

**BY-LAWS OF THE
KENILWORTH 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 HOMES ASSOCIATION Declaration, shall be members in this Association; this instrument is filed of record under document number 61467 in the office of the Register of Deeds of Johnson County, at Olathe.

Section 2. In case legal title to any lot or tract of land in the District is held by married persons, both spouses shall be members of the Association but shall jointly have the right to cast only one vote for their lot.

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 members 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 member in their stead.

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 members, 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.

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 members.

Section 6. Only owners of one or more tracts of land in this District, or their duly accredited representatives, as herein provided, shall be members 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 or she 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 of assessment as set forth in the Agreement which now affects the land in the District, which Agreement is dated January 5, 1961 and is recorded in Book 116 Miscellaneous Document 614674 in the office of the Register of Deeds for Johnson County at Olathe, Kansas, and amendments thereto.

Section 9. 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 and rights of a member to receive services provided by the Association shall be suspended by the Board of Directors until such assessment has been paid.

Section 10. 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 7 directors called the BOARD OF DIRECTORS.

Section 2. A majority directors shall constitute a quorum for the transaction of business at any 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. Directors shall be elected annually by the members of the Association at an Association meeting to serve for a period of two years from the regular Association meeting when the election occurs or should have occurred, and until their successors are duly elected and qualified.

Section 5. In case of vacancy in the office of a director occurring between annual elections, the remaining directors at a regular or a special meeting shall elect another eligible member to fill the vacancy for the unexpired term and until a successor shall be duly elected and qualified.

Section 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 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. They 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 the members of this Association at any regular or special meeting.

Section 7. 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. 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 for the unexpired term of his or her predecessor.

Section 8. 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.

ARTICLE III – OFFICERS & THEIR DUTIES

Section 1 (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) Officers shall at all times be directors. The offices 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 pleasure, and 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 or she may be directed by the Board of Directors, and shall perform such other duties as may be conferred upon him or her by the Board of Directors, but his or her 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 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 the failure, absence, inability or refusal of the Secretary to perform his or her duties, the President may appoint someone to act in their stead until the next meeting of the Board of Directors, and in such event

the Secretary shall turn over to their successor in office all papers, records, books and other property belonging to the Association.

Section 5. The duties of the Treasurer shall be to receive and deposit in such banks or bank as the Board of Directors may from time to time direct, all 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 or she 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 or her 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. Directors shall not receive any compensation 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 during the second quarter of each year, and at such place as may be fixed by the Board of Directors and set out in the notice of the meeting, provided however, that the Board shall have the right to fix any other time, either on or after the 1st day of April of each year by appropriate order entered on the minutes of the meeting of the Board of Directors of such time and place of 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 President or a majority of Directors.

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 all such cases the mailing of the notice shall be considered as the notice required to be given; and notices need only be given to members appearing as such on the books of the Association.

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 quorum can be had, or until a day certain.

(a) At each annual meeting,

- (i) the President and Treasurer shall report on the activities and financial condition of the Association;
- (ii) there shall be elected, by secret ballot of the members, one or more members of the Board in accordance with the requirements of these Bylaws; and
- (iii) the members shall consider and act on such other matters as may properly come before the meeting.

(b) Order of Business. Unless modified by the Board or members, the order of business at annual members' meetings and, as far as practicable at all other members' meetings shall be:

- (i) Call to order;
- (ii) If the President is unavailable, election of a presiding officer for the meeting;
- (iii) Proof of notice of meeting or waiver of notice;
- (iv) Calling of the roll and certifying of proxies;
- (v) Reading and disposal of any unapproved minutes;
- (vi) Report of officers, including the report of the President on the activities of the Association and of the Treasurer on the financial condition of the Association;
- (vii) Reports of committees;
- (viii) Election and appointment of directors, as appropriate;
- (ix) Unfinished business;
- (x) New business; and
- (xi) Adjournment.

Robert's Rules of Order (latest edition) shall govern the conduct of all meetings unless Kansas law provides differently.

Section 4. 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 (1/10th) of the votes of the members.

Section 5. Place and Notice of Meetings. All meetings of the members shall be held in Johnson County, 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, not less than ten days nor more than 60 days prior to such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose(s) of the meeting.

BOARD OF DIRECTORS' MEETING

Section 1. Annual Meetings. Annual meetings of the Board of Directors shall be held within 15 days following the annual meeting of the members at such place as may be fixed by the Board.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and time as may be fixed from time to time by the Board. Unless the meeting is either an emergency or in a schedule previously given to Owners, written notice of the place, day and hour of meetings shall be given to all Owners as required by Kansas law (five days notice for regular meeting; ten days notice for budget approval meetings).

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time on call of the President, or the Vice President, by written notice mailed to the last known address of the directors at least three 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 any one personally upon the directors at least one day before such meeting.

Section 4. 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 persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

Section 5. 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.

Section 6. The Board of Directors shall have the power to:

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

6.2 Rules and Regulations. Adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof; provided, however, that the Board of Directors may not, in any event, revoke, limit, restrict, or suspend in any way, the right of any Lot Owner to use and enjoy any street for ingress and egress.

6.3 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.

6.4 Records and Reports. Cause to be kept a complete record of all its acts and of the corporate affairs of the Association and to present reports thereof to the members.

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

6.6 Assessments. As more fully provided in the Declaration, provide for the levying of assessments against each Lot and take all actions necessary or appropriate to collect the same.

6.7 Certificates. Issue, or cause an appropriate officer to issue, upon demand by any person, 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.

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

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

6.10 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 under the laws of the State of Kansas.

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. All votes shall be by ballot unless waived by unanimous consent.

Section 2. No directors may vote by proxy at any directors' meeting. No director shall be permitted to vote at any directors' meeting unless he is present at such meeting.

ARTICLE VI GENERAL PROVISIONS

Section 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.

Section 2. Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.

Section 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.

Section 4. Indemnification.

(a) Indemnification. To the fullest extent permitted by law, the Association shall indemnify each officer and director of the Association, against all claims, liabilities, damages, costs and expenses, including reasonable attorneys' fees, incurred by them in connection with any action taken pursuant to, or in connection with the Declaration or By-laws, provided they did not act, fail to act or refuse to act willfully, in a grossly negligent manner or with fraudulent or criminal intent in the performance of their duties.

(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 Corporation 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.

Section 5. Notices. Any notice to members given by the Association under any provisions of these By-laws may be given by a form of electronic transmission (electronic mail or facsimile) consented to by the member to whom the notice is given. Any such consent shall be revocable by the member upon written notice to the Association. Any such consent shall be deemed revoked if: (1) the Association is unable to deliver by electronic transmission two (2) consecutive notices given by the Association in accordance with the consent, and (2) such inability becomes known to the Association's secretary or property manager.

**ARTICLE VII
CONFLICT**

In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE VIII – 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.

The above By-laws were adopted at the meeting of the members on September 7, 2017.

_____ President

_____ Vice President

_____ Vice President

_____ Treasurer

_____ Secretary