

BY-LAWS OF THE INDIAN HILLS
HOMES ASSOCIATION

ARTICLE I
OFFICES

Section 1. Name. The name of the corporation is Indian Hills Homes Association. 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 (as defined below).

Section 2. Location. The principal office of the corporation shall be located in Kansas, but meetings of members and directors may be held at such other places in Johnson County, Kansas as may be designated by the Board of Directors from time to time.

ARTICLE II
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 the term "district" is defined in the INDIAN HILLS HOMES ASSOCIATION Declaration, shall be eligible to membership in this Association.

Section 2. In case legal title to any lot or tract of land in the District is held by a married person, he or she may, if they prefer, designate in writing their spouse as member in his/her stead, and he/she shall thereupon become eligible to 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 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 or them as member in their stead.

Section 4. In case the legal title to any lot or tract of land in the District 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, that shall jointly have the right to cast only one vote for any candidate at any election or on any question, or each 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 eligible to membership.

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 to 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 membership of any lot or tract of land in the District by the member or person or party whom he 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 December 1, 1926 and is recorded in Book 15 at Page 382 of Miscellaneous 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 changes of address.

ARTICLE III BOARD OF DIRECTORS

Section 1. The corporate powers of this Association shall be vested in a Board of no fewer than four and no more than seven Directors called the BOARD OF DIRECTORS.

Section 2. If the Board consists of four or five Directors, then three shall constitute a quorum for the transaction of business at any meeting. If the Board consists of six or seven Directors, then four 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 three years from the regular Association meeting when the election occurs or should have occurred, and until their successors are duly elected and qualified. If no annual Association meeting occurs, then the Board shall elect the Directors for that term. No Director shall serve more than three terms. The terms of Directors shall be staggered so that the terms of two or three Directors will expire each year. Directors shall divide into groups for the purpose of initiating a staggered election of the Board of Directors.

Section 5. The Board may include one and no more than one current member of the City of Mission Hills Park Board. The purpose of the role is to serve as a liaison between the Indian Hills Homes Association Board and the Mission Hills Park Board.

Section 6. 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 until a successor shall be duly elected and qualified at the next annual meeting for the remainder of the unexpired terms.

Section 7. 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 of their acts and proceedings, and of the proceedings of the members. At each annual meeting of the members, 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 any 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 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 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 IV OFFICERS AND 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) The President and the Vice President shall at all times be directors. It is not required that either the Secretary or Treasurer shall be a director or a member of the Association. 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 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 and/or Assistant 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 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 receive and deposit in such bank or banks 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. The President and the Vice President shall not receive any compensation for their services.

Section 7. Any officer may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board through 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.

ARTICLE V ASSOCIATION MEETINGS

Section 1. The regular Annual meeting of the members of the Association herein called the "Association Meeting" shall be held in the first 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 by appropriate order entered on the minutes of the meeting of the Board of Directors of such time and place of meeting as fixed.

If the Board deems it unsafe to conduct an Association Meeting, due to health, safety, environmental or other factors, then the Board shall have the authority to cancel an Association Meeting for a given year. In no circumstances shall there be two or more consecutive cancellations.

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 or Assistant Secretary, the President or the Vice President by a printed or written notice mailed to the last known address or 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. Any notice to Members given by the Association under any provisions of these Bylaws 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 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.

Section 4. 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.

Section 5. At the annual meeting, Directors shall be elected, reports of the affairs of the Association shall be considered, and any other business within the powers of the membership may be transacted.

- (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 the Kansas law provides differently.

Section 6. 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 7. 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, by mailing a copy of such notice, postage prepaid, not less than ten days no 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. Such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon so addressed to the member.

Any notice to Members given by the Association under any provisions of these Bylaws 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 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 VI BOARD OF DIRECTORS' MEETINGS

Section 1. Regular meetings of the Board of Directors shall be held at such times and place as the Board of Directors may designate. Notice of the regular meetings of the Board of Directors shall be given as required by state law.

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 to the last known address of the Directors at least five days before the date of the meeting, stating the time, place and purpose of the meeting. Hand-delivery or 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 2. 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.

ARTICLE VII 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 Director may vote by proxy at any Directors' meeting. No Director shall be permitted to vote at any Directors' meetings unless he is present at such meeting.

ARTICLE VIII
INDEMNIFICATION

Section 1. 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.

Section 2. 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.

Section 3. 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.

ARTICLE IX
AMENDMENTS

These by-laws may be altered, amended, added to or repealed at any Association meeting by a majority vote of at least ten members present, if there be a quorum.

ARTICLE X
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.

The above by-laws were adopted at the meeting of the members on December 17, 2020.

Russell Weltner, President

Erika Dickey, Secretary

Russell J. Wetner, President
Printed Name: Russell J. Wetner

Erika Dickey, Secretary
Printed Name: Erika Dickey