

**AMENDED AND RESTATED BYLAWS  
OF  
INDIAN FIELDS HOMES ASSOCIATION**

**Preamble**

The Bylaws of the Indian Fields Homes Association (hereinafter referred to as "Association"), as originally adopted and previously amended, are hereby amended and restated in their entirety and are entirely superseded by these Amended and Restated Bylaws of the Indian Fields Homes Association, as hereinafter set forth, effective as of the 17<sup>th</sup> day of September, 2017.

**ARTICLE I – PURPOSES**

The aims and purposes of the Indian Fields Homes Association shall be:

- a) To consider and act on issues that affects the livability and quality of the neighborhood;
- b) To provide an open process by which all members may involve themselves in the affairs of the neighborhood;
- c) To take positions in matters of civic interest, and promote those positions in communications;
- d) To inform residents of events or plans affecting the neighborhood;
- e) To establish and maintain open lines of communication with other organizations, such as Association coalitions, other neighborhood associations, and city, county, regional, and state government agencies;
- f) To perform the duties and exercise any and all of the rights and powers of the Association set forth in the agreement or declaration of restrictions and covenants dated October 3, 1951. This instrument is filed of record under document number 426891 in the office of the Register of Deeds of Johnson County, at Olathe, Kansas in Book 51 at Page 362;
- g) For such other purposes as are approved by the Board of Directors, hereinafter referred to as "Board".

**ARTICLE II – BOUNDARIES**

The boundaries of the Association shall be defined as:

Generally bounded on the east by Mission Road; on the north by 63<sup>rd</sup> Street from Mission Road to Granada Drive; on the west by Roe from Homestead Drive to 67<sup>th</sup> street; to the north and south of the center line of Homestead Drive between Granada Drive and Roe; to the east of the center line of Granada Drive between Homestead Drive and 63<sup>rd</sup> Street; and, on the south to the

north of the center line of 67<sup>th</sup> Street in Johnson County, Prairie Village, Kansas. The Homestead Estates Subdivision is not within the boundaries of the Indian Fields Subdivision.

### **ARTICLE III – MEMBERSHIP**

Section 1. Any person who has legal title of record to any lot or tract of land, within the limits of the Association as it now exists or may hereafter exist, shall be eligible to membership in this Association; The Indian Fields Homes Association Declaration (hereinafter referred to as “Agreement”) is filed of record under Document 426891, Book 51, Page 362, dated October 3, 1951, in the office of the Register of Deeds of Johnson County, at Olathe, Kansas.

Section 2. In case the legal title to any lot or tract of land in the Association is held in any form of joint tenancy or tenancy in common, the owners thereof shall be eligible to 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 member in their stead, and s/he shall thereupon become eligible to membership.

Section 3. In case the legal title to any lot or tract of land in the Association is held by one or more minors, then their natural or legal guardian or guardians shall be eligible to 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 s/he shall thereupon become eligible to membership.

Section 4. In case the legal title to any lot or tract of land in the Association 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 to membership.

Section 5. Only owners of one or more tracts of land in this Association, or their duly accredited representatives as herein provided, shall be eligible to membership in this Association. No member shall have the rights to more than one vote for any candidate at any election, or on any question, although s/he may own more than one lot or tract of land.

Section 6. Membership in this Association may continue only during the ownership of any lot or tract of land in the Association by the member or person or party whom s/he represents as herein provided.

Section 7. 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 Association, and amendments thereto.

Section 8. 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 IV – BOARD OF DIRECTORS**

Section 1. The corporate powers of this Association shall be vested in a Board of Directors with a minimum of five members and a maximum of eleven members called the Board of Directors. A Director shall be elected for a term of three years. The Board shall use its best efforts to stagger terms of service for Directors.

Section 2. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting.

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

Section 4. Open Directors' positions shall be elected annually by the members of the Association at an Annual Association Meeting to serve for a period of three years from the Annual Association Meeting when the election occurs or should have occurred, and until a successor shall be 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 shall conduct, manage and control the 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 of America.

The Board shall cause to be kept a complete record of all their acts and proceedings, and of the proceedings of the members. At each Annual Association Meeting, the Board shall present a complete detailed statement showing the assets, liabilities and general condition of the Association. The Board shall also cause to be kept a complete record of all of the finances of the Association showing all receipts and expenditures, assets and liabilities.

The Board may employ and discharge at will, all agents and contractors of the Association, prescribe their duties, determine cost of services based on bids, and in their discretion, may require of them a bond or other security for faithful performance of their duties and fidelity. The Board shall determine who shall sign and countersign all checks, drafts, and other papers and documents, except as otherwise provided for herein. The Board shall do and perform any other duties that may be prescribed for them by the members of the Association at any Annual Association Meeting or Special Association Meeting.

## **ARTICLE V – OFFICERS AND DUTIES**

Section 1. (a). The officers of this Association shall be a President, Secretary and Treasurer, who shall be elected by and hold office at the will of the Board. The Board may also, from time to time, name other or assistant officers who shall hold office at the will of the Board.

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

(c). The Board may appoint or remove any officer 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 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 Association, and as s/he may be directed by the Board, and s/he shall perform such other duties as may be conferred upon him/her by the Board, but his/her authority shall be subject to the control and direction of the Board at all times.

Section 3. The duties of the Secretary shall be to keep a permanent and complete record of all proceedings of each meeting of the Board and of the Association members; aid to keep the officers informed of all such proceedings whenever called upon; to do and perform all duties of the President in the absence or inability of the President; to call special meetings of the Board and of the Association members whenever requested by the President or a majority of the Board.; 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/her duties, the President may appoint someone to act in his/her stead until the next meeting of the Board and in such event the Secretary shall turn over to his/her successor in office all papers, records, books and other property belonging to the Association.

Section 4. The duties of the Treasurer shall be to receive and deposit in such banks or bank as the Board may from time to time direct, all moneys belonging to the Association; to compile and submit an annual budget to the Board for approval; to keep a true and detailed account of all moneys received and paid out; to make a financial report in writing at each Annual Association Meeting , and at any Special Association Meeting whenever s/he may be requested to do so, and to make such a report at any meeting of the Board whenever requested; to turn over to his/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 the Treasurer.

Section 5. No Board members shall receive any compensation for their services.

## **ARTICLE VI – COMMITTEES**

Section 1. Advisory Committees. The Board may establish advisory committees as standing or ad hoc committees as it deems necessary and desirable. Members of the Association are eligible to serve on these committees. Upon establishment of any committee, the Board appoints the committee members, identifies the scope of the committee's authority, and duties. Advisory committees are not required to comply with open meeting, notice, quorum, or public records requirements. Advisory committees may make recommendations to the Board, but cannot implement recommendations or projects without Board approval.

Section 2. Design Review Committee. A Design Review Committee, hereinafter referred to as DRC, shall be established. The DRC shall consist of at least three members and no more than five members. The DRC shall be responsible for the review and approval of projects that include, but are not limited to, construction, design, additions and aesthetic standards to new and existing residential buildings in the Association. It shall be the responsibility of a specified member of the DRC to keep appropriate records of all plans submitted and to notify the appropriate parties and the City of Prairie Village regarding said project(s). The DRC may make recommendations to the Board, but cannot implement recommendations or projects without Board approval.

## **ARTICLE VII – ASSOCIATION MEETINGS**

Section 1. The regular annual meeting of the members of this Association, hereinafter called the “Annual Association Meeting”, shall be held in the month of September of each year, and at such place as may be fixed by the Board and set out in the notice of the meeting, provided however, that the Board shall have the right to fix any other time, either before or after the month of September of each year by appropriate order entered on the minutes of the meeting of the Board of such time and place of meeting as fixed.

Special meetings of the members of the Association, hereinafter called “Special Association Meeting”, may be held at any time on call of the Secretary, the President or by a majority vote of the Board. .

Section 2. The members of the Association shall be notified by the Secretary or the President by written notice sent to the last known address of the members at least ten (10) days before the date of the Annual Association Meeting, stating the time and place of the meeting. Special Association 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 transmittal 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 Annual or Special Association Meeting, ten members shall constitute a quorum for the transaction of business. A majority vote of those present shall be necessary to elect a Director or transact any other business.

If the meeting is 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.

## **ARTICLE VIII - BOARD OF DIRECTORS’ MEETINGS**

Section 1. Regular meetings of the Board shall be held at such times and place as the Board may designate. Notice of the regular meeting of the Board shall be given to the Association at least five days prior to the Board meeting.

Section 2. Special meetings of the Board may be held at any time on call of the Secretary, or the President, by written notice to the last known address of the Directors at least

ten days before the date of the meeting, stating the time, place and purpose of the meeting. The transmittal of such notice shall be considered as the notice required to be given.

Section 3. A Director may participate in a meeting in person, via conference call, or video conferencing. The Director must be able to hear all of the discussions during the meeting.

## **ARTICLE IX – 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. Members present may vote by voice vote, show of hands, standing, or any other method for determining the votes of the Members, as designated by the person presiding at the meeting.

Section 2. No Director may vote by proxy at any Directors meeting. A Director may vote during a meeting in person, via conference call, or video conferencing provided the Director is able to hear all of the discussions during the meeting.

Section 3. In such instances when a vote is needed and a quorum of the Board cannot be assembled in a timely manner, it is permissible for the Board members to vote on an issue via email. A quorum of the Board members is required for an email vote.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be altered, amended, added to or repealed at any Annual or Special Association meeting by a two-thirds vote of those present.

## **HISTORY**

The original by-laws were adopted at the meeting of the Board of Directors on May 11, 1954.

*At the annual meeting of the Indian Fields Homes Association on April 28, 1976 the membership unanimously approved the following amendments to its by-Laws:*

### **Article II – Board of Directors**

Section 1. The corporate powers of this Association shall be vested in a Board of SEVEN Directors called the Board of Directors.

Section 4. TWO Directors shall be elected annually by the members of the Association at an Association meeting to serve for a period of three years from the regular Association meeting when the election occurs or should have occurred, and until a successor shall be duly elected and qualified. One Director shall be elected annually for a period of one year from the regular Association meeting when the election occurs or should have occurred and until a successor shall be duly elected and qualified.

*At the annual meeting of the Indian Fields Homes Association on July 25, 2001 the membership unanimously approved the following amendments to its By-Laws:*

## **Article II – Board of Directors**

### **Section 1 and Section 4 deleted**

New Section 1. The corporate powers of this Association shall be vested in a Board of NINE Directors called the Board of Directors. A Director shall be elected for a term of three years. The Board shall use its best efforts to stagger terms of service for Directors.

Article II, Section 2 shall be amended to require a quorum of five directors for a meeting.

*At the annual meeting of the Indian Fields Homes Association on September 17, 2017 the membership unanimously approved the following amendments to its Bylaws:*

*NOTE: Certain amendments to the Bylaws were made to comply with the Kansas Uniform Common Interest Owners Bill of Rights Act effective January 1, 2011.*

Added: Preamble; Article I (Purposes); and, II (Boundaries); subsequent Article numbers will change due to the addition of Articles I and II.

Previous Article I – Membership changed to Article III - Membership

Section 1. Changed the word “district” to “Association”; referred to “Declaration” as “(hereinafter referred to as Agreement)”; corrected Book number from “B” to “51”; corrected date from Oct 12, 1951 to Oct 3, 1951; deleted Misc; reworded verbiage for conciseness.

Section 2 deleted

Changed Sections 3-9 to 2-8 due to deletion of Section 2; deleted “subject to the approval of the Board of Directors”; new Section 7 deleted reference to Declaration filing as referred to in Section I.

Previous Article II – Board of Directors changed to Article IV – Board of Directors

Section 1. Changed number of Directors from NINE to “with a minimum of five members and a maximum of eleven members”.

Section 2. Changed from Five Directors constituting a quorum to “A majority of the number of”

Section 4. Changed “Two” to “Open Directors’ positions”.

Section 6. Paragraph 1. Deleted “Property”

Section 6. Paragraph 2. Deleted “servants and employees”; added “contractor”; deleted “fix their compensation, fix the compensation, if any, of officers; added “determine cost of services based on bids”; deleted “They shall vote on all applications for membership, as hereinbefore provided”.

Previous Article III – Officers and Their Duties changed to Article V – Officers and Duties

Deleted reference to Vice President and Executive Secretary throughout Article

Section 1. (b). Deleted “It is not required that the Secretary, Treasurer or Executive Secretary shall be a Director of a member of the Association”.

Section 3. Deleted and added to Section 4.

Section 5. Added “to compile and submit an annual budget to the Board for approval;”

Section 6. Changed to read “No Board members shall receive any compensation for their services.”

Article VI – Committees: Added entire section.

Previous Article IV – Association Meetings changed to Article VII – Association Meetings

Section 1. Changed the Association Meeting from “on the first Tuesday in April” to “in the month of September.

Section 1. Second paragraph. Added “Special” in front of Association Meeting; added “or by a majority vote of the Board”; deleted reference to Vice President.

Changed Board of Directors’ Meetings to Article VIII – Board of Directors’ Meetings

Made Board of Directors’ Meetings its own Article and changed Section numbers accordingly.

Section 1. Added “to the Association at least five days prior to the Board meeting” regarding notice of regular meetings.

Section 2. Changed “two” to “ten” referring to notification of Special Meetings. Deleted reference to written notice being served personally upon the Directors at least 1 day before such meeting.

Section 3. Added to permit a Director to participate in a meeting in person, via conference call, or video conferencing. The Director must be able to hear all of the discussions during the meeting.

Previous Article V – Voting changed to Article IX - Voting

Section 1. Changed verbiage from “All votes shall be by ballot unless waived by unanimous consent” to “Members present may vote by voice vote, show of hands, standing, or any other method for determining the votes of the Members, as designated by the person presiding at the meeting”.

Section 2. Deleted reference to a Director not being able to vote unless present at a meeting to permitting a Director to participate in a meeting in person, via conference call, or video conferencing. The Director must be able to hear all of the discussions during the meeting.



Section 3. (New Section). Added “In such instances when a vote is needed and a quorum of the Board cannot be assembled in a timely manner, it is permissible for the Board members to vote on an issue via email. A quorum of the Board members is required for an email vote.

Previous Article VI – Amendments changed to Article X – Amendments

Added “Annual or Special”; deleted “if there is a quorum, or at any Directors, meeting by a three-fourths vote of those present, if there be a quorum.”

Throughout Bylaws changed the following: he to s/he and him to him/her; Board of Directors to Board; Association Meeting to Annual Association Meeting; changed “special meetings of the members of the Association” to “Special Association Meetings”: wherever verbiage called the Board “they” changed to “the Board”; changed “Corporation” to “Association”; changed “District” to “Association”; corrected misspellings where appropriate, made grammatical and capitalization changes where appropriate; references to mail/mailling changed to “transmitted” or “transmittal”; changed verbiage where appropriate to be more concise without changing intent