

RESTATED AND AMENDED BYLAWS OF  
NOTTINGHAM BY THE GREEN  
HOMES ASSOCIATION, INC.

The Bylaws of the Nottingham by the Green Area Homes Association, Inc., having been enacted by the unanimous action of the Association's first Board of Directors, in or about July, 1993, by a "Statement of Unanimous Consent to Action Taken in lieu of the First Meeting of the Board of Directors of Nottingham by the Green Homes Association, Inc., are hereby amended and restated in their entirety by an at least three-fourths vote of the Board of Directors of Nottingham by the Green Homes Association, Inc., at their regularly scheduled meeting held on Wednesday, October 4, 2000.

ARTICLE I

OFFICES

1.1 Name. The name of the corporation is Nottingham By The Green Area Homes Association, Inc. It is incorporated under the laws of the State of Kansas as a not-for-profit corporation. This corporation is the homes association referenced in the Declaration (as defined below).

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

ARTICLE II

DEFINITIONS

2.1 Association shall mean the Nottingham By The Green Area Homes Association, Inc., its successors and assigns.

2.2 District shall mean all of the property which is now or hereafter within the jurisdiction of the Association as provided in the Declaration.

2.3 Common Areas shall have the meaning set forth in the Declaration.

2.4 Lot shall have the meaning set forth in the Declaration.

2.5 Owner shall have the meaning set forth in the Declaration.

2.6 Developer shall mean Hanover Development Company II, a Kansas general partnership, and its successors and assigns.

2.7 Declaration shall mean, collectively, (i) the Nottingham By The Green Area Homes Association Declaration recorded as instrument number 2160462 in Book 3694 at Page 258 in the Office of the Register of Deeds of Johnson County, Kansas, as such may be amended and supplemented from time to time, and (ii) any such additional declarations recorded with the Office of the Register of Deeds of Johnson County, Kansas which relate to the subdivision commonly known as "Nottingham By The Green" or any other subdivision under the jurisdiction or coverage of the Association from time to time.

2.8 Architectural Committee shall have the meaning set forth in the Declaration

### 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 who hold an interest merely as security for the performance of an obligation shall not be 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 in default 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 and the right to use any recreational facilities in or available to the District shall be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended by the Board of Directors, after notice and hearing, for a period not to exceed 90 days, for violation of any of the rules and regulations established by the Board of Directors governing the use of the Common Areas in or available to the District.

## ARTICLE IV

### VOTING RIGHTS

The Association shall have one class of members, which shall consist of all persons and entities who are members as provided in Article III. Each member shall be entitled to one vote for each Lot for which he or she is the Owner and upon which he or she shall not be delinquent in the payment of any assessment; provided, however, when more than one person is an Owner of any Lot, all such persons shall be members with one total vote for such Lot, which one vote shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to such Lot. 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.

## ARTICLE V

### USE OF COMMON AREAS

5.1 Undedicated Common Areas. The Owners of Lots within the District shall have the non-exclusive right to the use of all Common Areas to the extent not located on any Lot.

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

## ARTICLE VI

### BOARD OF DIRECTORS

6.1 Number. The affairs of the Association shall be managed by a Board of Directors composed of ten (10) directors. Each director named in the Articles of Incorporation shall hold office until the first annual election of directors or until his or her earlier resignation or removal. In the election held in November 1999 for the year 2000, ten individuals will be elected. The five individuals who receive the highest number of votes shall serve a two-year term; the remaining five shall serve a one-year term. Subsequent annual elections shall elect five directors each of whom shall serve two-year terms and until his or her

successor is duly elected and has commenced his or her term of office or until his or her earlier resignation or removal. The affairs of the Association shall be managed by a Board of Directors composed of ten (10) directors. Each director named in the Articles of Incorporation shall hold office until the first annual election of directors or until his or her earlier resignation or removal. Each individual elected as a director shall serve for a term of one year and until his or her successor is duly elected and has commenced his or her term of office or until his or her earlier resignation or removal.

6.2 Qualification. All directors, other than the initial directors named in the Articles of Incorporation, shall be and remain members in good standing of the Association.

6.3 Removal. 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.

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.

6.5 Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, unless it is otherwise provided in the Articles of Incorporation or these Bylaws, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

## ARTICLE VII

### MEETING OF DIRECTORS

7.1 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.

7.2 Regular Meetings. Regular meetings of the Board of Directors may be held without notice and shall be held at such place and time as may be fixed from time to time by the Board.

7.3 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 two or more directors.

7.4 Notice of Special Meetings. Written or printed notice stating the place, day and hour of a special meeting and the purpose or purposes for which the meeting is called, shall be delivered to each director not less than five (5) days before the date of the special meeting, either personally or by mail, by or at the direction of the person(s) calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Association, with postage thereon prepaid. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all directors shall be present.

7.5 Quorum. Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law or as provided in Article XVI hereof, 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.

7.6 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.

7.7 Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, 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.

7.8 Action Taken Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, 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.

## ARTICLE VIII

### NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board of Directors may be made in writing 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 written ballot. At any such election the members 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. In the event of a tie, the current board of directors will cast the deciding tie-breaking vote. In the event a current board member is involved in the tie, that board member shall automatically abstain.

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 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 other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

9.2 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 Owner to use and enjoy any street for ingress and egress.

9.3 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.

9.4 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.

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

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

9.7 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.

9.8 Insurance. Procure and maintain public liability insurance, fire and extended coverage hazard insurance and other insurance on property owned by the Association and maintain officers' and directors' liability insurance, all in such sums as may be deemed appropriate.

9.9 Bonding. Cause officers or employees having fiscal responsibility to be bonded, as it may deem appropriate.

9.10 Maintenance. Cause the Common Areas to be maintained.

9.11 Committees. Appoint one or more committee. 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 ( $\frac{1}{2}$ ) 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. Notwithstanding the foregoing, the Architectural Committee shall be selected and governed as provided in the Declaration.

9.12 Architectural Committee. Appoint an Architectural Committee and hear appeals of its decisions, as provided in the Declaration.

9.13 Indebtedness of Association. Unless otherwise prohibited by the Declaration, borrow money and incur indebtedness for purposes of the Association and cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor; provided, however, that the repayment of any such



indebtedness shall not be or become the personal obligation of any Owner.

9.14 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 X

### MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meeting of the members of the Association shall be held on the second Wednesday of November of each year, at such place and time as may be fixed by the Board of Directors. If the day for the annual meeting of members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered, assessment levels shall be established 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 (1/10th) of the votes of the members.

10.3 Place and Notice of Meetings. All meetings of the members shall be held in Overland Park, Kansas, or, alternatively a location no more than three miles ("as the crow flies") from the main entrance to the Subdivision at 127<sup>th</sup> Street and Oakmont, 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 (10) days nor more than forty (40) 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.

10.4 Quorum. The presence at a meeting, in person or by proxy, of members entitled to cast at least 10% of the total votes of the membership shall constitute a quorum for any action. 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 present at a meeting at which a quorum is present shall be necessary to transact any business entitled to be transacted by the members.

10.5 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the start of the meeting. Every proxy shall be revocable and shall automatically cease to be effective, if not sooner terminated by its terms or revoked, upon the expiration of eleven (11) months from the date of its issuance or upon conveyance by the member of his or her Lot, whichever event shall occur first. ARTICLE XI

#### OFFICERS AND THEIR DUTIES

11.1 Enumeration of Offices. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board of Directors may from time to time elect.

11.2 Election of Officers. Initially, the officers shall be elected by the Board of Directors named in the Articles of Incorporation at the first meeting of that body, to serve at the pleasure of the Board until the first annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

At the first and each subsequent annual meeting of the Board of Directors, the newly elected Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also

require of such person his or her written acceptance and promise faithfully to discharge the duties of such office.

11.3 Special Appointments. The Board of Directors may appoint such other officers 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 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.

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. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

New 11.7 Approval of Bills Incurred or to be Incurred by the Association. 1. Bills under Five Hundred Dollars shall be approved by at least one officer or director. 2. Bills between Five Hundred and Five Thousand Dollars shall be approved by three officers or directors. 3. Bills over Five Thousand Dollars shall be approved by officers or directors, which shall constitute a quorum of the Board. In the case of a bill under Five Hundred Dollars, if the officer wishing to approve it has been directly involved in the incurring of the bill, he or she must be joined in approval by at least one other officer or director not so involved.

New 11.8 Paying of Checks or other Instruments. 1. Checks or other instruments for under Five Hundred Dollars may be signed by one officer, provided only that such officer is authorized to sign such check or other instrument on the books and records of the financial institution on which the check or other instrument is drawn. 2. Checks or other instruments for Five Hundred Dollars or more must be signed by two officers, both of whom must be authorized signatories on the account on which the check or

other instrument is drawn. 3. If the Treasurer, or any person acting in the Treasurer's stead, draws any check or other instrument for Five Hundred Dollars or more, his or her signature will not be permitted on the check or other item, and two other officers, duly authorized to be signatories on such check or other item, must sign the check or other item.

11.9 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 ex officio a member of all standing committees 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.

Vice President. The vice president shall act in the place and 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 serve notice of meetings of the board and of the members, 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.

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. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

11.10 Compensation. Officers of the Association shall not receive any compensation or salary for their services, but may be

reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the duties of their offices.

## ARTICLE XII

### ASSESSMENTS

12.1 Purpose. The assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers, 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 all matters concerning assessments shall be governed by the provisions of the Declaration.

## ARTICLE XIII

### BOOKS AND RECORDS

The books and records of the Association shall, at all times during reasonable hours and upon reasonable notice, be subject to inspection by any member for proper purposes. The Declaration, Articles of Incorporation and Bylaws of the Association shall also be available during reasonable hours for inspection by any member.

## 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. The Association shall indemnify and advance expenses to each person who is or was an officer or director of the Association or a member of a committee to the full extent permitted by the laws of the State of Kansas from time to time.

## ARTICLE XVI

### AMENDMENT

These Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted in any of the following ways: (i) by a two-thirds (2/3) vote of the members of the Association present at a meeting at which a quorum is present, or (ii) by a three-fourths (3/4) vote of the entire Board of Directors, and any change so made by the members may thereafter be further changed by three-fourths (3/4) vote of the entire Board of Directors; provided, however, that the power of the Board of Directors to alter, amend, or repeal Bylaws, or to adopt new Bylaws, may be denied as to any Bylaws or portion thereof by the members if at the time of enactment the members shall so expressly provide.

## ARTICLE XVII

### 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 XVIII

FISCAL YEAR

The Board of Directors shall have power to fix and from time to time change the fiscal year of the Association. In the absence of action by the Board of Directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XIX

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 objecting, 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.

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The undersigned secretary of Nottingham By The Green Area Homes Association, Inc., a Kansas not-for-profit corporation, hereby certifies that the foregoing are the restated and amended bylaws of said corporation adopted by the Board of Directors at the regular monthly meeting of October, 2000, held on October 4, 2000.

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Donna M. Lowe, Secretary