

BY-LAWS OF
GLADACRES HOMES ASSOCIATION, INC.

EXHIBIT "A"

ARTICLE I
NAME AND LOCATION

The name of the corporation is GLADACRES HOMES ASSOCIATION, INC., hereafter referred to as the "Association". The principal office shall be located within the confines of the development of Gladacres Meadows, Gladacres, Gladacres South Plat #1, and/or Gladacres South Plat #2. Meetings of members and directors may be held at such places within or without the State of Kansas, County of Johnson, as may be designated by the Board of Directors. But further, the Board may designate as attorney or other appropriate individual residing within the State of Kansas as "resident agent".

ARTICLE II
DEFINITIONS

"Association" shall mean and refer to GLADACRES HOMES ASSOCIATION, INC., its successors and assigns, a not-for-profit, Kansas corporation formed pursuant to the provisions of the Declaration.

"Declaration" shall mean and refer to the Homes Association Declaration together with all restrictions, easements, covenants, conditions and community contracts contained in the deed restrictions, applicable to Gladacres Meadows, Gladacres, Gladacres South Plat #1 and/or Gladacres South Plat #2, the plat of which is recorded in the Office of the Register of Deeds of Johnson County, Kansas.

"Improved Projects" shall mean a tract on which a residence has been erected or is in the process of erection or on which any other building not in violation of the restrictions then of record thereon is erected or is in the process of erection thereon. Any such tract may consist of one or more lots or parts thereof. Any other land in the District shall be deemed vacant or unimproved.

"Lot" shall mean and refer to any plat of land shown upon any recorded subdivision, survey or map of Gladacres Meadows, Gladacres, Gladacres South Plat #1, and/or Gladacres South Plat #2.

"Member" shall mean and refer to those persons entitled to membership, with dues in good standing, as provided herein.

"District" Shall mean the County of Johnson, State of Kansas.

"Owners" shall mean and refer to those persons or corporations who may from time to time own land within the District.

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"Public Places" shall mean all streets, and all similar places, the use of which is dedicated to or set aside for the use of all Owners within the District, or which may, with appropriate consent, be used by all Owners in the District.

"Gladacres" shall mean and refer to certain real property which has been filed and platted of record in the Office of the Register of Deeds in Olathe, Johnson County, Kansas, and commonly referred to as Gladacres, Gladacres Meadows, Gladacres South Plat #1, and Gladacres South Plat #2, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

"Quorum" A simple majority of Members, or proxies of Members, in good standing, present at the annual meeting or a special meeting.

ARTICLE III PROPERTY RIGHTS

Section 1. Owner's Easement of Enjoyment. Every owner shall have a right and easement of enjoyment in and to the Public Places, which shall be appurtenant to and shall pass within the title to every lot.

ARTICLE IV MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership and Voting Rights. See Article II, Section 1 and 2 of "Homes Association Declaration".

ARTICLE V MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held in the month of June, and each subsequent regular annual meeting of the Members shall be held in the same month each year thereafter, at the hour and date to be determined by the Board.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association, by the Board of Directors, or by written petition of more than ten percent of the Members of the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such 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 such notice. Such notice shall specify the place, day and hour of the meeting.

Section 4. Proxies. At all meetings of Members, each Member entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable.

Section 5. Assessments. In addition to such other resolutions coming before the Members at the annual meeting, the Members shall by motion duly made and seconded, adopt a resolution setting forth the amount of annual assessment against each Member for the fiscal year beginning on the January 1st next following the meeting. Voting on such resolutions shall be by Members, as provided for in the Declaration.

ARTICLE VI BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less three (3) or more than seven (7) Directors, who must be Members of the Association.

Section 2. Term of Office. At the annual meeting of the Members, they shall elect the Directors for terms of one year.

Section 3. Removal. Any director may be removed from the Board 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 remaining term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining 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.

ARTICLE VII ELECTION OF DIRECTORS

Section 1. Election. Any Member in good standing may Volunteer to fill a vacated spot on the Board of Directors at the annual meeting. A Member may volunteer in person

or by proxy. In the event that more than seven (7) members volunteer, a written ballot would be cast by each Member in attendance at the meeting.

ARTICLE VIII

Section 1. Powers. The Board of Directors shall have the power to:

- a. Adopt and publish rules and regulations governing the use of the Public Places, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof; and
- b. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration:
- c. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Members and to present such statement at any special meeting when such statement is requested in writing by one-fourth of the Members.
- b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- c. As more fully provided in the Declaration to:
 - (a) Send notice to the Members of the assessment due from such Member, as provided for in the Declaration.
 - (b) Attempt to collect all assessments together with interest thereon not paid within thirty days after the due date, including but not limited to, foreclose of the lien against the property for which assessments are not paid within thirty days after the due date, or the bringing of an action against the owner personally obligated to pay the same.
- d. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates, if a certificate shall be conclusive evidence of such payment.
- e. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLES IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The offices of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the

Board may from time to time, by resolution, create (who shall at all times be members of the Board of Directors).

Section 2. Election of Officers. The election of officers shall take place at the annual meeting of the board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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 at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than any one of the other offices except in the case of special offices created pursuant to Section 1 of this Article.

Section 7. Duties. The duties of the officers are as follows:

a. President: The President shall preside at all meetings of the Board of Directors and of the Members; shall see that orders and resolutions of the Board are carried out; shall sign all contracts, leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

b. Vice President: The Vice President shall act in the place and instead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

c. 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 and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

d. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the

Association; keep proper books of accounts; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at their regular annual meeting, and deliver a copy of each to the Members.

ARTICLE X COMMITTEES

The Board of Directors shall appoint a Nominating Committee as provided in these By-Laws and in addition, shall appoint such other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI MEETING OF DIRECTORS

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held at least semi-annually, or as deemed necessary, with at least three days notice, at a place and hour as may be fixed from time to time by the Board.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two directors after not less than three (3) days notice to each Director.

Section 3. Quorum. A simple majority of the number Directors shall constitute a quorum for the transaction of business. 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.

ARTICLE XII BOOKS AND RECORDS

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

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, in a manner consistent with the Articles of Incorporation, the Declaration, and the laws of the constitution of the State of Kansas,

by a 2/3 majority vote of the Members present or proxies of Members at a regular or special meeting.

Section 2. In the case of any conflict between these By- Laws, and the Articles of the Declaration, the Declaration shall govern.

ARTICLE XIV MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January, and end on the 31st of December every year.

IN WITNESS WHEREOF, GLADACRES HOMES ASSOCIATION INC., by authority of its board of directors, has caused this instrument to be executed by its president and board members.

GLADACRES HOME OWNERS ASSOCIATION, INC.

By: [Signature] 2/1/00
Gary Pickert, President Date

[Signature] 2/1/00
Ronna Mack, Secretary Date

[Signature] 2/1/00
Tom Meyer Date

[Signature] 2/1/00
Mike Collins Date

[Signature] 2/01/00
Paul Sundby Date

State of Kansas, County of Johnson

Be it remembered on this 1st day of Feb., 2000, before me, the undersigned, a Notary Public, in and for the county and state, came the above signed, who executed the foregoing By-laws of Gladacres Homes Association Inc., in writing, and duly acknowledged the execution of same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year last above written.

[Signature]
NOTARY PUBLIC

My appointment Expires: 1-13-2003

STATE OF KANSAS } ss
COUNTY OF JOHNSON }
FILED FOR RECORD

2000 FEB -3 P 2:33.6

SARA F. ULLMANN
REGISTER OF DEEDS

BARBARA C. CARTER
Notary Public - State of Kansas
My Appt. Expires 1-13-2003