

**BYLAWS OF THE
CASTLEGATE HOME OWNERS ASSOCIATION**

ARTICLE 1: NAME

1.1 Castlegate Home Owners Association is a non-profit corporation created under the laws of the State of Kansas and located at 715 N. Thornton St. Wichita, Kansas 67235. "Association" as used herein shall mean and refer to the Castlegate Home Owners Association.

ARTICLE 2: PURPOSE

2.1 The Board shall adopt bylaws consistent with the terms of the Declaration of Covenants, Conditions, Restrictions, Disclosures and Easements of Castlegate (CCR) and the Statutes of the State of Kansas (KS), as it deems advisable to serve as the procedures for the Board of Director's duties and management for the HOA and provides rules for any other necessary or appropriate matters pertaining to the effective governance and operations of the HOA. (CCR 2.02D)

2.2 In the event of any conflict between the terms of the Declaration and the bylaws, the terms of the Declaration shall control. (CCR 2.02D))

ARTICLE 3: MEMBERS

3.1 Membership shall be appurtenant to the ownership of any lot. (CCR 2.01)

3.2 A member in good standing shall be current in paying dues and fees and in compliance with the CCR's, Bylaws, and rules with no uncorrected violations. (CCR 2.02B)

ARTICLE 4: BOARD OF DIRECTORS

4.1 The Board of Directors shall exercise the powers, duties, and authorities delegated by the Declaration. (CCR 8.01). The board shall be composed of four (4) directors who shall be at all time members in good standing with the Association.

4.2 Not more than one (1) member per address may be elected and serve on the Board of Directors at the same time.

4.3 Nomination Procedures:

4.3.1 Nomination for election to the Board of Directors shall be through a Nominating Committee appointed by the Board of Directors and will be composed of two members of the association membership and at least one director not standing for re-election.

4.3.2 At least 30 days but not more than 45 days prior to the annual meeting, the nominating committee shall be responsible for sending notice to the membership stating the number of board vacancies and requesting volunteers to run for election.

4.3.3 The committee will ensure all candidates are in good standing with the Association. Not less than 14 days before the annual meeting, the nominating committee will present an approved slate with names, addresses, and short biographies to the membership.

4.4 Board of Directors Election:

4.4.1 Election to the Board of Directors shall be by written ballot at the annual meeting. The persons receiving the largest number of votes cast in person at the annual meeting by members in good standing with the Association shall be elected.

4.4.2 The chair will declare the candidates elected in order of their vote totals, starting with the candidate who received the largest number of votes and continuing until each position is filled. (RONR 46.33)

4.5 Tenure of Directors:

4.5.1 Director terms shall be two (2) years in duration and shall be limited to two (2) consecutive terms. If a new member is not available to serve, a serving director may be nominated for a third term. Directors who have served two consecutive terms and do not serve a third term as described above, may serve again as a new director following an absence of two years from the Board.

4.5.2 Two directors shall be designated for election at the annual meeting in a year ending in an odd number and the other two directors shall be designated for election at the annual meeting in a year ending in an even number.

4.5.3 Transition meetings between the old and new board members shall be held to ensure a smooth transfer of responsibilities and allow for transfer of knowledge, documents, financial information, records, vendor contracts, ongoing projects, and the arrangements for the transfer of signature authorities to ensure the new board can effectively manage the community. An initial transition meeting will be held within two (2) weeks of the election at such a time and place as shall be set by the directors and no further notice of these meetings shall be necessary.

4.5.4 New directors will assume full responsibilities on January 1 of the new year.

4.6 Removal from Office:

4.6.1 Any officer may be removed with cause from an office by a three-fourths (3/4) vote of the directors whenever, in the board's judgement, the best interest of the association will be served thereby.

4.6.2 Any director or officer may be removed from the board with cause. The subject must be listed in the notice of the meeting. The number of votes cast in person at such meeting in favor for removal must exceed the number of votes in opposition to removal. (KS 58-4619).

4.7 Any officer may resign at any time by giving written notice to the Board through the president or secretary.

4.8 Any director elected by the members who has three consecutive absences without cause from any meeting of the Board of Directors shall be deemed to have resigned.

4.9 Open Directorships: In the event of any vacancy, such directorship may be filled for the unexpired portion of the term by a majority vote of the directors at any time. The newly elected director shall serve for the remainder of the term of the director being replaced. (KS 4609C.4)

4.10 Compensation: No director or officers shall receive compensation for the service rendered to the Association as a director or officer. However, any director or officer may be reimbursed for reasonable and approved out-of-pocket expenses incurred in the performance of their duties.

ARTICLE 5: OFFICERS AND DUTIES

5.1 Officers: The officers shall be a President, Vice President, Secretary, and Treasurer all of who shall be at all times elected members of the Board of Directors. The elected directors shall decide at the first post-election meeting who among themselves will serve as president, vice president, secretary, or treasurer, and each shall hold such office at the will of the Board of Directors.

5.2 The Board of Directors may appoint other officers to assist with specific administrative and operational tasks. Appointed officers must at all-times be in good standing with the association, and each shall hold such office at the will of the Board of Directors.

5.3 Duties: Each director must be thoroughly familiar with the Declaration (CCR's), State Statutes (KS), Bylaws, and *Robert's Rules of Order Newly Revised* (RONR).

5.4 Titles: All titles used in the bylaws are intended solely for convenience of reference, and the same shall not affect that which is set forth in the terms and conditions of the bylaws. (CCR 13.06)

5.5 President:

5.5.1 The President will create agendas and preside at all meetings of the membership and the Board of Directors. The president shall sign all contracts, policies, and agreements.

5.5.2 Neither the President, nor the Board of Directors may enter into any contract for goods or services for a term longer than three years with the exception of a secured loan. (CCR 11.02)

5.5.3 The President will serve as the contact person for all basic services and schedules between the homeowners and each of the HOA contracted service vendors.

5.5.4 The President shall have the power to prepare, execute, certify, and record duly adopted amendments to the Declaration or Bylaws, or to delegate such powers to any other officer.

5.6 Vice President:

5.6.1 The vice president shall ensure all meetings are conducted as prescribed by Robert's Rules of Order.

5.6.2 The vice president shall manage all proceedings required to evaluate, approve, or deny any Architectural Change Requests (ACR). The vice president records Design Review Committee (DRC) action to approve or deny any request for ARC approval or denial as well as keeping copies of the proceedings.

5.6.3 In the absence of the president, the vice president shall perform duties of the president as specified by the Board.

5.7 Secretary:

5.7.1 The secretary is the recording officer of the Association and the custodian of its records. The secretary will send notice of meetings to the members, create rosters for signing in at all meetings to verify quorum requirements, write the minutes for meetings; create nomination forms and ballots, and any other records related to voting including a list of members eligible to vote.

5.7.2 **Assistant Secretary:** An officer who may be appointed by resolution of the Board of Directors. The assistant secretary is the administrator of the Association's web-site who

provides technical support as needed, retains invite codes, monitors resident status, maintains an alphabetical list of names, street addresses, phone numbers, and e-mail addresses of all Association members.

5.8 Treasurer:

5.8.1 The treasurer shall have the responsibility for safekeeping of the funds of the Association and all duties normally vested in the office of the Treasurer, make interim reports as the board directs, make a full financial report annually, and causing audits of the Association books. (RONR 47:38). The Board may require the treasurer to give a bond for the faithful discharge of duties in such a sum and with such surety or sureties as the Board requires and paid for by the Board.

5.8.2 **Financial Secretary:** An officer who may be appointed by resolution of the Board of Directors to bill members for their dues, to receive payment of them, to maintain a ledger of each member's account, and to turn over payments to the Treasurer for deposit and obtain a receipt for the moneys received. (RONR 47:39). The Board may require the Financial Secretary to give a bond for the faithful discharge of duties in such a sum and with such surety or sureties as the Board requires and paid for by the Board.

5.9 **Budget:** Before the beginning of each fiscal year which begins on January 1, the Board of Directors shall create and adopt a budget for the Association's expenses for the ensuing fiscal year.

5.10 **Clubhouse Manager:** An officer, who may be appointed by the Board of Directors, responsible to receive all clubhouse access requests, rental contracts and payment fees, handle pre & post inspections related to the rental of the clubhouse, and attend to maintenance and general upkeep of the clubhouse.

5.11 **Pool Manager:** An officer, who may be appointed by the Board of Directors, responsible for the operation, and maintenance of the swimming pool, water testing, and record keeping all in compliance with the Wichita, KS Code of Ordinances Chapter 7.72 – Swimming Pools. The pool manager also maintains the associations key card system and the distribution of one key card per legal lot and maintained for members in good financial standing with the Association.

5.12 Notwithstanding the Board may delegate any and all of these duties to a reputable, bonded, and insured property management company or accounting firm. (CCR 8.01S) The Board may engage a manager, secretaries, engineers, auditors, accountants, legal counsel and other employees or consultants as may be reasonably necessary for the discharge of its duties hereunder. (CCR 8.02)

ARTICLE 6: COMMITTEES

6.1 The Board may establish committees as it deems necessary to carry on its work each of which shall consist of one or more directors and may include other members in good standing of the Association. Committees may be designated by a resolution of the Board which shall set forth the duties, authorities, and functions thereof. Committees will report their recommendations to the Board for Approval. Committee members must at all times be in good standing with the association.

6.2 Design Review Committee (DRC):

The Board shall create a Design Review Committee, chaired by the Vice President, to manage and enforce architectural and property guidelines established in the Covenant. The act of a majority of the committee shall be binding and the majority of the committee may designate a representative to act for it. (CCR 6.07)

6.3 Finance Committee:

In the event the Board has not hired an accountant or property management company to handle all monies of the Association, the Board shall create a Finance Committee and shall cause a biannual audit of the Association's books. The Finance Committee may select and engage the services of a certified public accountant. The Treasurer shall be an ex officio Member of the Finance committee.

ARTICLE 7: MEETINGS

7.1 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws. (KS 48-4613.3c)

7.2 The Board of Directors will meet at least quarterly. Additional meetings of the board may be held as needed. Meetings of the Board of Directors and committees of the Association authorized to act for the Association, must be open to the members in good standing except during executive sessions. (KS 58-4612)

7.3 Executive Sessions:

An executive session is a closed portion of a meeting open to only the Board of Directors and special invitees for the purpose to privately discuss the following matters:

7.3.1 Consult with the Association's attorney concerning legal matters;

7.3.2 Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;

7.3.3 Discuss labor or personnel matters;

7.3.4 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 prevent public knowledge of the matter to be discussed if the Board or committee determines that public knowledge would violate the privacy of any person.

7.4 Annual Meetings:

7.4.1 The Association shall hold an Annual Meeting of the members and shall designate such meeting for the purpose of electing directors and transacting any other Association business.

7.4.2 Each annual meeting may be held during the first two weeks in November or on a date deemed appropriate by the Board of Directors, at a time and place specified by the Board of Directors.

7.5 Special Meetings: Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President of the Board or a majority of the Board of Directors. No business may be transacted except that mentioned in the notice.

7.6 Notification of Meeting:

7.6.1 The Association shall notify members of the time, date, and location of each meeting not less than 10 days or more than 60 days before the meeting date.

7.6.2 The minimum time to give notice may be reduced or waived for a meeting called to deal with an emergency. (KS 58-4612.5c)

7.7 Agendas: A copy of the then current agenda shall be made available to the membership not less than five (5) days prior to the meeting. The agenda should provide statements of the general nature of the meeting and any proposed amendment to the declaration or bylaws; budget proposals or changes; and any proposal to remove a member of the board of directors.

7.8 Quorum:

7.8.1 The presence at a meeting of members entitled to cast 20% of the total votes of the membership shall constitute a quorum for any action governed by these bylaws. Any action governed by the declaration (CCR's) shall require a quorum as therein provided. (KS 58-4613)

7.8.2 The majority of the board directors shall be present to constitute a quorum for the transaction of business at any meeting of the Board.

7.8.3 Members are required to sign an attendance roster to verify quorum requirements.

ARTICLE 8 VOTING

8.1 When more than one person owns the property, all such persons shall be members, and in no event shall more than one (1) vote be cast per lot. (CCR 2.01, 2.02)

8.2 Votes are limited to members who are actually present at the time any vote is taken in a regular or properly called meeting by voice, show of hands, standing, roll call, paper ballot, or when a vote is conducted outside of a meeting by paper or electronic ballot. (KS 58-4614b1)

8.3 Votes by proxy are not permitted as proxy votes are incompatible with the essential characteristics of our deliberative association. (RONR 45:70)

8.4 A special assessment proposed by the board of directors shall be approved by two-thirds (2/3) of the votes cast in person at the annual or a special meeting called for this purpose. (CCR 4.04A)

8.5 Any member who is in violation of the Declaration (CCR) or who fails to pay any assessments shall not be entitled to vote. (CCR 2.02B)

ARTICLE 9: COMMUNICATION

9.1 The Board of Directors shall provide a reasonable method for homeowners to communicate with the Board and each other concerning the association. (KS 58-4608 7b)

ARTICLE 10: AMENDMENT OF BYLAWS

10.1 These bylaws may be amended at any regular meeting providing that the proposal was submitted with the notice to the members. (RONR 56:53)

10.2 Amendment of the Bylaws must be approved by the members casting not less than a two-thirds (2/3) of the total number of votes cast in person at such meeting. (CCR 13.10B)

CASTLEGATE HOMEOWNERS' ASSOCIATION

By


Rodney Ketzner, Secretary

STATE OF KANSAS
COUNTY OF SEDGWICK

On this 26th day of August, 2025, the foregoing was signed by Rodney Ketzner.


Alexander B. Mitchell, II, Notary Public

