

2014

AMENDED AND RESTATED
BYLAWS OF
NOTTINGHAM PLACE HOMES ASSOCIATION, INC.

The Nottingham Place Homes Association Bylaws dated May 28, 1987 are hereby amended and restated.

ARTICLE I

OFFICES

1.1 Name. The name of the corporation is Nottingham Place Homes Association, Inc. It is incorporated under the laws of the State of Kansas as a not-for-profit, non-stock corporation. The corporation is the homes association referenced in the Declaration dated May 28, 1987(as defined below).

1.2 Location. The principal office of the corporation shall be located in Overland Park, Kansas. Except as otherwise required by law, meetings of members and directors may be held at such places in Johnson County, Kansas as may be designated by the Board of Directors from time to time in accordance with applicable law.

ARTICLE II

DEFINITIONS

2.1 "Association" means Nottingham Place Homes Association, Inc., a not-for-profit corporation, its successors and assigns.

2.2 "Subdivision" means all of the property which is now or hereafter within the jurisdiction of the Association as provided in the Declaration.

2.3 "Common Area" has the meaning set forth in the Declaration.

2.4 "Lot" has the meaning set forth in the Declaration.

2.5 "Owner" has the meaning set forth in the Declaration.

2.6 "Fiscal Year" is the annual period for budgeting purposes. It runs from January 1st to December 31st.

2.7 "Declaration" means, collectively, the various Declarations of Restrictions and Homes Association Declarations recorded with the Office of the Registrar of Deeds of Johnson County, Kansas relating to the Subdivision.

2.8 "Bylaws" means these Amended and Restated Bylaws, as may be amended from time to time in accordance with the provisions hereof.

ARTICLE III

MEMBERSHIP

3.1 Membership Generally. Membership in the Association shall be limited to persons or entities who are the Owners of the fee interest in any Lot which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the payment or performance of an obligation shall not be considered members. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

3.2 Suspension of Membership. During any period in which a member shall be delinquent in the payment of any assessment levied by the Association as provided in the Declaration, the voting rights of such member shall be automatically suspended for matters involving assessments and fees (and for no other matters) until such assessment has been paid. In addition, the Board of Directors may, in accordance with applicable law, suspend the rights of the member to receive services provided by the Association and the right to use any Common Area in or available to the Subdivision until such assessment has been paid.

ARTICLE IV

VOTING RIGHTS

4.1 Voting. Each member shall have one vote for each Lot in which he or she is the Owner; provided, however, when more than one person is the Owner of a Lot, all such persons shall be members, and the one vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to any such Lot. The vote of a Lot must be cast as a single lot, and fraction as votes of such Lot's allocated vote shall not be allowed. Any one of the joint Owners of a Lot may cast their vote on a matter in question. In the event that differing votes are cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

4.2 Representatives. Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE V

Use of Common Areas

5.1 Common Areas. The Owners of Lots within the subdivision shall have the non-exclusive right to the use of all Common Areas for their intended purposes.

5.2 Rules and Regulations. The Association shall have the right and the power to make and enforce reasonable rules and regulations which shall govern the use of the Common Areas.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Number.

(a) The affairs of the Association shall be managed by a Board of Directors composed of five (5) directors.

(b) Each individual elected as a director shall serve until the next annual meeting of the Association at which time each director must be reaffirmed.

6.2 Qualification. Each director must be and remain a member (or designated representative of an entity that is a member) of the Association in good standing in order to be elected and remain as a director.

6.3 Removal. Except as provided by applicable law, any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Association entitled to vote on the election of such director. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors and shall serve until the next regularly scheduled meeting of the Association, at which time a permanent director will be elected.

6.4 Compensation. No director shall receive compensation for the service he or she may render to the Association as a director. However, any director may be reimbursed for his or her reasonable out-of-pocket expenses incurred in the performance of his or her duties. (Members of the Association may also be reimbursed for reasonable out-of-pocket expenses incurred for specific activities or requests that have been previously approved or requested by the Board of Directors.)

ARTICLE VII

MEETING OF DIRECTORS

7.1 Regular Meetings. Regular meetings of the Board of Directors may be held at such place and time as may be fixed from time to time by the board of Directors.

7.2 Special Meetings. Special meetings of the Board of Directors shall be held at such place and time as may be specified by and when called by the president of the Association or by any director.

7.3 Notice of Meetings. Written notice stating the time, date, place and agenda of a meeting of the Board of Directors and, for any special meetings, the purpose or purposes for which the meeting is called, shall be delivered to each director and (unless the meeting was included in a schedule of Board meetings previously given to the members or is called to deal with an emergency) to the members, not less than seven (7) days before the date of the meeting, either by hand delivery, by mail or by e-mail, by or at the direction of the person(s) calling the meeting; provided that notices may be sent by e-mail only to directors or members who have provided a written consent to the Association indicating their desire to receive notices at a specific e-mail address. Such notice shall be deemed to be delivered when hand-delivered, when deposited in the United State mail addressed to the director or member at his or her address as it appears on the records of the Association, with postage thereon prepaid, or when e-mailed to the director or member at his or her designated e-mail address.

7.4 Quorum and Vote Requirements. Unless otherwise required by law, four directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

7.5 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the original session of the meeting.

7.6 Meetings by Conference Telephone or Similar Communications Equipment. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment whereby all directors, members and other persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

7.7 Action Taken Without a Meeting. To the extent permitted by applicable law, any action required or permitted to be taken at any meeting of the Board of Directors or any

committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

7.8 Meetings Open to Members. All meetings of the Board of Directors and committees thereof shall be open for attendance by all members of the Association to the extent required by law. Association members present at such meetings will be given the opportunity to make comments regarding any matter affecting the Association.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board of Directors may be made in writing by any member delivered to the secretary of the Association in advance of the annual meeting or from the floor at the annual meeting of the members.

8.2 Election. Election to the Board of Directors shall be by a show of hands. At any such election, the members entitled to vote or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

8.3 Commencement of Term of Office. A director shall be deemed elected at the time of his or her election, but he or she shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director until the time he/she accepts the office of director either by a written acceptance or by participating in the affairs of the Association at a meeting of the Board of Directors.

ARTICLE IX

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to:

9.1 Scope. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by law or by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

9.2 Rules and Regulations. In accordance with applicable law, adopt reasonable rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon and governing other matters within the authority of the Association, and to establish, levy and enforce fines and penalties for the infraction thereof;

provided, however, that the Board of Directors may not, in any event, revoke or suspend in any way the right of any Owner to use and enjoy any street for ingress and egress.

9.3 Amend Declaration. To the extent permitted by applicable law and the Declaration, cause the Association to adopt or otherwise approve amendments to the Declaration and authorize the President and Secretary of the Association to prepare, execute, certify and record such amendments to the Declaration.

9.4 Employment. Employ (and contract with for such periods of time and on such terms as may be deemed appropriate) agents, independent contractors, managers, and employees, and to prescribe their duties and responsibilities.

9.5 Records and Reports. Cause books and records of the Association and of the corporate affairs of the Association to be kept and maintained (or delegate such duties to a managing agent).

9.6 Supervision. Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

9.7 Assessments. As more fully provided in the Declaration, provide for the establishment, levying and collection of assessments against each Lot and take all actions necessary or appropriate to collect the same, in accordance with applicable law. As necessary, the Board may also:

- (a) Place lien(s) against the residential property of any homeowner who fails or refuses to pay fees or dues assessed by the Association.
- (b) Suspend trash, yard waste, and recycle pick-up for any homeowner who fails or refuses to pay fees or dues assessed by the Association.

9.8 Certificates. Issue, or cause an appropriate officer to issue, upon request by any member, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Association for the issuance of these certificates.

9.9 Insurance. Procure and maintain liability insurance, property insurance and other insurance on property owned or controlled by and the activities of the Association, and officer's and director's liability insurance, all with such coverage's and in such sums as may be deemed appropriate by the Board of Directors.

9.10 Bonding. Cause officers or employees having fiscal responsibility to be bonded, as the Board of Directors may deem appropriate.

9.11 Maintenance. Cause the Common Areas and other areas to be maintained as provided in the Declaration.

9.12 Committees. Appoint one or more committees. Any such committee shall be composed of at least one (1) director and any other individuals as the Board of Directors shall designate. Not all members of a committee need be directors unless otherwise provided in the Declaration, Articles of Incorporation or by law. A quorum of any

committee so designated by the Board of Directors shall be any number of the members designated by the Board of Directors, but that quorum shall not consist of less than one-half (1/2) of the total number of members appointed to such committee. The board may designate one (1) or more individuals as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

9.13 Performance. Perform all acts and do all things required or permitted to be done by the Association by the Declaration or otherwise; and perform all acts and do all things permitted or required of a Board of Directors of a not-for-profit corporation or home owners association under the laws of the State of Kansas.

ARTICLE X

MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meeting of the members of the Association shall be held on the 4th Wednesday in January of each year, at such place and time as may be set by the Board of Directors. At each annual meeting, directors shall be elected and/or reaffirmed, reports of the affairs of the Association shall be considered, and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of members holding at least one-tenth (1/10) of the votes of the members. If the special meeting has not been set within thirty (30) days, the requesting members may directly notify all the members of the meeting.

10.3 Place and Notice of Meetings. All meetings of the members shall be held in Overland Park, Kansas at such place as may be designated in the notice of the meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the person(s) duly calling the meeting, by hand delivering, by mailing or by e-mailing a copy of such notice not less than ten(10) days (two (2) days in case of an emergency) nor more than sixty (60) days prior to such meeting to each member, addressed to the member's address or e-mail address last appearing on the books of the Association or by giving such notice within such timeframe by any other method reasonably calculated to provide notice to the member; provided, however, notices may be sent by e-mail only to members who have provided a written consent to the Association indicating their desire to receive notices at a specific e-mail address. Such notice shall specify the time, date, and place of the meeting and the items on the agenda, and, in the case of a special meeting, the specific matters to be addressed at the meeting. Such notice shall be deemed to be delivered when it is hand delivered, or deposited in the United States mail with postage thereon so addressed to the member, or when it is e-mailed to the member at his or her designated e-

mail address, or when it is given by any other method reasonable calculated to provide notice to the member. Notification of meetings must include a statement of the general nature of any proposed revisions to the declaration or bylaws if applicable, any budget proposals or changes, and any proposal to remove an officer or director.

10.4 Conduct of Meeting. Meetings of the Association shall be required to be conducted in accordance with Robert's Rules of Order Newly Revised (or any other edition thereof).

10.5 Quorum and Vote Requirements. What constitutes a quorum at the annual member meeting will depend on the proposed agenda of the meeting.

- (a.) If the agenda for the meeting does not include a proposal and vote to either raise the annual dues of the members or to approve a special assessment, attendance by 20% of the members will constitute a quorum.
- (b.) If the agenda for the meeting does include a proposal to either raise the annual dues of the members or to approve a special assessment, attendance by 25% of the members will constitute a quorum.

Votes may be from members present, by proxy, or (if applicable) by absentee ballot. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be obtained. Except as otherwise provided in these Bylaws, the Declaration or the Articles of Incorporation or by law, a majority vote of those entitled to vote and present at a meeting at which a quorum is present shall be necessary to transact any business entitled to be transacted by the members.

10.6 Proxies; Absentee Ballots. At all meetings of the members, each member may vote in person or by proxy. All proxies shall be in writing, signed, dated, and filed with the secretary of the Association before the start of the applicable meeting. Every proxy shall be for a specific meeting or vote and shall be revocable (by giving written notice of revocation to the secretary of the Association) before the applicable meeting or vote. Voting by absentee ballot may be allowed if the Board of Directors specifically authorizes in advance the use of absentee ballots for a specific meeting. If absentee ballots are authorized by the Board of Directors for a specific meeting, then such absentee ballot voting will be conducted in accordance with the procedures approved by the Board of Directors in accordance with applicable law. If absentee voting is allowed, the Association Board must deliver a ballot at least three (3) days in advance and the Association Board must be able to verify the returned ballot.

10.7 Voting Without a Meeting. The Association may conduct a vote of the members without holding a meeting of the members in accordance with the provisions of applicable law.

ARTICLE XI

OFFICERS AND THEIR DUTIES

11.1 Enumeration of Offices. The officers of the Association shall be a president, a vice president, a second vice president, a secretary and a treasurer.

11.2 Election of Officers. Officers shall be elected and, when applicable, reaffirmed, at the annual meeting of Association members. An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been duly elected

11.3 Special Appointments. The Board of Directors may appoint such other officers and agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties consistent with these Bylaws as the Board may, from time to time, determine.

11.4 Resignation and Removal. Any officer may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interest of the Association will be served thereby. Any officer may resign at any time by giving written notice to the board (which may be delivered to the president or the secretary). Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Owners may remove any Board member or officer who was elected by the owners, with two limitations:

1. The attempt to remove must have been listed as an item in the notice for the meeting, and
2. At the meeting, the member or officer being considered for removal must have a reasonable opportunity to speak before the vote.

11.5 Vacancies. A vacancy in any office may be filled by the Board of Directors at any time. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

11.6 Multiple Offices. No two (2) or more offices may be held by the same person.

11.7 Duties. The duties of the officers are as follows:

President. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Association. He or she shall preside at all meetings of the membership and at all meetings of the Board of Directors. He or she shall be a non-voting ex officio member of all standing committees (and may also be a voting member of

any such committee, in the capacity of an official appointee, as the case may be) and shall have the general powers and duties of management usually vested in the office of president and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The president must promptly provide notice to members of the Association of any judicial proceedings concerning the Association unrelated to enforcement against an individual owner.

Vice President. The vice president shall act in the place and in stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board of Directors.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members, shall keep the corporate seal, if any, of the Association and affix it on all papers required to have the seal affixed thereto, shall keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties, and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of secretary.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers as may be prescribed by the board of directors or usually vested in the office of treasurer. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

11.8 Compensation. Officers of the Association shall not receive any compensation or salary for their services as officers, but may be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the duties of their offices.

ARTICLE XII

ASSESSMENTS AND BUDGETS

12.1 Purpose. The Assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers to maintain the improvements and render the services provided for in these Bylaws, the Declaration and the Articles of Incorporation.

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declaration and any applicable law.

12.3 Fiscal Year and Annual Operating Budget. The fiscal year for the Nottingham Place Homes Association, Incorporated shall be from the 1st day of January to the last day of

December. The Board of Directors shall prepare and adopt an annual budget covering the estimated costs of operating and administering the Association for the following fiscal year and determine the level of assessments. Notice of any meeting of the Board of Directors at which the annual budget will be considered shall be given to the members at least ten (10) days prior to the meeting date and a copy of the proposed budget must be made available to any member who requests it. The board shall cause the budget and notice of assessments to be levied against each Lot for the following fiscal year to be delivered to each member at least ten (10) days prior to the annual meeting of the Association. In all instances, a copy of the annual budget shall be made available, within thirty (30) days after adoption, to each member of the Association upon the request of such member.

12.4 Annual Dues Assessments and Delinquencies. At the annual meeting of the members of the Association, the amount of annual dues to assess member owners will be proposed by the Board and voted upon by the member owners present and representing the quorum. The annual dues payments will become immediately due and payable and will be considered delinquent on March 1st, approximately four (4) weeks after the annual meeting of the Association.

12.5 Special Assessments. From time to time specific and special assessments may become necessary to cover unforeseen expenditures. These assessments will be proposed at the regular annual meeting of the members or at a specially called meeting of Association members. Said meeting will be announced in the same manner and require the same time of advance notice as the annual Association member meeting. If the proposed special assessment is approved by the members present and representing the quorum, the result of the vote will be announced to all Association members in the previously prescribed manner within two (2) calendar days. Special assessment payments will become immediately due and payable and will be considered delinquent one month from the date of the assessment meeting.

12.6 Penalty for Delinquent Payments. All Association members who have failed to make their payments by the delinquency date will be assessed a penalty of 10% which, itself, becomes immediately due and payable. If full payment and the penalty are still not received thirty (30) days after the penalty is assessed, the Association will place a lien on the affected property for the combined amounts and will suspend trash, yard waste, and recycle pick-up services to the affected property until such payment is received. If after an additional thirty (30) day period the assessment and penalty have still not been paid, the Association will commence legal action against the delinquent property owner to obtain required payments. The delinquent property owner will also be responsible for payment of all legal and filing fees. Once payment in full is made, the lien will be removed and all utility services will be reestablished.

ARTICLE XIII

BOOKS AND RECORDS

The Association shall maintain books and records for a period of up to five (5) years as required by applicable law. The books and records of the Association shall be made available for inspection and copying by the members or their legal agent upon ten (10) days written notice. Such notice shall reasonably identify the specific books or records requested. The Association may charge a reasonable fee to cover copying expenses. In all instances, all requests shall be subject to the legal right of the Association to withhold certain records.

ARTICLE XIV

CORPORATE SEAL

If adopted by the Board of Directors, the Association shall have a corporate seal in a circular form having inscribed thereon the name of the Association and the words "Corporate Seal—Kansas". The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise attached.

ARTICLE XV

GENERAL PROVISIONS

- 15.1 Depositories and Checks. The moneys of the Association shall be deposited in such banks or financial institutions and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors from time to time.
- 15.2 Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.
- 15.3 Absence of Personal Liability. The directors, officers and members of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.
- 15.4 Indemnification.
- (a) Indemnification and Advancement of Expenses. The directors and officers of the Association shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of the Association in defending a civil

or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Association as authorized by the Kansas General Corporation Code. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such director or officer may be entitled by agreement, vote of members or of disinterested directors, or otherwise.

(b) Continuation of Rights. All rights of indemnification and advancement of expenses under these Bylaws and under the Kansas General Corporation Code shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such a director or officer.

(c) Indemnification Insurance. The Association may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Association against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

ARTICLE XVII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes of Kansas, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objection, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members, directors or members of a committee of directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

The undersigned President of Nottingham Place Homes Association, Inc., a Kansas not-for-profit corporation, hereby certifies that the foregoing Amended and

Restated Bylaws are the bylaws of said corporation adopted by the members as of the date below.

Dated: _____, 201__.

_____, President

BY-Laws Committee Repr.