

# OXFORD CREST HOMES ASSOCIATION

## BY-LAWS

### ARTICLE I. NAME, SEAL AND OFFICES

1. NAME: The name of this Corporation is OXFORD CREST HOMES ASSOCIATION, INC.
2. SEAL: The seal of the Corporation shall be circular in form and shall bear on its outer edge the words \* and in the center, the words and figures, "Corporate Seal, \*" The Board of Directors may change the form of the seal or the inscription thereon at pleasure.
3. OFFICES: The principal office of the Corporation shall be in the County of Johnson, City of \* The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

### ARTICLE II. MEMBERS AND MEETINGS OF MEMBERS

1. MEMBERSHIP: The members of the Corporation shall consist of the persons signing the Certificate of Incorporation and such other person or persons as the members may elect, by a vote of a majority of all of the members of the Corporation, at any annual or special meeting of the members.
2. RIGHTS OF MEMBERS: The right of a member to vote and all his right, title and interest in or to the Corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.
3. RESIGNATION OF MEMBERS: Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.
4. ANNUAL MEETINGS: The annual meeting of the members of the corporation shall be held at the principal office of the Corporation on the first Monday in ??? in each year if not a legal holiday, and if a legal holiday, then on the next succeeding Monday not a legal holiday for the purpose of electing Directors, appointing two inspectors of election and for the transaction of such other business as may properly come before the meeting.
5. NOTICE OF ANNUAL MEETINGS: Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally or by mail, not less than ten (10) or more than forty (40) days before the meeting upon each person who appears upon the books of the Corporation as a member and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the Corporation unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.
6. SPECIAL MEETINGS: Special meetings of the members, other than those regulated by statute, may be called at any time by the President or Vice-President or by two (2) Director and must be called by the President or Secretary on receipt of the written request of one-third (1/3) of the members of the Corporation.

7. NOTICE OF SPECIAL MEETINGS: Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each member residing within the United States, not less than five (5) nor more than forty (40) days before such meeting, and, if mailed, such notice shall be directed to each member at his address as it appears on the books or records of the Corporation unless he shall have filed with the Secretary of the Corporation written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.
8. QUORUM: At any meeting of members of the Corporation the presence of one-third (1/3) of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
9. VOTING: At every meeting of members each member shall be entitled to vote in person or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period. Each member of the Corporation shall be entitled to one vote. The vote for Directors and, upon the demand of any member, the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy.
10. WAIVER OF NOTICE: Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Corporation or after lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.
11. INSPECTORS OF ELECTION: The members may at each annual meeting elect or appoint two (2) persons (who need not be members) to serve until and including the next annual meeting as inspectors of election and if any inspector shall refuse to serve or shall not be present, the meeting may appoint an inspector in his place.
12. REMOVAL OF MEMBERS, DIRECTORS. OR OFFICERS: Any member, Director or officer may be removed from membership or from office by the affirmative vote of two-thirds (2/3) of the full membership, registered either in person or by proxy, at any regular or special meeting called for the purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.
13. QOMPENSATION AND EXPENSES: Members shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

## ARTICLE III. DIRECTORS

1. **ELECTION:** The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Directors need not be members of the Corporation and it shall be chosen by ballot at such meeting by a majority of the votes of the members voting either in person or by proxy.
2. **NUMBER:** The number of Directors of the Corporation shall be three (3) but such number, within the limits fixed by the Certificate of Incorporation of the Corporation may be increased or decreased by amendment to these Bylaws in the manner set forth in ARTICLE XII hereof. When the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his term expires or until his resignation or removal as herein provided.
3. **RESIGNATION:** Any Director may resign at any time by giving written notice of such resignation to the Board of Trustees.
4. **VACANCIES:** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Corporation or until the election and qualification of his successor.
5. **ANNUAL MEETINGS:** Immediately after each annual election the newly elected Directors may meet forthwith at the principal office of the Corporation for the purpose of organization, the election of officers and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all of the Directors.
6. **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by the President or Vice-President and must be called by either of them on the written request of any member of the Board.
7. **NOTICE OF MEETINGS:** Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by telegraphing the same at least one (1) day before the meeting to the usual business or residence address of the Director, but such notice may be waived by any director. Regular meeting of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present even though without any notice or waiver thereof, any business may be transacted.
8. **CHAIRMAN:** At all meetings of the Board of Directors the President or Vice-President, or in their absence a Chairman chosen by the Directors present, shall preside.
9. **QUORUM:** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of *the* Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director and may take such other and further action as is provided in ARTICLE III, Section 4, of these Bylaws.

10. **CONTRACTS AND SERVICES:** The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation and may freely make contracts, enter transactions or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as Directors of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, Directors or otherwise; provided, however, that any contract, transaction or act on behalf of the Corporation in a matter in which the Directors or officers are personally interested as stockholders, Directors or otherwise shall be at arm's length and not violative of the prescriptions in the Certificate of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.
11. **COMPENSATION:** Directors shall not receive any stated salary for their services as such, but by resolution of the Board, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.
12. **POWERS:** All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Kansas, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the Corporation, such powers as they may see fit.
13. **DUTIES:** The Board of Directors shall present at the annual meeting of members and file with the minutes thereof, a report verified by the President and Treasurer or by a majority of the Directors, showing (a) the whole amount of real and personal property owned by the Corporation, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and (d) the names and places or residence of the persons who have been admitted to membership during the year.

## **ARTICLE IV. OFFICERS**

1. **NUMBER:** The officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Trustees. Any two offices, except those of President and Vice-President, may be held by the same person.
2. **ELECTION, TERM OF OFFICE, AND QUALIFICATIONS:** The President shall be elected annually by the Board of Trustees from among their number and the other officers shall be elected annually by the Board of Trustees from among such persons as the Board of Trustees may see fit, at the first meeting of the Board of Trustees after the annual meeting of members of the Corporation.
3. **VACANCIES:** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Trustees then in office, although less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office and serve until the first

meeting of the Board of Trustees after the annual meeting of members next succeeding and until the election and qualification of his successor.

4. **PRESIDENT:** The President shall preside at all meetings of members and of the Board of Trustees. He shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him by the Board of Trustees.
5. **VICE-PRESIDENT:** At the request of the President or in the event of his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President, and to the extent authorized by law, the Vice-President shall have such other powers as the Board of Trustees may determine and shall perform such other duties as may be assigned to him by the Board of Trustees.
6. **SECRETARY:** The Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Trustees and members of the corporation. He shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Corporation showing their places of residence, and such book shall be open for inspection as prescribed by law. He may sign with the President or Vice-President in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Trustees, and when so authorized or ordered by the Board of Trustees, he may affix the seal of the Corporation. He shall, in general, perform all the duties incidental to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to him by the Board of Trustees.
7. **TREASURER:** The Treasurer shall have the custody all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. He may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the Board of Trustees may require. When necessary or proper he may endorse on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Trustees may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Trustees, he shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Trustees or by these Bylaws to some other officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation to be kept by him for that purpose, full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Corporation and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Corporation. He shall, in general, perform all the duties incidental to the office of Treasurer, subject to the control of the Board of Trustees.
8. **SALARIES:** The salaries of all officers shall be fixed by the Board of Directors and shall be reasonable in amount and the fact that any officer is a member of the Corporation or a Director or a member of the advisory committee, shall not preclude him from receiving a salary or from voting on the resolution providing for the same.
9. **REMOVAL:** Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance or malfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects or for refusal to render reasonable assistance in carrying out its purpose. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at

such meeting.

## **ARTICLE V. AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

## **ARTICLE VI. CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE VII. ADVISORY COMMITTEE**

The Board of Directors may appoint from their number or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

## **ARTICLE VIII. VOTING UPON STOCK OF OTHER CORPORATIONS**

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock and at any such meeting this Corporation may hold stock and at any such meeting may possess and exercise all of the rights and powers incidental to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Corporation shall commence on \* 1st of each year and end on \* **(TBD)**

## **ARTICLE X. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, trustee, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of each reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation after all debts have been satisfied then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board of Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XI. INVESTMENTS**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever and to invest and reinvest any funds held by it according to the judgment of the Board of Directors without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they may hereafter be amended.

## **ARTICLE XII. AMENDMENTS**

1. BY DIRECTORS: The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All Bylaws made by the Board of Directors may be altered, amended or repealed by the members.
2. 2: BY MEMBERS: The Bylaws may be altered, amended or repealed at any meeting of members of the corporation by a majority vote of all the members represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

## **ARTICLE XIII. EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

BY-LAWS

OXFORD CREST HOMES ASSOCIATION, INC.

**ARTICLE I**

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is hereby located at the law offices of Wallace, Saunders, Austin, Brown and Enochs, Chartered, 10111 Santa Fe Drive, Overland Park, Kansas, 66212. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said County.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II

Meetings of Membership

Section 1. Place of Meetings. All annual meetings of the membership shall be held at a location to be designated by the Board of Directors at any regular or special meeting of said Directors, and all other meetings of the membership shall be held at such place within or without the State of Kansas which may be designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation; provided, however, that no change in the time or place of the meeting shall be made within sixty (60) days next before the day on which an election of Directors is to be held.

Section 2. Annual Meetings. The annual meeting of members shall be held during the month of June on a date in said month and at a location to be designated by the Board no later than April 1st. At such meetings, Directors shall be considered, and any other business may be transacted which is within the power of the membership.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall



be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the County in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting, and shall state such other matters, if any, as may be expressly required by statute. If this Bylaw as to the time and place of election of Directors is changed, such notice shall be given to the membership at least twenty (20) days prior to such meeting.

Section 3. Special Meetings. Special meetings of the membership, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors, or by one or more members holding not less than one-fifth (1/5) of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of the membership. Notices of any 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 4. Adjourned Meetings and Notice Thereof. Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members, but in the absence of a quorum, no other business may be transacted at such meeting.

When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5. Voting. Unless a record date for voting purposes be fixed as provided in Section 1 of ARTICLE V of these Bylaws, then only members as defined in Section 6 of this Article II on the day twenty (20) days prior to any meeting of the membership shall be entitled to vote at such meeting. Such vote may be viva voce or by ballot; provided, however, that all elections for Directors must be by ballot upon demand made by a member at any election and before the voting begins. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

Section 6. Quorum. The fee simple owners of all land made subject to the Homes Association Declaration and Agreement and Declaration of Restrictions recorded in Volume page with the Register of Deeds in Johnson County, Kansas and the Declaration of Restrictions recorded in Book 1247, pp. 341-348 inclusive in the office of the Register of Deeds of Johnson County, Kansas as said restrictions were made a part of the plat of HARMONY SOUTH, SECOND PLAT, recorded with the Register of Deeds of Johnson County, Kansas on March 22, 1978 in Book 44 at p. 4, Document No. 1157370, shall be considered a member of the Oxford Crest Homes Association, Inc.; each legally described tract of land, if said tract is not platted, and each lot, if platted, shall receive one membership certificate noting that the particular parcel of land as described by metes and bounds or the particular lot is subject to the terms and conditions of said Homes Association Declaration and Agreement and Declaration of Restrictions aforementioned, however each person listed as a fee simple owner, whether jointly as joint tenants or as tenants in common, in trust or otherwise, shall be considered a voting member of the Oxford Crest Homes Association, Inc.; a quorum for the purposes of determining whether or not business may be transacted at any meeting of the membership as set forth under Article II hereof shall be considered to be a number greater than or equal to twenty percent (20%) of the total number of members of the Oxford Crest Homes Association, Inc. who are in good standing and entitled to vote at said meeting; a member shall not be entitled to good standing if said member has failed to pay required dues or assessments. 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 of enough members to leave less than a quorum.

Section 7. Consent of Absentees. The transactions of any meeting of the membership, either annual or special, however called or noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written Waiver of Notice, or a Consent to the holding of such meeting, or an approval of the minutes thereof. All such Waivers, Consents or approval shall be filed with the corporate records or made a part of the Minutes of the meeting.

Section 8. Action without Meeting. Any action which, under any provision of the Kansas General Corporation Code, may be taken at a meeting of the membership, except approval of an agreement for merger or consolidation of the corporation with

other corporations, a sale of all or substantially all of the corporate property or approval of an amendment to the Articles of Incorporation, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the corporation, or such other procedure followed as may be prescribed by statute.

Section 9. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation; provided that no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force.

### ARTICLE III Directors

Section 1. Powers. Subject to limitations of the Articles of Incorporation, or the Bylaws, and of the Kansas General Corporation Code as to action which shall be authorized or approved by the membership, 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 corporation 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, to-wit:

First--To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws.

Second--To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem best.

Third--To change the principal office for the transaction of the business of the corporation from one location to another within the same County as provided in ARTICLE I, Section 1, hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in ARTICLE I,

Section 2, hereof; to designate any place within or without the State of Kansas for the holding of any membership meeting or meetings except annual meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fourth--To authorize the issuance of certificates of membership of the corporation from time to time, upon such terms as may be lawful and in accordance with Article II, Section 6 hereof.

Fifth--To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal Bylaws. Any such committee shall be composed of two (2) or more Directors.

Section 2. Number and Qualification of Directors. The authorized number of Directors of the corporation shall be five (5) until changed by amendment to this Bylaw. In no event shall the number be reduced to less than three (3), nor shall the number be increased to more than seven (7) until there is an amendment to this Bylaw.

Section 3. Election and Term of Office. The Directors shall be elected at each annual meeting of the membership, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at a special meeting of the membership held for that purpose as soon thereafter as said meeting may conveniently be held. All Directors shall hold office for three (3) years with two (2) board members to come up for re-election at the end of the first year, two (2) the next year and the other in the following year. A Director can be removed from office at any time for good cause, however, by a majority vote of the membership, and he may be removed without cause by a majority vote of the membership, unless he shall have sufficient member support that by use of cumulative voting he would otherwise be able to maintain his position on the Board in a regular election of Board members.

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the membership.

A vacancy or vacancies in 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 the members fail at any annual or special meeting of membership at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at that meeting or if any Director or Directors elected shall fail to qualify as such by filing written acceptance of such election.

The membership may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the membership shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 5. Place of Meeting. Regular 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. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held at a place so designated or at the principal office.

Section 6. Organizational Meeting. Immediately following each annual meeting of membership, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such times as the Board of Directors may from time to time designate, provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby dispensed with. At the time of the regular meeting, the date of the next regular meeting shall be set by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by any one of the Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director, or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such Director.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written Waiver of Notice, or a Consent to holding such meeting, or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

Section 11. Quorum. A majority of the authorized number of 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 a majority of the 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 of enough Directors to leave less than a quorum.

Section 12. Adjournment. A majority of the Directors present may adjourn any Directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 13. Fees and Compensation. Directors shall not receive any stated salary for their services as Directors. Nothing herein contained

shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefore so long as said compensation is approved in advance by the Board.

Section 14. Indemnification of Directors and ~. When a person is sued, either alone or with other, because he is or was a Director or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for his reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (1 The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the Court.
- (2) The Court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the Court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the Court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense and the Court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the Application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The Court may order notice to be given also to the membership in the manner provided in ARTICLE II, Section 2, for giving notice of membership meetings, in such form as the Court directs.

#### ARTICLE IV Officers

Section 1. Officers. The officers of the corporation shall be a President (who must also be a Director), a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this ARTICLE IV. The Secretary and Treasurer may be the same person, but if there is

appointed a Vice-President, such person may hold two offices, but may not hold the three offices of Vice-President, Secretary and Treasurer.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this ARTICLE IV shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall have such 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 shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in 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.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the Bylaws for

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by these Bylaws.

Section 7. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the corporation. He shall preside at all meetings of the membership and, in the absence of the Chairman of the Board, at all meetings of the Board of Directors. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. Vice-President. In the absence or disability of the President, the Vice-President or Vice-Presidents, if there be such an officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

Section 9. 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 or represented at membership meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a stock ledger, or duplicate stock ledger, showing the names of the members and their addresses; the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the membership and of the Board of Directors required by these Bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 10. Treasurer. The Treasurer shall keep and maintain, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

#### ARTICLE V Miscellaneous

Section 1. Record Date and Closing Membership Books. The Board of Directors may fix a time in the future as a record date for the determination of the members entitled to notice of and to vote at any meeting of the membership or entitled to receive any newsletters, notice or other membership mailings. The record date so fixed shall be not more than fifty (50) days prior to the date of the meeting or event for purposes of which it is fixed. When a record date is so fixed, only members who are such of record on that date are entitled to notice of and to vote at the meeting or to receive any newsletters, notices or general mailings, distribution or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of membership on the Books of the corporation after the record date.

The Board of Directors may close the books of the corporation against transfer of membership certificates during the whole or any part of a period not more than fifty (50) days prior to the date of a membership meeting.

Section 2. Inspection of Corporate Records. The membership ledger,

the books of account, the Minutes of proceedings of the membership and the Board of Directors and of executive committees of Directors shall be open to inspection upon the written demand of any member or the holder of a voting trust certificate, if any, at any reasonable time, and for a purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand at any membership meeting of ten percent (10%) of the members represented at the meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make abstracts. Demand of inspection other than at a membership meeting shall be made in writing upon the President, Secretary, Assistant Secretary or General Manager of the homes association.

Section 3. 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 corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Annual Report. No annual report to the membership shall be required, but the Board of Directors may cause to be sent to the membership reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 5. 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 corporation, 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 corporation 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 deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the corporation by the President or Vice-President, if there be one, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the President or Vice-President.

Section 6. Certificates of Membership. A certificate of membership in the Oxford Crest Homes Association, Inc. shall be issued to each separate tract, parcel, or lot against which the Homes Association Declaration and Agreement of the Oxford Crest Homes Association, Inc. and Declaration of Restrictions previously referred to and any amendments thereto have been recorded; only one membership certificate shall be issued for each tract, parcel or lot of land, however, all fee simple owners of said lot or tract, whether in trust or otherwise, shall be entitled to have their names registered as members of this corporation and that said certificates of membership be transferred to the successors and assigns of members upon the conveyance of said tract, parcel or lot of land, however, only those fee simple owners who are registered and appear of record with the Register of Deeds of Johnson County, Kansas shall be considered as entitled to be listed as members of the Oxford Crest Homes Association, Inc.; a membership certificate shall be issued to a representative of the general ownership of any tract, lot or parcel where said tract, parcel or lot is owned by one or more fee simple owner. No membership certificates shall initially be issued until all dues and assessments required to be paid by the owner or owners of any tract, parcel or lot of land subject to the Homes Association Declaration and Agreement and Declaration of Restrictions of the Oxford Crest Homes Association, Inc. shall have been paid in full in advance. The secretary of the corporation or any

other person properly designated to administer the votes taken pursuant to these By-Laws shall have the right to demand any person voting at any meeting of the membership, whether general or special, evidence both identification and the original membership certificate or a reasonable facsimile thereof and upon failure to do so, the secretary or other person in charge of said election or vote, refuse at its reasonable election to count said individual in the vote; it shall be within the discretion of the Board of Directors to make such rules and regulations concerning cancellation or transfer of certificates of membership as may be necessary to expeditiously determine the validity of membership in the homes association, transfer of certificates upon sales of property. All such certificates shall be signed by the President or Vice-President, if there be any, and the Secretary or an Assistant Secretary, or be authenticated by facsimiles of the signatures of the President and Secretary, or by a facsimile of the signature of the President and the written signature of the Secretary or an Assistant Secretary.

Section 7. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the membership at all reasonable times during office hours.

Section 8. Fiscal Year. The fiscal year of this corporation shall begin on January first in each year.

Section 9. Duty to Enforce Homes Association Declaration and Agreement and Declaration of Restrictions by the Oxford Crest Homes Association, Inc., It shall be incumbent upon the Board of Directors of the Oxford Crest Homes Association, Inc. to make all necessary rules and regulations, by-laws, and to take such other acts as are reasonably necessary to fully and effectively enforce the terms and conditions of the Homes Association Declaration and Agreement by the Oxford Crest Homes Association, Inc. and Declaration of Restrictions and any amendments thereto, said Declaration of Restrictions being originally recorded in Book 1247, pp. 341-348 inclusive in the office of the Register of Deeds of Johnson County, Kansas and incorporated by reference and made applicable to all of the lots of HARMONY SOUTH, SECOND PLAT, being Lots 61 through 88 inclusive, pursuant to the terms of the recorded plat of HARMONY SOUTH, SECOND PLAT, recorded with the Register of Deeds of Johnson County, Kansas March 22, 1978 in Book 44 at page 4 being Document No. 1157370 and to recommend to the membership at any special or general meeting thereof such action as the Board of Directors may feel reasonably necessary in order to fully carry out the purposes of the corporation as they may appear in the Articles of Incorporation, By-laws, and/or Homes Association Declaration and Agreement and Declaration of Restrictions above referred to.

#### ARTICLE VI Amendments

Section 1. Power of Membership. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of membership entitled to exercise a majority of the voting power of the corporation or by the written assent of the membership, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. Power of Directors. Subject to the right of membership as provided in Section 1 of this ARTICLE VI to adopt, amend or repeal Bylaws,

Bylaws may be adopted, amended or repealed by the Board of Directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the Bylaws for the election of 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 within ten (10) days after the date of such amendments by the Board.

## **Oxford Crest**

**Architectural Control Committee as of January 15, 1997**

**Amendment to Oxford Crest By-Law Restrictions Section IV. Approved building materials are hereby amended to include additional exterior roof structure materials as follows:**

**Composition Roof with shake-like appearance, weathered gray in color with a minimum of a 30-year warranty.  
Architectural Control Committee approval is required prior to installation of a composition roof.**



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