

**BYLAWS  
OF  
RIVER RIDGE FARMS HOMES ASSOCIATION**

**ARTICLE I**

**OFFICES**

- 1.1 Name The name of the association is River Ridge Farms Homes Association. It is incorporated under the laws of the State of Kansas as a not-for-profit corporation.
- 1.2 Location The principal mailing address for the Association shall be 4200 Somerset Drive, Suite 216, Prairie Village, Kansas 66208, but meetings of members and directors may be held at such other places as designated by the Board of Directors or Officers.

**ARTICLE II**

**DEFINITIONS**

- 2.1 Association shall mean the River Ridge Farms Homes Association, 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 Declarations.
- 2.3 Street shall mean the roads and rights of way therefore as shown on the Plats of River Ridge Farms, subject to easements for utilities and held by the Developer or the Association for the use of the member and lot owner, their families and guests, and of public officials acting in such capacity.
- 2.4 Lot shall mean and refer to any separate owned tract shown by the survey of the properties but excepting the Common Properties.
- 2.5 Owner shall mean the record owner in fee simple of any Lot in the District, including developer.
- 2.6 Developer shall mean and refer to WRS Inc., and its successors and assigns.
- 2.7 Declaration shall mean the River Ridge Farms Homes Association Declarations for each phase recorded in the Office of the Register of Deeds, Johnson County, Kansas, as such Declaration may be amended from time to time.

**ARTICLE III**

**MEMBERSHIP**

- 3.1 Membership Except as otherwise provided in the Declaration, membership in the Association shall be limited to any person or entity who is the Owner of the fee interest or of an undivided portion 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. Tenants may vote

with a written proxy from the Owner of a Lot signed and dated by the lot owner(s), as provided in Article 10.5.

- 3.1.1 Membership for Guardians of Minors In case the legal title to a Lot in the District is held by one or more minors, their natural or legal guardian or guardians shall be eligible for 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 designate in writing one of them as a member in their stead and such person shall thereupon become eligible for membership, subject to the approval of the Board of Directors.
- 3.1.2 Membership for Representatives of Corporations In case the legal title to a Lot in the District is held by a corporation, partnership, or other entity, the Owner may designate, by filing a written instrument with the Association, any person as its member representative.

#### ARTICLE IV

##### BOARD OF DIRECTORS

- 4.1 Number The business and affairs of the Association shall be managed by a Board of Directors, composed of five (5) directors, 3 voting and 2 non-voting. Each individual elected as a voting director shall serve for a term of two (2) years 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. Terms shall be staggered so two directors will be elected in odd numbered years. One director will be elected in even numbered years. The 2 non-voting members are appointed by the majority of the voting board.
- 4.2 Qualification All directors shall be members in good standing of the Association.
- 4.3 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 successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.
- 4.4 Compensation No director shall receive compensation for the service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

#### ARTICLE V

##### VOTING RIGHTS

- 5.1 The Association shall have only one class of members, which shall consist of all of the persons and entities who are members as provided in Article III. Members shall be entitled to one vote for the Lot in which they hold the interest required for membership provided said member(s) is(are) in good standing and is(are) current in his/her/their Association dues. Delinquent member(s) shall not be entitled to vote on financial matters.

When more than one person holds such interest in any Lot, all such persons shall be members and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast by members with respect to any Lot. The vote for any lot may be designated by written proxy signed and dated by the lot owner(s), as provided in Article 10.5.

## ARTICLE VI

### MEETINGS OF DIRECTORS

- 6.1 Annual Meetings of the Board The annual meetings of the Board of Directors shall be held following the annual meetings of the members at such place as may be fixed by the Board.
- 6.2 Regular Meetings of the Board 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.
- 6.3 Waiver of Notice of the Board Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 6.4 Quorum of the Board The presence of two voting directors shall constitute a quorum for the transaction of business.
- 6.5 Adjournment of the Board If a quorum shall not be present at any such meeting, the board of 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.
- 6.6 Meetings by Conference Telephone or Similar Communications Equipment of the Board Unless otherwise restricted by Kansas law or these Bylaws, members of the Board of Directors of the Association, 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 by means of which 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.
- 6.7 Action Taken Without a Meeting of the Board The board of directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE VII

### NOMINATION AND ELECTION OF DIRECTORS

- 7.1 Nomination Nomination for election to the Board of Directors shall be made prior to the election and announced in the notice of the meeting and/or from the floor at the annual meeting of the members.

- 7.2 Election Election to the Board of Directors shall be by a 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.
- 7.3 Commencement of Term of Office A director shall be deemed elected at the time of his election, but he shall not be deemed to have commenced his 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 or otherwise.

## ARTICLE VIII

### POWERS OF THE BOARD OF DIRECTORS

- 8.1 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.
- 8.2 Enforcement of Restrictions Enforce in the name of the Association any and all building, use, or other restrictions, obligations, agreements, or reservations which have been or hereafter may be imposed upon any of the lots.
- 8.3 Records Cause to be kept a complete record of all acts and of the corporate affairs of the Association.
- 8.4 Insurance Procure and maintain public liability insurance, fire, 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.

## ARTICLE IX

### COMMITTEES

- 9.1 Committees The committees of the Association shall consist of such committees or sub-committees as may be formed by the Board of Directors or Association members. Members of any committee shall be appointed by the President and subject to the approval of the Board of Directors.

## ARTICLE X

### MEETINGS OF MEMBERS

- 10.1 Annual Meetings The annual meetings of the members of the Association shall be held at such date and place 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.

- (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.

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 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 secretary or persons authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten days before a regular meeting and at least five days before a special meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

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 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.

- 10.4 Quorum The presence at a meeting, in person or by proxy, of members entitled to cast at least one-fourth (1/4th) 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 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.
- 10.5 Proxies At all meetings of members, each member may vote in person or by proxy. Proxies can either be a general proxy which gives the appointed person the right to vote on all matters in the members place or a specific proxy which gives the appointed person the right to vote a specific way on a specific matter. All proxies shall be in writing and filed with the secretary of the Association before 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 one (1) year from the date of its issuance or upon conveyance by the member of his Lot, whichever event shall occur sooner.

## 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, a treasurer, recreational officer, beautification officer, social officer, and welcoming officer.
- 11.2 Election of Officers Initially, the officers shall be elected by the Board of Directors named in the Articles of Incorporation of 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 enters upon the duties of the office to which he has been elected or appointed, but the Board may also require of such person his 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 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, with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or 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 replaces.

11.6 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 business and officers of the Association. He shall preside at all meetings of the membership and at all meetings of the Board of Directors. He shall be ex officio, a member of all standing committees, including the executive committee, if any, 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 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 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. The secretary shall keep names and addresses of members confidential as the property of the Association. Such information shall not be made known to anyone except for purposes of carrying on the business of the Association.

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 treasurer shall keep appropriate current records showing the members of the Association, together with their addresses. The books of account and accounting records shall at all reasonable times be open to inspection by any director. The treasurer shall keep names and addresses of members confidential as the property of the Association. Such information shall not be made known to anyone except for purposes of carrying on the business of the Association.

Recreational Officer The recreation officer shall have responsibility for managing the swimming pool and tennis courts. The recreational officer has such other powers as may be prescribed by the Board of Directors.

Beautification Officer The beautification officer shall have responsibility for managing the upkeep of the common property. The beautification officer has such other powers as may be prescribed by the Board of Directors.

Social Officer The social officer shall have responsibility for managing social events that the association authorizes. The social officer has such other powers as may be prescribed by the Board of Directors.

Welcoming Officer The welcoming officer shall have responsibility for managing the neighborhood directory and welcoming new residents to the neighborhood and supply them with all the neighborhood information. The welcoming officer has such other powers as may be prescribed by the Board of Directors.

## ARTICLE XII

### BOOKS AND RECORDS

- 12.1 The books and records of the Association shall be subject to inspection by any member as required by Kansas law. The Declaration, Articles of Incorporation, and Bylaws of the Association shall also be available at reasonable times and hours for inspection by any member.

## ARTICLE XIII

### GENERAL PROVISIONS

- 13.1 Depositories and Checks The monies of the Association shall be deposited in such manner as the directors shall direct in such banks or financial institutions as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.
- 13.2 Certain Loans Prohibited The Association shall not make any loan to any officer or director of the Association.
- 13.3 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.
- 13.4 Indemnification and Liability of Directors, Officers and Volunteers Each person who is or was a director, officer, or volunteer of the Association, is or was serving at the request of the Association through a director, officer, or volunteer (including the heirs, executors, administrators and estate of such person) shall be indemnified by the Association as of right to the full extent permitted or authorized, by the laws of the State of Kansas, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a director or officer of the Association or, if serving at the request of the Association, as a director or officer of another corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation under any other bylaw or under any agreement, vote of members or disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

## ARTICLE XIV

### AMENDMENT

- 14.1 These Bylaws may be altered, amended, or repealed by a two thirds (2/3) vote of the members of the Association present at a meeting at which a quorum is present.

**ARTICLE XV**

**CONFLICT**

15.1 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. All prior Bylaws are rescinded and replaced by these Bylaws.

**ARTICLE XVI**

**FISCAL YEAR**

16.1 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 XVII**


**CERTIFICATE**

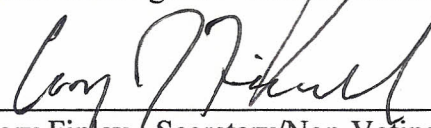
17.1 The undersigned Board of Directors of River Ridge Farms Homes Association, a Kansas not-for-profit corporation hereby certifies that the foregoing Bylaws are the revised Bylaws of said Association adopted by the Members on February \_\_, 2020.

  
\_\_\_\_\_  
Mike Lane - Board Member/Vice President

  
\_\_\_\_\_  
John Flannery - Board Member/Treasurer

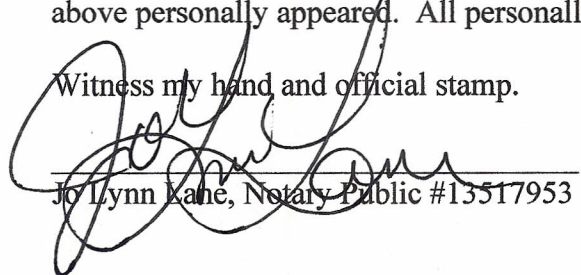
  
\_\_\_\_\_  
Brian Cunningham - Board Member

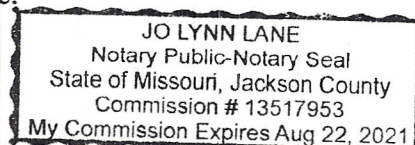
  
\_\_\_\_\_  
Jason Bartsch - President/Non-Voting

  
\_\_\_\_\_  
Cory Finley - Secretary/Non-Voting

On the 24<sup>th</sup> day of February 2020, before me Jo Lynn Lane, the undersigned Notary Public The above personally appeared. All personally known to me.

Witness my hand and official stamp.

  
\_\_\_\_\_  
Jo Lynn Lane, Notary Public #13517953



My Commission expires: August 22, 2021