. Election and Term of Office. Directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected at the annual meeting, these directors may be elected at a special meeting of members held for that purpose as soon thereafter as it conveniently may be held. These directors shall hold office until their respective successors are elected. These directors can be removed from office at any time by a two-thirds vote of the eligible voting members.

Section 4. Vacancies. Vacancies of elected members of the board of directors may be filled by a majority vote of the remaining directors, although less than a quorum. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members. A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be



increased, or if any director or directors elected shall refuse to serve. No reduction of the authorized number of directors shall have the effect of removing director prior to the expiration of his or her term of office.

Section 5. Place of Meeting. Regular and special meetings of the board of directors shall be held at any place within or without the state of Kansas which has been designated from time to time by resolution of the board or by written consent of all members of the board.

Section 6. Organizational Meeting. Immediately following each annual meeting of members, or as soon as possible thereafter, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notification of the newly elected officers shall be sent or delivered, to the HOA membership within 30 days following the meeting.

Section 7. Other Regular Meetings. Other regular meetings of the board of directors shall be held at such time as the board of directors may from time to time designate in advance of such meetings. Notice of all such regular meetings of the board of directors is hereby waived.

Section 8. Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the chairman or by three other directors. Notice of such special meetings, unless waived by attendance there at or by written consent to the holding of the meeting, shall be given three (3) days prior in writing or by telephone. By unanimous consent of the Board of Directors, a special meeting of the Board of Directors may be held without notice at any time or place.

Section 9. Quorum. Three directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by at least 3 directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal from the meeting of enough directors to leave less than a quorum.

Section 10. Meetings by Telephone. Members of the board of directors of the Association, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another and such participation in a meeting shall constitute presence in person at the meeting.

Section 11. Votes and Voting. All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by one director. Each director shall have one vote. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Section 12. Inspection of Books and Records. Any director shall have the right to examine the Association's membership ledger, a list of its members entitled to vote and its other books and records for any purpose.

Section 13. Fees and Compensation. Directors shall not receive any stated salary for their services as directors. However, if at the annual meeting there are not enough nominations



received for the required positions, as an incentive to serve, a two-thirds (2/3) affirming vote from the members in attendance at the annual meeting can suspend the payment of dues for the directors for the following fiscal year. For this action to occur there must not be enough nominations to fill the open seats on the board, and in that event, a proper motion must be made from the membership. Nothing herein contained, shall be construed to preclude any director from serving the Association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for that service.

Section 14. Indemnification. Each person who is or was a director or officer of the Association shall be indemnified by the Association to the full extent permitted or authorized by the laws of the State of Kansas as now in effect and hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense, including attorney fees, asserted or threatened against and incurred by such person in such person's capacity as or arising out of such person's actions or omissions as a director or officer of the Association, except for intentional acts or omissions.

## **Article VIII**

### **Qualification of Directors**

Directors should be expected to set a positive example to all the residents of the community by following the rules and guidelines as spelled out in the covenants and restrictions and these bylaws. They should also show proper and sincere dedication to the position as could reasonably be expected by the community they represent. As such, the following qualifications shall be met in order to remain in good standing with the Board of Directors.

- A. Each director must be confirmed to be current on any annual dues or required special assessments. Failure to meet this requirement as stated in this document shall be cause for removal from the board of directors.
- B. Each director shall be reasonably expected to make every effort to attend scheduled board meetings. If a majority of all directors determine that a director misses an inordinate number of meetings, then such director may be removed from the board by a vote of the majority of the directors.
- C. Any director upon placing their home for sale in a formal or public manner shall be required to resign from their position as director within 30 days.
- D. Any blatant disregard for the Association's covenants, conditions, and restrictions or these bylaws, may after consideration by the majority of the directors, be considered cause for removal from the board of directors.



## Article IX

### Officers

Section 1. Officers. The initial officers of the Association shall be a chairman, a secretary, and a treasurer. The Association may also have, at the discretion of the board of directors, one or more vice-chairman, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appropriate. The chairman must be a member of the board of directors; however the other officers do not have to be directors. Except for the chairman, any number of offices may be held by the same person.

Section 2. Election. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 4 or Section 5 of this Article, shall be chosen annually by the board of directors, and each shall hold his office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Compensation of Non-Director Officers. Officers and other employees of the Association shall receive such salaries or other compensation as shall be determined by resolution of the board of directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the board of directors.

Section 4. Subordinate Officers, etc. The board of directors may appoint such other officers as the business of the Association may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time specify, and shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by vote of the board of directors.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the regular member directors at the time, in office, at any regular or special meeting of the board, or, except in the case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors. Any officer may resign at any time upon written notice to the Association.

Section 7. Chairman. The chairman, shall, if present, preside at all meetings of the board of directors and the membership, and shall have general supervision of the affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect. He shall, unless such duty is delegated to some other officer of the Association by the Board of Directors, sign and execute all authorized bonds, contracts, checks or other obligations, in the name of the Association, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by these bylaws.

Section 8. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.



The secretary shall keep, or cause to be kept, a membership, showing the names of the members and their addresses, the number and date of the annual associate memberships issued, and their current standing within the association.

Section 9. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all reasonable times be open to inspection by any director. The treasurer shall assist the board of directors in producing and filing all necessary annual corporate reports and tax filings.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the Association as may be ordered by the board of directors, shall render to the chairman and directors, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. If the treasurer is a hired officer, he shall be bonded.

## **Article X**

### **Miscellaneous**

Section 1. Use of Roberts Rules of Order. The most current version of Roberts Rules of Order shall be used for the conduct of all members and directors meetings, except as otherwise provided hereunder or in the Articles of Incorporation.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association shall be signed or endorsed by the chairman and treasurer, or by such other person or persons as may be designated by the Board of Directors.

Section 3. Annual Report. No annual report to members shall be required, but the board of directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the board of directors.

Section 4. Contracts, Deeds, Etc. How Executed. The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein and any documents shall be executed on behalf of the Association by the chairman, or by any other specific officer, agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the Association by the chairman.



Section 5. Fiscal Year. The board of directors shall have the power to fix and from time to time change the fiscal year of the Association. In the absence of action by the board of directors, however, the fiscal year of the Association shall end each year on the date on which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

Section 6. Dissolution. Upon the dissolution of this Association, the governing body shall after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## Article XI

### Amendments

Section 1. Power of Directors. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the directors at any regular or special meeting thereof, provided, however, that the time and place fixed by the bylaws for the annual election of the directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the bylaws by the board of directors shall be given to each member having voting rights. The notice of the amendment may be mailed or delivered per the restrictions stated elsewhere in this document.

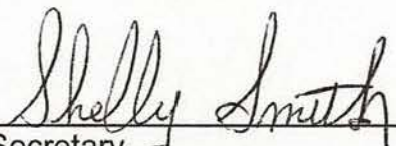
### CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of the Central Park Homeowners Association, a Kansas not-for-profit corporation; and

(2) That the foregoing amended and restated bylaws, comprising ten (10) pages, constitute the bylaws of said Association, as duly adopted at the regular meeting of the board of directors duly held on the 12<sup>th</sup> day of January, 2009.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 12<sup>th</sup> day of January, 2009.

  
Secretary