

BY-LAWS  
OF THE  
OAK PARK HOMES ASSOCIATION

Article I – Membership

Section 1. Any person who has legal title of record to any lot or tract of land within the limits of the district as it now exists or may hereafter exist, as the term "district" is defined in the Oak Park Homes Association Declarations, shall be eligible for membership in this Association, subject to the approval of the Board of Directors. This Instrument is filed of record under document number 728691 in the office of the Register of Deeds of Johnson County, at Olathe, Kansas.

Section 2. In case legal title to any lot or tract of land in the district is held in the name of a married person, such person may designate in writing his or her spouse as member in his or her stead, and he or she shall thereupon become eligible for membership, subject to the approval of the Board of Directors.

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

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

Section 5. In case the legal title to any lot or tract of land in the district is held by a corporation, then the Board of Directors of such corporation, or its president, or its vice president may designate in writing one of its officers, members or employees as its member representative, who shall thereupon become eligible for membership, subject to the approval of the Board of Directors.

Section 6. Only owners of one or more tracts of land in this District, or their duly accredited representatives as herein provided, shall be eligible for membership in this association. No member shall have the right to more than one vote for any candidate at any election, or on any question, although he may own more than one lot or tract of land.

Section 7. Membership in this association may continue only during the ownership of any

lot or tract of land in the District by the member or person or party whom he or she represents as herein provided.

Section 8. No fees or charges shall be made for the privilege of membership beyond the charge or assessment as set forth in the Agreement which now affects the land in the District, which Agreement is dated June 4, 1965 and is recorded in Book Miscellaneous Book 155, at Page 198, in the office of the Register of Deeds for Johnson County at Olathe, Kansas, and amendments thereto.

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

## Article II - Board of Directors

Section 1. The corporate powers of this Association shall be vested in a Board of nine Directors called the Board of Directors, the OPHA Board, or the Board.

Section 2. Five directors shall constitute a quorum for the transaction of business at any regular or virtual meeting.

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

Section 4. All directors shall be elected to serve for three (3) years or until their successors are elected and qualified: provided, however, that four (4) directors shall be elected at the Annual Meeting of the members of the Association to be held as provided by the by-laws during the calendar year 1976, and following said election the newly elected directors shall draw lots and select three (3) directors by lot to serve for a period of three (3) years, and select one (1) director by lot to serve for a period of two (2) years. Thereafter, at each annual election there shall be elected three (3) directors, to fill the vacancies of the retiring directors. The term of each Director shall begin on June 1 following the Director's election at the Annual Meeting, and shall conclude on May 31 in the last year for the period of years for which the Director is elected. Nominations of members to serve as directors may be made by any member at the annual meeting and/or a slate of nominees for directors may be presented by the Board of Directors at the annual meeting. If the number of members nominated to serve as directors does not exceed the number of directors to be elected, the directors shall be elected by voice vote at the annual meeting of the members. If the voice vote is not clearly dispositive, or at the oral request of any member in attendance, or in the event the number of members nominated to serve as directors exceeds the number of directors to be elected, the directors shall be elected by paper ballot at the same annual meeting of the members.

Section 5. In case of vacancy in the office of a director occurring between annual elections, the remaining directors at a regular, virtual, or a special meeting shall elect another eligible member. Including a member then serving as a director, to fill the vacancy

for the unexpired term and until a successor shall be duly elected and qualified.

Section 6. The Board of Directors shall conduct, manage and control the property affairs and business of the Association, and shall make all necessary rules and regulations for the guidance of officers, directors, and management of the affairs and business of the Association, not Inconsistent with the laws of the State of Kansas or of the United States. They shall cause to be kept a complete record of all their acts and proceedings, and of the proceedings of the members. At each annual meeting, they shall present a complete detailed statement showing the assets, liabilities, and general condition of the Association. The Board of Directors may by resolution establish special committees of three (3) or more directors which committees shall have the power and perform such duties not Inconsistent with that as may be assigned to It by the Board of Directors. The Board of Directors is hereby authorized to establish an Executive Committee, which shall consist of five members of the Board of Directors. The Executive Committee shall act on all matters which, because of time constraints, cannot be effectively deferred until a regularly scheduled meeting or virtual meeting of the Board of Directors. The Executive Committee shall act by majority vote and shall have all the powers granted by law to the Board of Directors.

Section 7. The Board shall also cause to be kept a complete record of all the finances of the Association showing all receipts and expenditures, assets and liabilities. They shall employ and discharge at will, all agents, servants and employees of the Association, prescribe their duties, fix their compensation, fix the compensation. If any, of officers, and in their discretion, may require of them a bond or other security for faithful performance of their duties and fidelity. They shall determine who shall sign and countersign all checks, drafts, and other papers and documents, except as otherwise provided for herein. They shall vote on all applications for membership, as hereinbefore provided. They shall do and perform any other duties that may be prescribed for them by members of this association at any regular, virtual, or special meeting.

Section 8. Officers and Directors shall hold a regular meeting on a monthly basis pursuant to a schedule prepared by the President prior to the first Board of Directors meeting following the Annual General Membership Meeting. If an Officer or Director fails on three (3) consecutive occasions to attend such regular meetings, he or she shall be automatically dismissed from the Board of Directors and so notified by letter from the President. The dismissed Officer or Director may request reconsideration of his or her dismissal by submitting a letter of explanation to the President at least ten (10) days prior to the next regularly scheduled Board Meeting. A three-fourths (3/4) vote of any quorum present at the next regularly scheduled Board Meeting may reinstate the dismissed Officer or Director.

### Article III - Officers and Their Duties

Section I (a) The officers of this Association shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by and hold office at the will of the Board of Directors. The Board of Directors may also, from time to time, name other or assistant

officers who shall hold office at the will of the Board of Directors.

(b) The President, Vice President, Secretary, and Treasurer shall at all times be directors. The office of the Secretary and Treasurer may be held by the same person.

(c) The Board of Directors may appoint or remove any officer or employee at will. Any vacancy caused by removal, resignation, death, cessation of membership In the Association for any cause whatever, may be filled by the Board of Directors as It may deem advantageous.

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

Section 3. The duties of the Vice President shall be to do and perform all the duties of the President In the absence or Inability of the President.

Section 4. The duties of the Secretary shall be to keep a permanent and complete record of all proceedings of each meeting of the Board of Directors and of the Association members, and to keep the officers Informed of all such proceedings whenever called upon; to call virtual or special meetings of the Board of Directors and of the Association members whenever requested by the President or the Vice President or a majority of the Board of Directors; to keep a list of all members of the Association and their addresses: and to do and perform all other duties that usually and properly pertain to the office of Secretary. In the case of failure, absence, inability, or refusal of the Secretary to perform his duties, the President may appoint someone to act In his stead until the next meeting of the Board of Directors, and in such event the Secretary shall turn over to his successor in office all papers, records, books, and other property belonging to the Association.

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

Section 6. Officers and directors shall not receive any compensation or salary for their services.

#### Article IV - Association Meetings

Section 1. The regular Annual meeting of the members of this Association herein called the "Association meeting" shall be held in May of each year, and at such place as may

be fixed by the Board of Directors and set in the notice of the meeting, provided however, that the Board shall have the right to fix any other time, either during or after the month of May of each year by appropriate order entered on the minutes of the meeting of the Board of Directors of such time and place of the meeting as fixed. Special meetings of the members of the Association, herein called "Association meeting" may be held at any time on call of the Secretary, or the President, or the Vice President.

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

Section 3. At any regular or special Association meeting, ten members shall constitute a quorum for the transaction of business. And a majority vote of those present shall be necessary to elect a director or transact any other business. If the meeting be not held at the time specified because of the lack of quorum or other cause, the meeting may be adjourned from day to day until a day certain.

#### Board of Directors' Meetings

Section 4. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may designate. Notice of the regular meeting of the Board of Directors shall be given. Regular meetings of the Board of Directors shall generally be open and may be attended by any member provided such member gives the Board of Directors notice of his desire to attend such meeting not less than seven (7) days prior to the day of such meeting. Provided further, that a majority of the Board of Directors may close all or any portion of any such meeting for any of the following reasons:

- (1) In the opinion of the Board, the matters to be discussed by the Board are confidential;
- (2) In the opinion of the Board, attendance by any member or members becomes disruptive to the meeting or unduly prolongs the length of the meeting;
- (3) In the opinion of the Board, the boardroom accommodations are insufficient to permit attendance by the number of members desiring to attend the meeting.

Special meetings of the Board of Directors may be held at any time on call of the Secretary, or the President, or the Vice President, by written notice mailed or e-mailed to the last known address of the Directors at least two days before the date of the meeting, stating the time, place and purpose of the meeting. The mailing of such notice shall be considered as the notice required to be given. Or a like written notice may be served by anyone personally upon the directors at least one day before such meeting.

Section 5. In situations where action is required in a timely manner, and cannot prudently be postponed until a regular monthly meeting, Officers and Directors may hold virtual meetings to transact business on a single issue. Virtual meetings may be conducted by

using electronic media (e.g., conference telephone, E-mail, internet chat room, Lotus Notes Sametime) over a 72 hour period. In a virtual meeting, as in a regular or special meeting, all reasonable efforts shall be made to ensure that the virtual meeting is conducted using a technology that facilitates the fullest possible participation. Board members "attending" must have access to all discussion on the issue. In addition, Roberts Rules of Order will govern the introduction of a motion, seconding, discussion, and voting by Board members, and all other by-laws governing Association Meetings will apply. However, the President may set a time limit (by duration or specific date and time) for responses from Board members during the introduction and seconding phases, the discussion phase, and/or the voting phase.

Virtual meetings may be called by the Secretary, President, or Vice President. However, notice of a virtual meeting shall be given by telephone, or other electronic notification protocol, to each Board member. The notice shall state the date, time, and purpose of the meeting, the method of connecting to it, the duration of the meeting, as well as deadlines for comments, opinions, and when a final vote is required. Reasonable notice shall be given to ensure maximum participation. The meeting shall start when the President or Vice President calls the meeting to order using an electronic communications medium. Votes cast in a virtual meeting shall be binding on the Board and/or the membership, and shall authorize actions, including payments, by the Board, Association managers, and/or the membership. Notes of the virtual meeting shall be taken by the Secretary and distributed to the Board for review. Upon completion of revisions or corrections, the minutes of the Board's actions and decisions shall be entered into the official record at the next regular meeting.

#### Article V - Voting

Section 1. At all Association meetings each member shall have the right to vote In person or by proxy, but all proxies shall be in writing and shall be filed with the Secretary before the meeting. Each member shall have but one vote.

Section 2. No Director may vote by proxy at any regular or virtual Directors' meeting. No Director shall be permitted to vote at any regular or virtual Directors' meeting unless he/she is present at such meeting.

#### Article VI - Amendments

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

#### Article VII - Indemnification of Directors

Section 1. Each Director and Officer of the Association and each former Director and former Officer of the Association shall be held harmless and Indemnified by the Association against all cost and expense Including legal fees actually and necessarily

Incurred by the Director or Officer or Imposed In connection with the defense of, and against all liabilities arising out of, any action, suit, or proceeding In which he or she is made a party by reason of being or having been a Director or Officer of the Association, except In relation to matters as to which he or she shall be adjudged In such action, suit, or proceeding, without such judgment being reversed, to have been liable for misconduct In performance of his or her duties. In the event of the settlement of any such action, suit, or proceeding prior to final judgment, the Association shall also make reimbursement or payment of the cost, expense, and amount paid or to be paid in settling any such action, suit, or proceeding, when such settlement appears, to a majority of the Directors who are not Involved, to be In the Interest of the Association. Such Indemnification shall be deemed exclusive of any rights to which those Indemnified hereby may be entitled under any agreement or otherwise.

The above by-laws were adopted at the meeting of the Board of Directors on February 16, 1985, revised at the July 16, 1994, Board of Directors meeting, and further revised at the July 20, 2004, Board of Directors meeting.

Robert Schuller  
Secretary 1994

John Lamble  
Secretary 2004