

Kappelman's Bel Aire Heights Homeowners Association

BY LAWS

Approved at January 2012 HOA Members Meeting

BYLAWS OF KAPPELMAN'S BEL AIRE HEIGHTS HOMEOWNERS ASSOCIATION

ARTICLE I

General

Section 1. Name. The name of the association is Kappelman's Bel Aire Heights Homeowners Association, Inc., hereinafter referred to as the "Association."

Section 2. Association's Office. The office of the Association shall be located at such address as shall be determined by the Board of Directors.

Section 3. Location. Meetings of members and directors may be held at such places within the State of Kansas, County of Sedgwick, as may be designated from time to time by the Board of Directors.

ARTICLE II

Definition

Section 1. The terms used herein shall have the same meaning as defined in Article I of the Amended Declaration of Covenants, Conditions, and Restrictions of Kappelman's Bel Aire Heights.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Membership in the association shall be governed as provided in the Amended Declaration.

Section 2. Voting rights. Voting rights in the association shall be governed as provided in the Amended Declaration.

Section 3. Suspension. During any period in which a member is not in good standing the voting rights of such member shall be suspended by the Board of Directors until such member becomes a member in good standing.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. From and after the first annual meeting of members, the affairs of the Association shall be managed by not less than three (3) nor more than five (5) directors, each of whom shall be a member of the Association (except that an officer, stockholder or director of any corporate member may serve as a director). Declarant (officer or stockholder) at its option, shall be granted permanent membership as a director.

Section 2. Election, Vacancies, and Removal. The election, removal, and replacement of directors shall be governed by the following:

(a) Directors shall be elected by written ballot (unless the use thereof is dispensed with by unanimous consent) and by plurality of the votes cast at the annual meeting of the members of the Association. Each member of the Association shall be entitled to vote for as many nominees as there are vacancies to be filled.

(b) Vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

Section 3. Removal. Any directors may be removed from the Board, with cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired 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.

ARTICLE V

MEETING OF DIRECTORS

Section 1. Regular Meetings.

Commencing with the month following that in which the first annual meeting of members takes place, the Board of Directors shall meet at least once a month with at least three (3) days notice (including any Management Agent, who shall be entitled to at least 24 hours advance notice of any such meeting) at such place and hour as may be fixed from time to time by resolution of Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting.

Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than two (2) days notice to each director.

Section 3. Quorum.

A majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise expressly provided, 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.

Section 4. Waiver of Notice.

Any director may waive notice of a meeting, before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

Section 5. Presiding Officers.

All meetings of directors shall be presided over by the Chairman of the Board, if elected, or failing his election, the President, and at all such meetings the presiding officer may vote. In the absence of the President, the Vice-President shall preside and shall have all the powers herein conferred upon the President when acting as presiding officer. In the absence of the Chairman of the Board, the President and the Vice-President, the Board of Directors may appoint any director to act as chairman of the meeting.

Section 6. Action Without a Meeting.

Unless otherwise restricted by law, the corporation's Articles of Incorporation, these Bylaws, or the Declaration, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. The first Board of Directors shall be elected at the first annual meeting of members and nominations therefore shall be made only from the floor. Thereafter, nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors 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 and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from the members of the Association.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section I. Powers. The Board of Directors shall have power:

- (a) To adopt and publish and to thereafter amend 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 the infraction thereof;
- (b) To exercise for the Association all powers, duties and authority vested in or delegated to the Association not reserved to the membership by other provisions of these By-Laws or the Amended Declaration;
- (c) To 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; and

(d) To enter into management agreements with third parties. It shall be the primary purpose of such management agreements to provide for the administration, the maintenance, repair, replacement and operation of the common areas and facilities, and the receipt and disbursement of funds as may be authorized by the Board of Directors. The terms of said management agreements shall be as determined by the Board of Directors to be in the best interests of the Association and shall be subject in all respects to the By-Laws and the Amended Declaration.

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

(a) To elect a President, Vice President, Secretary, and Treasurer of the Association.

(b) To cause to be kept a complete record of all its acts and affairs and to 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 at least one-half (1/2) of the members who are entitled to vote.

(c) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed

(d) As more fully provided in the Amended Declaration:

(1) To fix the amount of the annual assessment against each lot in advance of each annual assessment period; and

(2) To deliver written notice of each annual assessment to each owner subject thereto in advance of each annual assessment period;

(e) To issue, or to cause its duly authorized agent or an appropriate officer to issue, upon demand by a member at any time a certificate setting forth whether the annual assessment or other charges on such owner's lot have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificates shall be conclusive evidence of payment of any annual assessment or other charges therein stated to have been paid.

(f) To procure and maintain insurance and perform all functions related thereto.

(g) To cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate;

(h) To cause the common areas and facilities to be maintained;

(i) To employ or cause to be employed such personnel and agents and experts as shall be required for the proper administration and operation of the properties.

(j) To perform or cause to be performed such other duties and functions as are required or authorized (either expressly or by implication) in the Amended Declaration.

ARTICLE VIII

COMMITTEES Section 1. Appointment. The Board of Directors shall appoint an:

(a) Architectural Control Committee To carry out the duties and responsibilities of the Association as set forth in the Amended Declaration, and;

(b) A Nominating Committee To carry out the duties and responsibilities as provided in these By-laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes, such as:

(c) A Social Committee which shall advise the Board of Directors on all matters pertaining to the social facilities program, and shall perform such other functions as the Board, in its discretion, determines;

(d) A House and Grounds Control Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the properties and shall perform such other functions as the Board in its discretion determines;

(e) An Audit or Finance Committee which shall supervise the audit of the Association's Books and approve the annual budget and statement of income and expenditures to be presented to the membership of its regular annual meeting. The Treasurer shall be an ex-officio member of the Committee.

Section 2. Action on Complaints. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE IX

MEETINGS OF MEMBERS

~~Section 1. Annual Meetings. The first annual meeting of members shall be called by the Declarant when it chooses to do so in its sole discretion. Each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock P.M., unless otherwise provided by a vote of the members at any previous meeting. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.~~

Section 1. Annual Meetings. Each regular annual meeting of the members shall be held in January of each year. The time and day to be at the discretion of the board of directors, unless otherwise provided by a vote of the members at a previous meeting of the members.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote at least one-half (1/2) of the votes of membership.

Section 3. Notice of Meetings. Unless otherwise provided by law, written notice of each meeting of the members shall be given by, the secretary or person authorized to call the meeting

(a) by delivering a copy of such notice to each member at least 10 days before such meeting, or

(b) by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Proof of such mailing shall be given by affidavit of the secretary and shall be sufficient proof thereof.

~~Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, at least two-thirds (2/3) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Declaration of these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.~~

Section 4 Quorum. The presence of at least one Member shall constitute a quorum for a meeting of the Members. The acts approved by a majority of the votes cast by Members present in person at a meeting, or by proxy, or by absentee ballot, if such option is provided in the notice of meeting, shall constitute the acts of the entire Membership.

Section 5. Proxies. At all meetings of members, the vote attributable to each Lot may be cast in person or by proxy in which the designated representative is another member or a member's spouse. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable at the sole discretion of the member granting the proxy. The Secretary shall provide a proxy form to all members, which form shall accompany the notice of the meeting.

Section 6. Consent of Members in Lieu of Meeting. Any action required or permitted to be taken at any meeting of members may be taken without a meeting, prior notice or a vote, if a written consent, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of such action shall be given to those members who have not executed said written consent.

Section 7. Presiding Officers. All meetings of the members shall be presided over by the President, and at all such meetings the President may vote. In the absence of the President, the Vice-President shall preside and shall have all powers herein conferred upon the President, in the absence of the President and Vice-President, the members may appoint any member to act as chairman of the meeting.

Section 8. Order of Business. The order of business at the annual members' meeting and, insofar as practical, at all other meetings, shall be:

- (a) Election of a chairman of the meeting, if required;
- (b) Roll call and certification of proxies;

- (c) Proof of notice of meeting or waiver of notice;
- (d) Reading and disposition of any unapproved minutes;
- (e) Report of officers;
- (f) Report of committees;
- (g) Election of directors;
- (h) Unfinished business;
- (i) New business; and
- (j) Adjournment.

ARTICLES X

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, a treasurer, and such other offices as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the 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 and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or 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 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. 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 of the other offices except in the case of special offices created pursuant to Section 4 of this Article X.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The president shall preside at all meetings of the Board of Directors and the Annual Meeting of Members; shall see that orders and resolutions of the Board are carried out; shall sign all

written instruments regarding the common areas and facilities and shall co-sign or authorize by signature all checks and promissory notes, if any.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties 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 appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as may be required of him 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 account; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Section 9. Compensation. The compensation, if any, of all officers and employees of the Association shall be fixed by the directors. Nothing herein shall preclude the Board of Directors from employing a director as an employee of the Association, nor shall it preclude the contracting with a director for the management of the properties.

ARTICLE XI

BOOKS, RECORDS, AND FISCAL MANAGEMENT

Section 1. Inspection. The Amended Declaration, By-Laws, books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member.

Section 2. General Provisions; The provisions for fiscal management set forth in the Amended Declaration shall be supplemented by the following provisions:

(a) Accounts. The funds and expenditures of the Association shall be credited and charged to such accounts under such expense and reserve classifications as the Board of Directors and the officers of the Association shall deem appropriate.

(b) Depository. The depository of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the directors.

(c) Audits and Statement of Operations. If at any time required by an affirmative vote a majority of the members of the Association entitled to vote, an audit of the accounts of the Association shall be made by a certified public accountant. A copy of a statement of the financial operations of the Association

(whether audited or unaudited) shall be furnished to each member no later than three (3) months immediately following the end of the fiscal year for which the statement is made.

(d) Fidelity Bonds. The Board of Directors may require a fidelity bond from all persons handling or responsible for Association funds. The amount of any such bonds shall be determined by the directors. The premiums on any such bonds shall be paid by the Association.

(e) Payment of Expenses. The Board of Directors shall provide such expenditure controls as it shall deem necessary and advisable, including payment vouchers and purchase order in such form as the Board may determine.

ARTICLE XII

ASSOCIATION SEAL

Section 1. Description. The Association shall not be required to have a seal but in the event it so chooses to do so the same shall be circular in form having within its circumference the words, "Kappelman's Bel Aire Heights Homeowners Association, Inc."

ARTICLE XIII

AMENDMENTS

Section 1. Procedure. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. Conflicts. In the case of any conflict between the Amended Declaration and these By-Laws, the Amended declaration shall control.

ARTICLE XIV

Section 1. Fiscal Year. The Association shall begin on the 1st day of November and end on the 31st day of October of every year, except that the first fiscal year shall begin on the date on which the Amended Declaration is filed for record in the Register of Deeds, Sedgwick County, Kansas.

Section 2. Waiver of Notice. Any member, director or officer of the corporation may waive any notice required by law or these By-Laws to be given.

Section 3. Holidays. Whenever the day set for a meeting as hereinbefore designated shall fall on a holiday, such meeting shall be held on the next business day.