

VILLAGE AT DEERCREEK HOMEOWNERS ASSOCIATION

BYLAWS

CONTENTS

ARTICLE I OFFICES 1

1.1 Name 1

1.2 Location 1

1.3 Purposes 1

ARTICLE II DEFINITIONS 1

2.1 Association 1

2.2 Subdivision 1

2.3 Common Areas 1

2.4 Unit 1

2.5 Unit owner 2

2.6 Developer 2

2.7 Declaration 2

ARTICLE III MEMBERSHIP 2

3.1 Membership Generally 2

3.2 Transfer of Membership 2

3.2 Suspension of Membership 2

3.4 Communication Among Members 2

ARTICLE IV VOTING RIGHTS 3

4.1 Voting 3

4.2 Representatives 3

4.3 Split Votes Not Allowed 3

ARTICLE V USE OF COMMON AREAS 3

5.1 Common Areas 3

5.2 Rules and Regulations 3

ARTICLE VI BOARD OF DIRECTORS 3

6.1 Number 3

6.2 Qualification 3

6.3 Removal 3

6.4 Compensation 4

ARTICLE VII MEETING OF DIRECTORS 4

7.1 Annual Meetings 4

7.2 Regular Meetings 4

7.3 Special Meetings 4

7.4 Notice of Special Meetings 4

7.5 Quorum 4

7.6 Adjournment 4

7.7 Meetings by Conference Telephone or Similar Communications Equipment 5

7.8	Action Taken Without a Meeting	5
7.9	Discretion of Board.....	6
7.10	Adoption	6
7.11	Minutes of Meetings	6
ARTICLE VIII NOMINATION AND ELECTION OF DIRECTORS		7
8.1	Nomination	7
8.2	Election	7
8.3	Commencement of Term of Office.....	7
ARTICLE IX POWERS OF THE BOARD OF DIRECTORS		7
9.1	Scope.....	7
9.2	Rules and Regulations.....	7
9.3	Employment	7
9.4	Records and Reports	7
9.5	Supervision	7
9.6	Assessments	8
9.7	Certificates	8
9.8	Insurance	8
9.9	Bonding.....	8
9.10	Maintenance	8
9.11	Committees	8
9.12	Indebtedness of Association	8
9.13	Performance	8
9.14	General Authority	8
9.15	Duties	9
ARTICLE X MEETINGS OF MEMBERS		10
10.1	Annual Meetings.....	10
10.2	Special Meetings.....	11
10.3	Notice of Certain Agenda Items	12
10.4	Adjourned Meetings and otices Thereof.....	12
10.5	Action Without Meeting by Written Ballot	13
10.6	Record Date	13
10.7	Place and Notice of Meetings	13
10.8	Quorum	14
10.9	Proxies.....	14
10.10	Roster	14
10.11	Notices	14
10.12	Inspectors of Election	14
10.13	Voting - Processes.....	15
ARTICLE XI OFFICERS AND THEIR DUTIES		15
11.1	Enumeration of Offices.....	15
11.2	Election of Officers.....	15
11.3	Special Appointments	16
11.4	Resignation and Removal	16

11.5	Vacancies	16
11.6	Multiple Offices	16
11.7	Duties	16
	President.....	16
	Vice President	16
	Secretary	16
	Treasurer	17
11.8	Compensation	17
ARTICLE XII	ASSESSMENTS	17
12.1	Purpose.....	17
12.2	Provisions Governing Assessments	17
12.3	Collection of Assessments and Fees	17
ARTICLE XIII	BOOKS AND RECORDS	17
13.1	Books and Records	17
13.2	Accounting and Financial Matters	19
13.3	Reports	19
13.4	Borrowing	20
ARTICLE XIV	CORPORATE SEAL	21
ARTICLE XV	GENERAL PROVISIONS	21
14.1	Depositories and Checks	21
14.2	Certain Loans Prohibited	21
14.3	Absence of Personal Liability	21
14.4	Indemnification	21
ARTICLE XVI	AMENDMENT	22
ARTICLE XVII	CONFLICT	22
ARTICLE XVIII	FISCAL YEAR	22
ARTICLE XIX	NOTICES AND WAIVER OF NOTICE	22

VILLAGE AT DEER CREEK HOMEOWNERS ASSOCIATION, INC.

ARTICLE I OFFICES

1.1 Name. The name of the corporation is Village at Deer Creek Homeowners Association, Inc. 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).

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 in Johnson County, Kansas as may be designated by the Board of Directors from time to time.

1.3 Purposes. The Association has the following purposes and objectives;

 (a) To hold, manage, regulate and maintain certain portions of the Property for the benefit of the owners of the Units in accordance with applicable law, the Declaration and these Bylaws;

 (b) To set and collect Annual Assessments, special Assessments and certain use fees and other fees and charges as may be determined from time to time by the Executive Board;

 (c) To provide that Members with voting rights concerning the administration of the Association affairs;

 (d) To represent the interests of the Members as the Executive Board determined to be necessary before all federal, State or local agencies, boards and commissions involved with environmental, land use and other matters; and

 (e) Any purpose which may be necessary to further the interest of the Association.

ARTICLE II DEFINITIONS

2.1 Association shall mean Village at Deer Creek Homeowners Association, Inc, its successors and assigns.

2.2 Subdivision 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 Unit shall have the meaning set forth in the Declaration.

2.5 Unit owner shall have the meaning set forth in the Declaration.

2.6 Developer shall mean the "Declarant" (or its assignee) under the Declaration.

2.7 Declaration shall mean, collectively, (i) Declaration of Covenants, Restrictions, Assessments and Easements of Village at Deer Creek Homeowners Association, Inc. recorded in Book 6380 at Page 861 in the Office of the Register of Deeds of Johnson County, Kansas (the Register's Office), as such may be amended and supplemented from time to time; and (ii) any additional declarations as may be recorded from time to time with the Register's Office which relate to the subdivision commonly known as "Village at Deer Creek Homeowners Association, Inc."

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 Unit which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) 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 Unit.

3.2 Transfer of Membership. The Association membership of each Owner shall be appurtenant to the Unit giving rise to such membership, and shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon the transfer of title to the Unit and then only to the transferee of title to that Unit. Any attempt to make a prohibited transfer shall be void. Any transfer of title to Unit shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. The interest of an Owner in the assets of the Association cannot be assigned, hypothecated or transferred in any manner except as appurtenant to the Unit.

3.3 Suspension of Membership. During any period in which a member shall be delinquent 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 Common Areas in or available to the Subdivision (other than streets) 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 Subdivision.

3.4 Communication Among Members. The Board shall establish a reasonable method for Members to communicate among themselves and with the Board on matters concerning the Association.

ARTICLE IV VOTING RIGHTS

4.1 Voting. Each member shall have one vote for each Unit in which he or she holds the interest required for membership; provided, however, when more than one person holds such interest or interests in any Unit, all such persons shall be members, and one vote for such Unit shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to any such Unit.

4.2 Representatives. Where a Unit is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Unit and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

4.3 Split Votes Not Allowed. The vote for each Unit may be cast only as a whole, and split votes shall not be allowed. If the Owner of Record casts a vote representing a Unit, it will be conclusively presumed for all purposes that he or she were acting with the authority and consent of all other Owners of that Unit. The Association shall only be required to accept the vote cast by the Owner of Record.

ARTICLE V USE OF COMMON AREAS

5.1 Common Areas. The Unit owners within the Subdivision shall have the non-exclusive right to the use of all Common Areas to the extent not located on any Unit.

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 five to seven directors. The terms of Directors shall be staggered. Directors shall divide into groups for the purpose of initiating a staggered election of the Board of Directors. 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 three years.

6.2 Qualification. Each director must be and remain a member or spouse of a member of the Association in good standing in order to be elected and remain as a director.

6.3 Removal and Vacancies. 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.

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 shall be held at such place and time as may be fixed from time to time by the Board. Unless the meeting is either an emergency or in a schedule previously given to owners, written notice of the place, day and hour of meetings shall be given to all owners as required by Kansas law (five days notice for regular meeting; ten days notice for budget approval meetings).

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 director.

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 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. 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. 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.

(a) The Board may hold executive sessions in a regular or special meeting from which others are excluded by affirmative vote of two-thirds of the members of the Board present at a meeting. A motion to go into executive session shall indicate the nature of the business of the executive session, and no other matter shall be considered in the executive session. No formal or binding action may be taken in executive session. An executive session may be held only to:

- (i) consult with the Association's lawyers concerning legal matters;
- (ii) discuss existing or potential litigation or mediation, arbitration or administrative proceedings;
- (iii) discuss labor or personnel matters;
- (iv) discuss contracts, leases and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage; or
- (v) prevent public knowledge of the matter to be discussed if the Executive Board determines that public knowledge would violate the privacy of any person.

(b) Each meeting of the Board (except executive sessions) shall be open to Members in good standing, but Members may not participate unless permission is requested by a Director and approved by the Board. The President may limit the number of individuals who are allowed to speak and set a limit on the amount of time and frequency an individual may speak. A portion of time before, after or during the meeting shall be allocated to public comments from owners.

7.9 Discretion of Board. The Board may determine whether to take enforcement action by exercising the Association's powers to impose sanctions or commence an action for a violation of the Declaration, these Bylaws and Rules, including whether to compromise any claim for unpaid Assessments or other claims made by or against it. The Board shall not have a duty to take enforcement action if it determines that, under the facts and circumstances presented,

- (a) the Association's legal position does not justify taking any or further enforcement action;
- (b) the covenant, restriction or Rule being enforced is, or is likely to be, construed as inconsistent with law;
- (c) although a violation may exist or may have occurred, it is not so material as to be objectionable to a reasonable person or to justify expending the Association's resources; or
- (d) it is not in the Association's best interest to pursue an enforcement action.

The Board's decision not to pursue enforcement under one set of circumstances shall not prevent the Board from taking enforcement under set of circumstances, but the Board shall not be arbitrary or capricious in taking enforcement action.

7.10 Adoption, Amendment or Repeal of Rules. Every Rule adopted by the Board shall be reasonable. Prior to adopting, amending or repealing any Rule, the Board shall give to all Owners notice of:

- (a) its intention to adopt, amend or repeal a Rule and provide the extent of the Rule or proposed change; and
- (b) the date on which the Board will act on the proposed Rule or amendment after considering comments from Owners.

Following adoption, amendment or repeal of a Rule, the Association shall give notice to the Owners and provide a copy of any new or revised Rule.

7.11 Minutes of Meetings. A copy of the written minutes of any meeting of the Board shall be made available at the office of the Association to all Members within 60 days after the adjournment of such meeting. Upon written request by a Member to the Board requesting a copy of the written minutes and specifying the date of the meeting, the minutes of such meeting shall be mailed to the requesting Member on or after the day the written minutes are available at the Association's office. A copy of the written minutes of any meeting of the Board shall be made available at the office of the Association to all Members within 60 days after the adjournment of such meeting. Upon written request by a Member to the Board requesting a copy of the written minutes and specifying the date of the meeting, the minutes of such meeting shall be mailed to the

requesting Member on or after the day the written minutes are available at the Association's office.

ARTICLE VIII NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board of Directors maybe made in writing by any member 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 entitled to vote 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.

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 Unit 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 assessments against each Unit and 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 or controlled by the Association and maintain officer's and director's liability insurance, all with such coverage and in such sums as may be deemed appropriate by the Board of Directors.

9.9 Bonding. Cause property managers, officers or employees having fiscal responsibility to be bonded, as the Board of Directors may deem appropriate.

9.10 Maintenance. Cause the Common Areas and other areas to be maintained as provided in the Declaration.

9.11 Committees. Any such committee shall be composed of at least one 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 not consist of less than one-half of the total number of members appointed to such committee. The Board may designate one or more individuals as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee

9.12 Indebtedness of Association. Unless otherwise prohibited by the Declaration the Association may 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 Unit owner or any director.

9.13 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.

9.14 General Authority. The Board shall be responsible for conducting the affairs of the Association and shall be authorized to exercise all rights and powers of the Association and to do all acts and things on behalf of the Association except those as to which the Governing Documents or Kansas law specifically require to be done or approved by the Voting Members or the

membership generally. The Board shall have all powers necessary for the administration of the Association's affairs.

9.15 Duties. Duties of the Board shall include, without limitation:

- (i) preparing and adopting, in accordance with the Declaration an annual budget establishing each Owner's share of the Common Expenses and any Service Area Expenses;
- (ii) levying and collecting such assessments from the Owners;
- (iii) providing for the operation, care, upkeep, and maintenance of the Area of Common Responsibility consistent with the Community-Wide Standard;
- (iv) designating, hiring, and dismissing personnel necessary to carry out the Association's rights and responsibilities and where appropriate, providing for compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- (v) depositing all funds received on behalf of the Association in a bank depository which it shall approve, and using such funds to operate the Association; provided, any reserve funds may be deposited, in the Board's best judgment, in depositories other than banks;
- (vi) making and amending use restrictions and rules in accordance with the Declaration;
- (vii) opening bank accounts on behalf of the Association and designating the signatories required;
- (viii) making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area in accordance with the Declaration and these By-Laws;
- (ix) enforcing by legal means the provisions of the Governing Documents and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association; provided, the Association's obligation in this regard shall be conditioned in the provided in the Declaration;
- (x) obtaining and carrying property and liability insurance and fidelity bonds as provided in the Declaration, paying the cost thereof, and filing and

adjusting claims, as appropriate;

- (xi) paying the cost of all services rendered to the Association;
- (xii) keeping books with detailed accounts of the Association's receipts and expenditures;
- (xiii) making available to any prospective purchaser of a Unit, any Owner, and the holders, insurers, and guarantors of any Mortgage on any Unit, current copies of the Governing Documents and all other books, records, and financial statements of the Association as provided in these Bylaws.
- (xiv) permitting utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties;
- (xv) indemnifying a director, officer or committee member, or former director, officer or committee member of the Association to the extent such indemnity is required by Kansas law, the Articles of Incorporation or the Declaration; and
- (xvi) assisting in the resolution of disputes between owners and others without litigation.

(d) Board Standards. The actions of the Board in conducting the Association's business affairs shall be evaluated and governed under the business judgment rule. The business judgment rule protects a director from personal liability so long as the party claiming liability does not prove that the director failed to: (i) serve in a manner the director believes to be in the best interests of the Association and the Members; (ii) serve in good faith; or (iii) act with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE X MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meeting of the members of the Association shall be held during the fourth quarter of each year, at such place and time as may be fixed by the Board of Directors. 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.

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.

Except in special cases where other express provision is made by statute, these Bylaws of the Declaration, notice of such special meetings shall be given in the same manner as for annual meetings and may be given by any person or persons entitled to call such meeting. Notices of any special meetings shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted, and no other business may be transacted at the special meeting.

If a special meeting is called by Members, the request shall be submitted by those Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by facsimile transmission (with confirmation of receipt) to the President, any Vice-President or the Secretary of the Association. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, stating a meeting will be held and the date for such meeting, which date shall be not less than 30 nor more than 60 days following the receipt of the request. If the notice is not given within 30 days after receipt of the request, the Persons requesting the meeting may give the notice.

10.3 Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the following proposal(s):

- (a) Removing a Director without cause;
- (b) Filling vacancies on the Executive Board by the Members;
- (c) Electing to dissolve the Association;
- (d) Approving a contract or transaction in which a Director has a material financial interest; and
- (e) Any matter or matters that shall be approved by the Members under the Kansas law or the Association's governing documents.

10.4 Adjourned Meetings and Notices Thereof. Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the affirmative vote of the Members representing Voting Interests equal to a majority of the Voting Interests of the Members of the Association represented at such meeting in person or by proxy, but in the absence of a quorum, no other business may be transacted at any such meeting unless these Bylaws or the Declaration otherwise provides.

When any membership meeting, either annual or special, is adjourned, notice of the reconvening of the adjourned meeting shall not be required as long as the new date, time and place is announced at the meeting so adjourned. If, however, the original meeting is adjourned to a date

more than 70 days after the date of adjournment, the Board shall fix a new date for determining the right to notice and/or the right to vote at the adjourned meeting. Subject to the foregoing, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting, other than by an announcement at the meeting at which such adjournment is taken.

Except where a greater number is required by Kansas law, the Unit Owners with more than 50 percent of the votes of members voting in person or by proxy at one time at a duly convened meeting at which a quorum is present ("majority of the Unit Owners") is required to adopt decisions at any meeting of the Association.

10.5 Action Without Meeting by Written Ballot. Any action, which under the provisions of Kansas law may be taken at a meeting of the Members, may be taken without a meeting and without prior notice if a written ballot is distributed to every Member entitled to vote that provides an opportunity to specify approval or disapproval of each order of business proposed to be acted upon by the Association and a reasonable amount of time for the Member to return the ballot to the Association.

10.6 Record Date. The Board may fix a date in the future as a record date for the determination of the Members entitled to notice of and to vote at any meeting of Members. The record date so fixed shall not be more than 35 nor less than 10 days prior to a meeting. When a record date is so fixed, only Members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any transfer of a Unit after the record date.

If no record date is fixed in accordance with the provisions of the preceding paragraph, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of Members shall be the business day immediately preceding the day on which notice is given or, if notice is waived, the business day immediately preceding the day on which the meeting is held. The record date for determining those Members entitled to vote by ballot on action without a meeting, when no prior action by the Executive Board has been taken, shall be the day on which the first written consent regarding the matter is received from a Member. When prior action of the Executive Board has been taken, it shall be the day on which the Executive Board adopts the resolution relating to that action. For purposes of this Section, a person holding membership as of the close of the business on the record date shall be deemed the Member of record.

10.7 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 person(s) duly calling the meeting, by mailing a copy of such notice, postage prepaid, not less than ten days nor 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.

10.8 Quorum. The presence at a meeting, in person or by proxy, of members entitled to cast at least 20 percent of the total votes of the membership on the specific actions 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 there 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.

10.9 Proxies. At all meetings of members, each member may vote in person, by absentee ballot 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 11 months from the date of its issuance or upon conveyance by the member of his or her Unit whichever event shall occur first.

10.10 Roster. Prior to each annual meeting, a Roster shall be prepared. The Roster must be made available for inspection at the Association's principal office by Members or their agents for the purpose of communication with other Members concerning the meeting. The list shall be provided to each Member prior to the annual meeting and shall be available for the Member or the Member's agent to inspect at any time during the meeting or during any adjournment. Each Member who inspects the Roster shall not make any use of the Roster to solicit money or property or for any commercial purpose) or to distribute the names on the Roster to any person who is not an Owner or for any purpose unrelated to any Owner's interest as an Owner and Member. Any member who uses the Roster in a manner prohibited under this Section shall, in addition, to all other rights, powers and remedies available to the Association under the governing Documents, indemnify and defend the Association and the Executive Board against and hold the Association and the Executive Board harmless from any and all claims arising from or related to such Member's use of the Roster.

10.11. Notices. Written notice delivered as part of a newsletter, magazine, email broadcast, or other publication regularly sent to the Members is sufficient for the purposes of this Section.

10.12 Inspectors of Election .

(a) In advance of any meeting of Members, the Executive Board may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any Member or Member's proxy shall make such appointment at the meeting. The number of inspectors shall be either one or appointed at a meeting

on the request of one or more Members or proxies, the majority of Members represented in person or by proxy shall determine whether one or three inspectors to be appointed.

(b) The duties of such inspectors shall include: determining the number of memberships outstanding and the voting power of each; determining the membership represented at the meeting; determining the existence of a quorum; determining the authenticity, validity and effect or proxies; receiving votes, ballots or consents; hearing and determining challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result and doing such acts as may be proper to conduct the election or vote with fairness to all Members. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

10.13 Voting - Processes.

(a) Action may be taken by the Members by vote at a meeting, by written ballot or by electronic ballot.

(b) Action by vote at a meeting shall be evidenced by voice, show of hand or other manifestation of intent as designated by the presiding officer.

(c) If the Association delivers a written ballot to every Member entitled to vote on a matter which sets forth the proposed action and provides an opportunity to vote for or against the action, then action on that matter shall be determined by the written ballots, so long as the number of votes cast by ballot exceeds the quorum requirement and the requirements generally for approval of actions. The requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, so long as the electronic transmission is submitted with information from which it can be determined that the electronic transmission was authorized by the Member.

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. The president and vice president shall be elected from among the members of the Board of Directors. The Association may have such other officers as the Board of Directors may from time to time elect.

11.2 Election of Officers. After each 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 and agents 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 or more offices may be held by the same person.

11.7 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 a non-voting ex officio member of all standing committees (and may also be a voting member of any such committee, in the capacity of an official appointee, as the case may be) 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 of Directors or usually vested in the office of secretary.

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 or usually vested in the office of treasurer. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

11.8 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.

Prior to the next fiscal year, the Board shall propose and adopt an annual budget. Before adoption of the budget the Board shall call owners at least ten (10) days in advance. Copies of the proposed budget shall be available to members who request it. Members shall be given reasonable opportunity to comment on the proposed budget before the Board takes action.

The Board may propose a special assessment but must follow the same procedure as above.

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declaration.

12.3 Collection of Assessments and Fees. The Board may, from time to time, establish late charges and the rate(s) of interest within legal limits to be charged on Assessments, fees and other charges which remain unpaid more than 30 days after the date when due and may charge the cost of collecting such delinquent amounts, including reasonable attorney's fees.

ARTICLE XIII BOOKS AND RECORDS

13.1 Books and Records.

- (a) The Association shall maintain and retain the following:
 - (i) detailed records of receipts and expenditures affecting the operation and administration of the Association and other appropriate accounting records;

- (ii) minutes of all meetings of the Members and the Board (other than executive sessions) and a record of all actions taken by the Members or the Board without a meeting;
- (iii) a current Roster of Owners in alphabetical order;
- (iv) the Association's original or restated organizational documents and all amendments thereto;
- (v) the current Rules;
- (vi) all financial statements and tax returns of the Association for the past three years;
- (vii) a list of names and addresses of current members of the Board and officers;
- (viii) the Association's most recent annual report to the Secretary of States;
- (ix) Financial and other records sufficiently detailed to enable the Association to comply with Kansas law.
- (x) copies of current contracts to which the Association is a party;
- (xi) records of Board actions to approve or deny any requests for design or architectural approval from Owners; and
- (xii) ballots, proxies and other records related to voting by Members for one year after the election, action or vote to which they relate.

Each shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

(b) Inspection by Members. Upon not less than five days' notice, all records retained by the Association shall be made available for inspection and copying by a Member of the Association or by this or her duly appointed representative, during reasonable business hours or at a mutually convenient time at the office of the Association or mutually convenient location and for a purpose reasonably related to his or her interest as a Member.

Information provided pursuant to this Section shall not be used for commercial purposes.

(c) Records That May Be Withheld. Records retained by the Association may be withheld from inspection and copying to the extent they concern:

- (i) personnel, salary and medical records relating to specific individuals;
- (ii) contracts, leases and other commercial transactions to purchase goods or services, currently being negotiated;
- (iii) existing or potential litigation, or mediation, arbitration or administrative proceedings;
- (iv) existing or potential matters involving, federal, State or local administrative proceedings;
- (v) communications with the Association's lawyers which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine;
- (vi) information the disclosure of which would violate law;
- (vii) records of an executive session of the Board; and
- (viii) individual Unit files other than those of the requesting Owner.

(d) Fees for Copying. If the Member requests a copy of records, the Board shall charge for the reasonable cost of preparing the copies.

(e) No Duty to Compile. The Association shall have no duty to compile or synthesize information in its records for a Member.

(f) Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and a copy of relevant documents at the expense of the Director unless he or she is acting on behalf of the Association.

13.2 Accounting and Financial Matters.

a. Fiscal Year. The Association's fiscal year shall be the calendar year unless the Board fiscal year by resolution.

b. Accounting. The following accounting standards shall be followed unless the Board determines otherwise:

- (i) accrual accounting, as defined by generally accepted accounting principles, shall be employed;
- (ii) accounting and controls should conform to generally accepted accounting principles;
- (iii) cash accounts of the Association shall not be commingled with any other accounts;
- (iv) no remuneration shall be accepted by the managing agent from contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any thing of value received shall benefit the Association; and
- (v) any financial or other interest which the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board.

13.3. Reports.

- (a) Financial reports shall be prepared for the Association at least quarterly containing:
 - (i) an income statement reflecting all income and expense a period on an accrual basis;
 - (ii) a statement reflecting all cash receipts and disbursements for the preceding period;
 - (iii) a variance report reflecting the status of all accounts in "approved" budget format;
 - (iv) a balance sheet as of the last day of the preceding period, and
 - (v) a delinquency report listing all Owners who are delinquent in paying any assessments at the time of the report and describing the status of any action to collect such assessments which remain delinquent (any assessment or installment thereof shall be considered to be delinquent on the 15th day following the due date unless otherwise specified by Board resolution); and

(b) An annual report consisting of at least the following shall be made Members within 120 days after the close of the fiscal year: (i) a balance sheet; (ii) an operating (income) statement; and (iii) a statement of changes in financial position for the fiscal year. Such annual report shall be prepared on an audited, reviewed, or compiled basis, as the Board determines, by an independent public accountant.

13.4 Borrowing. The Association shall have the power to borrow money for any legal purpose; Board shall obtain Voting Member approval in the same manner provided in the Declaration for Special Assessments if the proposed borrowing is for the purpose of making discretionary capital improvements and the total amount of such borrowing, together with all other de the previous 12-month period, exceeds or would exceed 10% of the Association's expenses for that fiscal year.

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

14.1 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.

14.2 Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.

14.3 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.

14.4 Indemnification.

(a) Indemnification and Advancement of Expenses. 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.

(b) Continuation of Rights. 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.

(c) Indemnification Insurance. 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 XVI AMENDMENT

Pursuant to the Articles of Incorporation, these Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted by a two-thirds vote of the members of the Association entitled to vote who are present at a meeting at which a quorum is present.

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 NOTICES AND WAIVER OF NOTICE

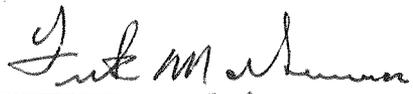
Any notice to members given by the Association under any provisions of these bylaws may be given by a form of electronic transmission (electronic mail or facsimile) consented to by the member to whom the notice is given. Any such consent shall be revocable by the member upon written notice to the Association. Any such consent shall be deemed revoked if: (1) the Association is unable to deliver by electronic transmission two (2) 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.

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.

* * *

The undersigned secretary of Village at Deer Creek Homeowners Association, Inc, a Kansas not-for-profit corporation, hereby certifies that the foregoing Bylaws are the original bylaws of said corporation adopted by two-thirds vote of Members of the Association entitled to vote who were present at a meeting on Nov 17, 2011, when a quorum was present.

Dated: Nov 17, 2011.



Lynn Chan, Secretary