

**BYLAWS**  
**OF**  
**THE WILDERNESS HOMES ASSOCIATION, INC.**

**I. NAME AND LOCATION**

The name of the Corporation is The Wilderness Homes Association, Inc. (the "Association"). The principal office of the Association shall be located at 16012 Metcalf, Stilwell, Johnson County, Kansas, with meetings of members and directors to be held at places within the State of Kansas as may be designated by the Board of Directors. The principal office of the Association may be relocated to such place as the Board of Directors shall from time to time designate.

**II. PURPOSE**

These Bylaws, in conjunction with the Declaration of Restrictions to The Wilderness Subdivision (the "Restrictions"), the "Declaration" (as hereinafter defined) and the Association's Articles of Incorporation, provide for the governance of the Association.

These Bylaws may be supplemented, from time to time, by such Rules and Regulations (as hereinafter defined) as may be prescribed by the Board (as hereinafter defined) in the exercise of the Association's rights and discharge of its obligations.

**III. DEFINITIONS**

A. "Owner" shall mean the record owner, whether one or more persons or entities, having a fee simple title to any Lot (as hereinafter defined) which is a part of the Property (as hereinafter defined) but excluding any person or entity having such interest merely as security for the performance of an obligation.

B. "Property" shall mean all of that real property described in the Declaration and which is incorporated herein by reference.

C. "Common Areas" shall mean all of those parts of the Property which are not Lots.

D. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Property with the exception of the Common Areas.

E. "Member" shall mean any "Owner" as defined in the Articles of Incorporation.

F. "Declaration" shall mean and refer to the Wilderness Homes Association Declaration to be filed in the office of the Register of Deeds, Johnson County, Kansas.

G. "Assessment" shall mean those charges and assessments defined in Section 5 of the Declaration.

#### IV. MEETINGS OF MEMBERS

A. Annual Meetings. The organizational meeting or first annual meeting of the Members shall be held within one year from the date of incorporation of the Association and each subsequent annual meeting of the Members shall be held on the same date each year thereafter. If the date of the annual meeting of the Members is a legal holiday, the meeting will be held on the first subsequent day which is not a legal holiday.

B. Special Meetings. Special meetings of the Members may be called at any time by the President (as hereinafter defined) or by the Board or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A Membership as defined in the Articles of Incorporation.

C. Notice of Meetings. Written notice of each meeting of the Members shall be given by or at the direction of the Secretary (as hereinafter defined) or person authorized to call the meeting by mailing a copy of the notice of meeting, postage prepaid, at least fifteen (15) days before the meeting to each Member entitled to vote at the meeting at the Member's address last appearing in the books of the Association or supplied by such Member to the Association for purpose of receiving such notice. Each Member, respectively, shall be responsible for providing such address(es) to the Association. Each notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

D. Quorum. The presence at the meeting of Members entitled to cast, or proxies held to cast, one-fifth (1/5) of the votes of each Class of Membership shall constitute a quorum for any acts except as otherwise provided in the Articles of Incorporation, the Declaration or by these Bylaws. If, however, such quorum shall not be present to represent the Members 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 an announcement at the meeting until a quorum as aforesaid shall be present or be represented.

E. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and must be filed with the Secretary of the Association prior to the first meeting at which the proxy is to be effective. Every proxy shall be revocable and shall automatically cease upon conveyance by a Member of such Member's Lot.

## V. BOARD OF DIRECTORS. SELECTION AND TERM OF OFFICE

A. Number. The affairs of the Association shall be managed by a Board of one (1) director (the "Board") who shall be a Member of the Association.

B. Term of Office. The Board shall be elected for a term of one (1) year or until its successors are elected and qualified.

C. Removal. Any director may be removed from the Board with or without cause by a majority vote of the Members of the Association. 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 and shall serve the unexpired term of the predecessor.

D. Compensation. No director shall receive compensation for any service which may be rendered to the Association as a director. However, any director may be reimbursed for actual expenses incurred in the performance of the duties of office.

## VI. NOMINATION AND ELECTION OF DIRECTORS

A. Nomination. Nomination for election to the Board may be made by a nominating committee if the Board appoints such a committee. Nominations may also be made from the floor at the annual meeting. The nominating committee may consist of a chairman, who shall be a member of the Board and two (2) or more Members of the Association. The nominating committee may be appointed by the Board prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting. The nominating committee may make as many nominations for election to the Board as it shall in its discretion determine but not less than the number of vacancies which then are to be filled. Any such nomination may be made from among the Members.

B. Election. Election to the Board shall be by secret written ballot. At such election the Members and their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## VII. MEETING OF DIRECTORS

A. Annual Meetings. Annual meetings of the Board shall be held following the annual meeting of the members at such time as may be fixed by the Board.

B. Regular Meetings. Regular meetings of the Board may be held quarterly without notice at such place and hour as may be fixed from time-to-time by resolution of the Board.

C. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association or by a director after not less than three (3) days' notice.

D. Quorum. The majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by majority of the directors present at a duly held meeting in which a quorum is present shall be regarded as an act of the Board.

E. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of the meeting which they could take at a meeting by obtaining the written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## VIII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

A. Powers. The Board shall have power to:

1. Adopt and publish rules and regulations governing the use of the Common Areas and facilities and the personal conduct of the Members and their guests thereon and to establish penalties for infraction thereof (the "Rules and Regulations");

2. Suspend the voting rights and the rights to use the Common Areas of any Member for a period in which the Member shall be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice of a hearing for a period not to exceed sixty (60) days for the infraction of any published Rule or Regulation;

3. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by any other provision of these Bylaws, the Articles of Incorporation, the Declaration or Restrictions;

4. Declare a vacancy on the Board; and

5. Employ a manager, an independent contractor or other such employees as the Board deems necessary to perform its duties.

B. Duties. The Board shall have the duty to:

1. Cause to be kept a complete record of all of its acts and corporate affairs and present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members entitled to vote;

2. Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
3. As more fully provided in the Declaration to:
  - (a) Fix the amount of Assessments against each lot at least thirty (30) days in advance of any Assessments;
  - (b) Send written notice of each Assessment to every owner subject thereto at least thirty (30) days in advance of any Assessment;
  - (c) If determined to be appropriate or necessary by the Board, foreclose the lien against the property for which any Assessment is not paid within thirty (30) days after the date on which it is due or to bring an action at law against the owner personally obligated to pay the same.
4. Prepare and adopt an annual budget for the Association;
5. Issue or cause an appropriate officer to issue upon demand any personal certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of such certificate. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of payment;
6. Procure and maintain adequate liability and hazard insurance on the Common Areas;
7. Cause all officers and employees handling fiscal responsibilities to be bonded as it may deem appropriate;
8. Provide for the care, maintenance and upkeep of the Common Areas and the Property insofar as the Board may deem necessary to fulfill the purposes of these Bylaws, the Declaration, the Restrictions, and the Association's Articles of Incorporation.
9. Make and amend the Rules and Regulations.
10. Enforce these Bylaws, the Declaration, the Restrictions, the Articles of Incorporation, the Rules and Regulations and such other statutes and ordinances as are applicable.
11. Do such other things and acts not inconsistent with these Bylaws, the Declaration, the Restrictions, the Association's Articles of Incorporation and the Rules and Regulations.

C. Execution of Documents. All agreements, contracts, deeds, leases, checks and other instruments of the Association for expenditures or obligations in excess of Five Hundred (\$500), and all checks drawn upon reserve accounts, shall be executed by any two (2) persons designated by the Board. All such instruments for expenditures or obligations of Five Hundred (\$500) or less, except from reserve accounts, may be executed by any one (1) person designated by the Board.

D. Board of Directors as Attorney-in-Fact. The Board is hereby irrevocably appointed as agent and attorney-in-fact for all of the Owners of all of the Lots and for each of them, to manage, control and deal with the interests of such Owners in the Common Areas to permit the Board to fulfill all of its powers, rights, functions and duties. The Board is hereby irrevocably appointed as agent and attorney-in-fact for each Owner, each mortgagee, other named insureds and their beneficiaries and any other holder of a lien or other interest in the Association or the Property to adjust and settle all claims arising under insurance policies purchased by the Board and to execute and deliver releases upon the payment of claims. The Board may also grant and accept easements and licenses.

## IX. OFFICERS AND THEIR DUTIES

A. Enumeration of Offices. The officers of this Association shall be a President, a Secretary and a Treasurer, and the Board may appoint one or more Vice-Presidents, a Member-at-Large, and such other officers as the Board may from time to time elect.

B. Election of Officers. Initially, the officers shall be elected by the Board 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, 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.

C. Term. The officers of the Association shall be elected annually and shall hold office for one (1) year unless he or she shall sooner resign or be removed or otherwise be disqualified from serving.

D. Special Appointments. The Board may elect such other officers as the affairs of the Association may require and each of whom shall hold office for such period, have such authority and perform its duties as the Board may, from time to time, determine.

E. Resignation and Removal. Any officer elected by the Board may be removed from office with or without cause by majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and unless otherwise specified therein acceptance of such resignation shall not be necessary to make it effective.

F. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to this vacancy shall serve for the remainder of the term of the officer he replaces.

G. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any other offices except in the cases of special offices created pursuant to Section D of this article.

H. Duties. The duties of the officers are as follows:

President

The President shall preside at all meetings of the Board and shall see that orders and resolutions of the Board are carried out and shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks, promissory notes or other instruments on behalf of the Association.

Vice-President

The Vice-President, if any, 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 all other duties that may be required of him by the Board.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association, if any, and affix it on all papers requiring said seal; serve notice of the meetings of the Board and the Members; keep current records showing the Members of the Association together with their addresses, and perform such other duties as required by the Board.

Treasurer

The Treasurer shall receive and deposit in the appropriate bank accounts all monies due the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books to be made by public accountant at the completion of the fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be represented to the Membership at its annual regular meeting; and to deliver a copy of each to the Members.

Member-at-Large

The Member-at-Large, if any, shall be assigned duties and responsibilities as prescribed by the President as mandated by specific circumstances or events.

## X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Indemnification and Advancement of Expenses. The directors and officers of this Corporation shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of this Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation 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 Corporation 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 bylaw, agreement, vote of stockholders or of disinterested directors or otherwise.

B. Continuation of Rights. All rights of indemnification and advancement of expenses under Article VI of these Bylaws and under the Kansas General Corporation Code shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such a director or officer.

C. Indemnification Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

D. Determination of Rights. Unless ordered by a court, the Corporation may not make the indemnifications under this Article V or the Kansas General Corporation Code until its stockholders, its Board of Directors, by a majority vote of a quorum of disinterested directors, or written opinion of independent counsel, if a quorum of disinterested directors is not available or such a quorum directs, determine(s) that the person to be indemnified acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation.

## XI. BOOKS AND RECORDS

The books and records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member of the Association. The Declaration, the Restrictions, the Articles of Incorporation and these Bylaws shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at a reasonable cost.



## XII. ASSESSMENT

As more fully provided in the Declaration, each Member is obligated to pay the Association's Assessments which are secured by a continuing lien upon the property against which the Assessment is made. Any Assessments which are not paid when due shall be delinquent. If any Assessment is not paid within thirty (30) days after the due date, the Assessment shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum, and the Association may bring an action at law or equity against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, cost and reasonable attorney's fees for any such action shall be added to the amount of such Assessment. No one may waive or otherwise escape liability for the Assessments provided for herein by nonuse of the Common Area or by abeyance or abandonment of any claim to or interest in a Lot.

## XIII. CORPORATE SEAL

The Association may have a seal in circular form with the circumference of the words The Wilderness Homes Association, Inc.

## XIV. AMENDMENTS

A. General. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy. The Board shall also have the power to make, alter, amend, or repeal the Bylaws of the Association by the unanimous vote of the entire Board.

B. Order of Precedence. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration or the Restrictions and these Bylaws, the Declaration or the Restrictions shall control, as appropriate.

## XV. MISCELLANEOUS

A. Fiscal Year. The fiscal year of the Association shall begin the first day of January and end on the 31st day of December of every year except that the first fiscal year shall begin on the date of incorporation.

B. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these Bylaws or the intent of any provision thereof.

C. Gender. The use of the masculine gender in these Bylaws shall be deemed to include the feminine and neuter genders and the singular shall be deemed to include the plural, and vice versa, whenever the context so requires.

D. Construction. These Bylaws are intended to comply with all of the applicable provisions of Kansas Law and shall be so interpreted and applied.

E. CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of The Wilderness Homes Association, Inc., a Kansas not for profit corporation; and
- (2) That the foregoing Bylaws constitute the original Bylaws of said corporation, as duly adopted at the first meeting of the Board of Directors thereof duly held on the \_\_\_\_\_ day of \_\_\_\_\_, 1998.

In TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

  
Secretary

(SEAL)

**STATEMENT OF UNANIMOUS CONSENT  
TO ACTION TAKEN IN LIEU OF A  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF THE WILDERNESS HOMES ASSOCIATION, INC.**

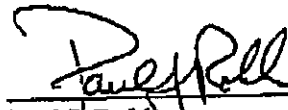
In lieu of a special meeting of the Board of Directors of The Wilderness Homes Association, Inc., a Kansas non-profit corporation (the "Association"), the undersigned, being the sole director of the Association, does hereby consent to the adoption of, and does hereby adopt, the following resolution:

RESOLVED, that Section V.A. and B. of the Bylaws of the Association be, and they hereby are, amended to read as follows:

A. Number. The business and affairs of the Association shall be managed by a Board of Directors composed of seven directors.

B. Term of Office. Directors elected or appointed to office shall, by means decided upon by the directors, divide into two groups of three and four for the purpose of initiating a staggered election of the Board of Directors. Each member of the group of three so chosen by the Board of Directors shall hold office for the initial term of one year or until his or her earlier resignation or removal. Each member of the group of four shall hold office for the initial term of two years or until his or her earlier resignation or removal. Thereafter, at the annual meeting to elect directors for the positions with terms expiring in that year, each individual elected as a director shall serve for a term of two years.

Dated: June 30, 2003.

  
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Paul J. Robben