

# **PRAIRIE LAKES HOMES ASSOCIATION**

## **AMENDED AND RESTATED BYLAWS**

### **ARTICLE I**

#### **Name, Offices and Definitions**

##### **Section 1.     Name.**

The name of the Association is Prairie Lakes Homes Association (hereinafter the "Association").

##### **Section 2.     Definitions.**

The capitalized words and terms used but not otherwise defined herein shall be deemed to have the same meanings as are given those words and terms in the Declaration of Covenants, Conditions and Restrictions of Prairie Lakes Homes Association (the "Declaration"), as such Declaration may have been subsequently amended from time to time.

##### **Section 3.     Offices.**

The Association may have offices at places both within and without the State of Kansas as its Board of Directors may from time to time determine or the business of the Association may require.

### **ARTICLE II**

#### **Members**

The qualifications and responsibilities of Members and the manner of their admission into the Association shall be as follows:

##### **Section 1.     Members.**

Each owner, by virtue of the ownership of a unit or lot, shall be a Member of this Association (individually, a "Member" and collectively, the "Members"); provided, however, each unit shall have no more than one Membership. When more than one person holds an interest in any unit, the vote shall be exercised as the owners among themselves determine, but in no event shall more than one vote be cast in respect to any lot. Each owner shall remain a Member until such time as such lot ownership ceases for any reason.

##### **Section 2.     Prohibition of Assignment, etc., of Member's Share in Funds of Association.**

The share of a Member in the funds and assets of the Association cannot be

assigned, pledged, encumbered, alienated or transferred in any manner except as an appurtenance to the Member's unit.

### ARTICLE III Member Meeting and Voting

#### Section 1. Place of Meetings.

The annual meeting of Members and all other meetings of Members shall be held at a location convenient to the Members.

#### Section 2. Annual Meetings.

The annual meeting of the Members shall be on or before November 1 of each year, at such time and place as is specified by the President (as defined below) or, in the absence of the President, by the Vice-President (as defined below) provided, that the Board, from time to time, at any regular or special meeting, may designate a different day for the annual meeting. At the annual meeting, directors shall be elected, reports on the affairs of the Association shall be considered, and any other business may be transacted which is within the power of the Members.

Written and/or electronic notice of each annual meeting shall be given to each Member entitled to vote, except as provided by K.S.A. 17-6520(b), either personally or by mail, email or other means of written or electronic communication, charges prepaid, addressed to such Member at his address or email address appearing on the books of the Association or given by him to the Association for the purpose of notice. If a Member gives no address or email address, notice shall be deemed to have been given if sent by mail, email or other means of written or electronic communication addressed to the address of the unit, the ownership of which entitles the Member to vote. All such notices shall be sent to each Member entitled thereto not less than ten (10) days nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. Notification of meetings must include: (a) a statement of the general nature of any proposed revisions to the declaration or these Bylaws; (b) any budget proposals or changes; and (c) any proposal to remove an officer or director.

#### Section 3. Special Meetings.

Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President or by a majority of the Board of Directors, or by Members holding not less than one-tenth (1/10) of the voting power of the Association. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of Members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted. If a special meeting of the

Members has not been set within thirty (30) days of the special meeting's calling, the requesting party may directly notify all of the Members of the special meeting.

Section 4. Adjourned Meeting and Notice Thereof.

Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members who are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

When any Members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 5. Voting.

Unless the Board of Directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Each Member shall be entitled to one (1) vote for each unit owned in the subdivision by the Member. When more than one person is the owner of a unit, the votes for that unit shall be cast as the owners shall determine, but in no event shall more than the vote allocated by the Declaration to the unit be voted. The votes allocated to a unit shall not be split but shall be voted as a single whole. The election of Directors shall be without written ballot, unless requested by any Member, in which case the election of Directors shall be by written ballot. Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a valid meeting of Members. No cumulative voting shall be permitted. Notwithstanding anything herein to the contrary, the Association shall not be entitled to cast the votes allocated to any unit owned by it during the period of its ownership.

Section 6. Consent of Absentees.

The transactions of any meeting of Members, either annual or special, however called and regardless of notice, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7.     Proxies.

Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the Association; provided that no such proxy shall be valid after the expiration of twelve (12) months from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force, and provided further, that no proxy may be given to a person who is not a Member of the Association.

Section 8.     Inspection of Corporate Records.

The books of account and minutes of proceedings of the Members, the Board of Directors and of executive committees shall be open to inspection upon the written demand of any Member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interest as a Member. The list of Members entitled to vote as often (10) days before the meeting, shall be prepared at least ten (10) days before every meeting of Members by the officer in charge of the Membership ledger, which shall be the Secretary, and shall be open to inspection by any Member, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a Member and shall include the right to make abstracts. Demand of inspection other than at a Members' meeting shall be made in writing upon the President or Secretary of the Association. The list of Members entitled to vote shall be up-dated each day until the day of the meeting.

The Association shall retain copies of the following records for a period of five (5) years: (a) all receipts and expenditures; (b) minutes of all meetings except for executive sessions of the Board of Directors; (c) names of all Members, in alphabetical order, with addresses; (d) the Declaration of the Association, these Bylaws and the rules of the Association; (e) names and addresses of current Members of the Board; (f) the Association's most recent annual report, if any; (g) copies of current contracts to which the Association is a party; (h) records of architectural approvals, if any; and (i) ballots, proxies and other records relating to voting by the Members of the Association for one (1) year after the election, action or vote to which they pertain. The Association must also retain copies of all financial statements and tax returns for a period of five (5) years.

Section 9.     Inspection of Bylaws.

The Association shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during ordinary business hours.

Section 10. Attendance of Mortgagee at Meetings.

Any Mortgagee of a unit may attend and participate in any general or special meeting, but shall have no vote unless granted by proxy.

Section 11. Statement of Members and Votes.

At the beginning of each meeting, the Secretary, or other person designated by the presiding officer, shall certify a statement listing all Members present in person or by proxy at such meeting, the votes of each, and the total percentage of votes represented at the meeting.

ARTICLE IV  
Directors

Section 1. Powers.

Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the Members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

- First: To select and remove all the other officers, agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law or with the Articles of Incorporation or the Bylaws, fix the compensation of agents and employees, and require from them security for faithful service.
- Second: To conduct, manage, and control the affairs and business of the Association, and to make such reasonable rules and regulations therefore not inconsistent with the law or with the Articles of Incorporation or the Bylaws, as they may deem best. Notwithstanding the foregoing, before adopting, amending or repealing any rules, the Board must notify the owners of its intent and provide the text of the rule and the date on which the proposed action will be considered and after adopting, amending or repealing any rule, the Board must provide owners with a copy of the text of the change.
- Third: To change the principal office and registered office for the transaction of the business of the Association from one location to another; to fix and locate from time to time one or more subsidiary offices of the Association within or without the State of Kansas; to designate any place for the

holding of any Members' meeting or meetings.

- Fourth: To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Association, except the power to adopt, amend or repeal the Bylaws of the Association. Any such committee shall have at least one director as a Member.
- Fifth: To propose, adopt and amend budgets and to determine, establish, and collect assessments against Members to pay the Common Expenses.
- Sixth: To use the proceeds of assessments in the exercise of its powers and duties.
- Seventh: To restore, replace, and repair improvements as provided in the Declaration.
- Eighth: To enforce the provisions of the Declaration, these Bylaws, the Act, and the rules and regulations established by the Board or Association, including recovery of monetary penalties and injunctions, and including purchase of units, in the name of Association, at foreclosure or other judicial sale.
- Ninth: To obtain and maintain insurance on the common area owned by the Association, and to protect the officers and Directors of the Association.
- Tenth: To perform such other acts as may be delegated to the Association or Board by applicable statutes, the Declaration, these Bylaws, or the Act, and to perform such other acts as may be incidental to or necessary in the performance of the foregoing.
- Eleventh: To hire a manager for the maintenance of the common area owned by the Association and to delegate such other duties to said manager. Notwithstanding the preceding sentence, the manager may not be on the Board of Directors of the Association if the manager is a Member of the Association.

Notwithstanding the foregoing, the Board may **not** perform any of the following acts: (1) amend the Declaration of the Association, except as provided by law; (2) amend the Bylaws; (3) terminate the Association; (4) elect a board Member except to fill vacancies on the Board until the next election of board Member(s); and (5) determine the Board's qualifications, powers, duties, or terms of office.

Section 2.     Number and Qualification of Directors.

The authorized number of Directors of the Association shall be no less than five (5) until changed by amendment to these Bylaws. Directors must be Members, or persons owning a beneficial interest in an entity which is a Member (owner of a unit). Where two or more members own a common interest in the same property, only one of such members may serve as a director at any given time, unless such members own an interest in more than one lot within the association.

Section 3.     Election and Term of Office.

The initial term for two (2) directors shall be one year, with all other directors elected to serve a two year term. Thereafter, the term of office for each Director will be two (2) years, and such terms will be staggered so that not all terms expire during the same year. Each Director may serve for two full consecutive two-year terms. A person who has filled a partial or unexpired term shall be eligible to serve two full two-year terms in addition to the partial or unexpired term. A Director who has served two full consecutive two-year terms is not eligible for re-election until the lapse of one year.

Directors shall be elected at each annual meeting of Members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of Members held for that purpose. Any board Member may be removed from office by petition duly executed by fifty-one (51%) or more of all of the Members in favor of the removal from office of the Board Member(s) therein named, whereupon a special meeting of the Members shall be promptly held to determine whether such Member of the Board should be removed from office. The attempt to remove the Board Member must be listed as an item in the notice of such special meeting. At that meeting, the Board Member being considered for removal must have a reasonable opportunity to speak prior to the vote to remove such Board Member from office.

Section 4.     Vacancies.

A majority of the remaining directors, although less than a quorum, may fill vacancies on the Board of Directors until the next election of Directors. If at any time, by reason of death, resignation, or other cause, the Association should have no directors in office, then any officer or any Member or any executor, administrator, trustee or guardian of a Member or other fiduciary entrusted with like responsibility for the person or estate of a Member may call a special meeting of the Members in accordance with the provisions of these Bylaws, or may apply to the district court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the Members.

Section 5.     Place of Meeting.

Regular and special meetings of the Board of Directors shall be held at any place within the State of Kansas which has been designated by the Board.

Section 6.     Organizational Meeting.

Immediately following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby waived.

Section 7.     Annual Meetings.

The Board of Directors must meet at least annually. The location of board meetings shall always be at the Association's location or at a convenient place for the Members.

Section 8.     Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if the President is absent or unable or refuses to act, by the Secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given in the same manner as for annual meetings of Members.

Section 9.     Notice of Board Meetings.

The Board must notify the Members of a board meeting at least five (5) days in advance of such meeting unless such meeting is: (1) an emergency; (2) held pursuant to a notice previously provided to all Members; or (3) a work session at which no voting action will be taken. Notice of a board meeting shall include the time, date, place and agenda. Copies of materials distributed to the Board except for unapproved minutes or materials for executive sessions shall be reasonably made available to Members. Such materials and notice shall be made to the Members by regular mail and/or electronic mail as set forth in Article III, Section 2 of these Bylaws regarding notices of annual meetings.

Section 10.    Quorum.

A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.



Section 11. Meeting By Telephone, Video or Other Conferencing Process.

Members of the Board of Directors of the Association, or any committee designated by such board, may participate in a meeting of the Board of Directors by means of conference telephone, video or similar communications equipment and process, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Meetings By Email.

Members of the Board of Directors of the Association, or any committee designated by such board, may participate in a meeting of the Board of Directors by means of electronic mail. Meetings of the Board of Directors that take place via electronic mail shall be subject to all notice and any other requirements for regular meetings of the Board of Directors. Such meetings shall proceed as follows:

1. The topic, time, date, place, agenda and any and all other materials for each meeting that shall occur by email will be sent via email to all of the Members of the Association.
2. The Members shall be permitted to comment on those items via email for a period of ten (10) days after the items in No. 1 above are sent to the Members.
3. Following the ten (10) day period set forth in No. 2 above, the Board of Directors shall vote on any items via email sent to the President of the Association.
4. The President of the Association will tally the votes of the Board of Directors and the Secretary of the Association will confirm the President's tally.
5. The Secretary will email the results the Board of Directors' vote(s) to all of the Members of the Association.

In the event that a Member of the Association does not have an email address or would prefer to participate in such a meeting in a non-electronic manner, the above-referenced procedures shall take place in the same manner, except that any notice and/or delivery of the items and materials set forth above shall take place via hand delivery or regular mail of such items to such Member.

Section 13. Adjournment.

A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 14. Open Meetings.

Board of Director meetings and committee meetings must be open to the Members except for executive sessions of the Board, which are limited to discussions involving: (1) consultation with the Association's attorney; (2) litigation or related alternative dispute

resolution proceedings; (3) labor or personnel matters; (4) leases, commercial transactions or purchase if information released would compromise the Association's position; and (5) matters that would violate the privacy of any person.

Section 15. Votes and Voting.

Except as provided above in Article III, Section 12 for meetings that take place via email, all votes required of Directors hereunder may be by voice vote or show of hands, unless a written ballot is required, which request may be made by anyone director. For all votes, each director shall have one (1) vote. Every reference to a majority or other proportion of Directors shall refer to a majority or other proportion of the votes of such directors.

Section 16. Inspection of Books and Records.

Any director shall have the right to examine the Association's Membership ledger, list of its Members and its other books and records for a purpose reasonably related to such director's position as a director.

Section 17. Fees and Compensation.

Directors shall not receive a salary for their services as directors, but may be reimbursed for out-of-pocket expenses incurred in the performances of their duties as Directors.

Section 18. Director Indemnity.

The Association shall indemnify the Directors of the Association for all reasonable expenses and liabilities incurred as a result of their service to the Association.

ARTICLE V  
Officers

Section 1. Officers.

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, who shall, at all times, also be members of the Board of Directors of the Association. Any number of offices may be held by the same person.

Section 2. Election.

The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV shall be chosen annually by the Board of Directors, and each shall hold his/her office for a one (1) year term, unless such officer shall resign, or shall be removed or otherwise disqualified to serve.

Section 3.     Subordinate Officers, Etc.

The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall have authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time specify, and shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve.

Section 4.     Compensation of Officers.

Officers of the Association shall receive no salary, but may be reimbursed for out-of-pocket expenses incurred in the performance of their duties as Directors.

Section 5.     Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6.     Removal and Resignation.

An officer of the Association may be removed in the same manner as is prescribed in Article III, Section 3 above. Any officer may resign at any time upon written notice to the Association.

Section 7.     President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the Board, if there be such an officer, 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 business and officers of the Association. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall be ex officio a Member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of an Association, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8.     Vice-President.

In the absence or disability of the President, the vice-president or vice-presidents, if there be such an officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the vice-president designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The vice-presidents shall have such

other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

Section 9.     Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and Members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at Members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the Association's transfer agent, a Membership ledger showing the names of the Members and their addresses.

The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 10.    Treasurer.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection to any director.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of the treasurer's transactions and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The treasurer shall, if required by the Board of Directors, be bonded.

Section 11.    Execution of Agreements, etc.

All agreements, contracts, deeds, mortgages, or other instruments shall be executed by any two (2) individual persons, both of which are members of the Board or by such other person or persons as may be designated from time to time by the Board.

Section 12. Compensation of Officers Restricted.

No officer of the Association shall receive compensation for his/her services in such capacity, but may be reimbursed for out-of-pocket expenses incurred in performing his duties.

Section 13. Officers Indemnity.

The Association shall indemnify the Officers of the Association for all reasonable expenses and liabilities incurred as a result of their service to the Association.

ARTICLE VI  
Assessments

Section 1. Obligation of Members to Pay Assessments; Amount of Levy.

Each owner shall be severally liable for the Common Expenses that are levied against his/her unit while an owner. Each unit shall be assessed an equal base assessment and for any Common Expenses not covered thereby, each unit shall be assessed in accordance with that unit's percentage of ownership.

Section 2. Annual Budget.

On or before November 1 of each fiscal year, the Board shall prepare and adopt a budget for that fiscal year, including therein estimates of the amount necessary to pay the Common Expenses, together with amounts considered necessary by the Board for reserves. Prior to the adoption of the budget: (a) all Members must receive notice that the Board is proposing said budget at least ten (10) days in advance; (b) a copy of the proposed budget must be available to any Member who requests it; and (c) Members must be given a reasonable opportunity to comment on the proposed budget before the Board adopts the budget. The Board of Directors may maintain reserves in such amounts as they may determine are necessary to fund improvements, deferred maintenance, or other items. Such reserves shall be shown as a separate line of the budget, and may be funded from regular or special assessments. Any income not expended during the fiscal year will become part of the reserve fund without further action of the Board of Directors. Notwithstanding anything in this Article V, Section 2 to the contrary, dues of the Association shall not be increased to an amount in any given year that exceeds one hundred ten percent (110%) of the dues amount from the previous year, unless approved by a vote of the members.

Section 3. Failure to Prepare Annual Budget and Levy Annual Assessments Deficiencies.

The failure of the Board to prepare or delay of the Board in preparing the Association's annual budget, and to levy or in levying Assessments, shall not constitute a waiver or

release of the Members' obligation to pay Assessments whenever the same shall be determined and levied by the Board. Until a new annual budget is passed and/or a new Assessment is levied by the Board, each Member shall continue to pay the Assessment previously levied in the same amount and at the same periodic times as levied, or as the Board may otherwise advise in writing. Also, any deficiencies or inadequacies in the procedure followed by the Board in levying an Assessment shall not in any way affect its validity or the obligation of Members to pay such Assessment.

Section 4.     Assessment Roll; Statement.

All Assessments shall be set forth upon a roll of the units, which shall be available in the office of the Association for inspection at all reasonable times by Members and Mortgagee, and their duly authorized representatives. The assessment roll shall be made available by the Treasurer and/or by a third-party management company appointed by the Association. Such roll shall include, for each unit, the name and address of the owner, all Assessments, levied, and the amount of all Assessments unpaid. The Association, upon written request, shall furnish to an owner, or his/her authorized agent, a statement setting forth the amount of unpaid Assessments currently levied against his/her unit. The statement shall be furnished within ten (10) business days after receipt of the request and shall be binding upon the Association and all owners. For such statement a reasonable fee may be charged by the Board.

Section 5.     Default and Enforcement.

If any Assessment, or installment thereof, remains delinquent for ten (10) days, then that Assessment, and all other assessments then a lien against that unit, may be declared by the Board to be immediately due and payable in full, with interest, without further notice, and may be foreclosed by the Association. The Board may provide written and/or electronic notice to each Mortgagee with respect to a unit if the owner is delinquent thirty (30) days and may notify the Mortgagee that all sums are due and payable and that the Board may foreclose under the Act.

ARTICLE VII  
Miscellaneous

Section 1.     Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. Notwithstanding anything herein to the contrary, a third-party management company engaged by the Association to assist the Association in the management of the Association shall have the ability to issue checks to vendors and to receive all dues and other amounts owed to the Association (e.g., late fees,

utility deposit refunds, etc.).

Section 2.     Annual Report.

No annual report to Members shall be required, but the Board of Directors may cause to be sent to the Members reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 3.     Contracts, Deeds, Etc., How Executed.

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents to enter into any contract to execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any contracts, agreements, deeds or other instruments conveying land or any interest therein, and any other documents shall be executed on behalf of the Association by the President, or by any other specific officer, agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the Association by the President or the Board of Directors.

Section 4.     Fiscal Year.

The fiscal year of the Association shall be the calendar year.

Section 5.     Conflict; Severability.

In the case of any conflict between the provisions of these Bylaws and the Declaration, the Declaration shall control. If any such term, provision, limitation, paragraph or clause of these Bylaws or the application thereof to any person or circumstance, is judicially held to be invalid, such determination shall not affect the enforceability, validity, or effect of the remainder of these Bylaws, or the application thereof to any other person or circumstance.

Section 6.     Notice.

Notices to the Association provided for in these Bylaws, the Declaration, or the Association Rules, shall be in writing and shall be addressed to the Association at the address specified for service of process on the Association or at such address as the Association may provide to the Members from time to time. The Association may designate a different address or addresses for notice by giving written notice of such change of address to all Members at such time. All notices to Members shall be to the last mailing address and/or electronic mail address (to the extent that a Member has an electronic mail address) of a Member designated by such Member and shown on the

records of the Association. In the absence of such a designation by a Member, notice may be given by hand delivery, U.S. Mail or commercial delivery service, electronically, or any other method reasonably calculated to provide notice to such Member. Any Member may designate a different address or addresses for notice to it by giving written notice of its change of address to the Association. Notices addressed as set forth above shall be deemed delivered when mailed by United States registered or certified mail, when sent via electronic mail, or when delivered in person with written acknowledgment thereof. In the interest of establishing a reasonable method of communication between the Association and the Members, or between Members, the Association shall provide the designated mailing address and/or electronic mail address of all Members to any Member who shall request such information.

Section 7.     Interpretation of Bylaws.

Whenever appropriate the singular number may be read as the plural, and the plural may be read as the singular. The masculine gender may be read as the feminine gender or as the neuter gender. Compound words beginning with the prefix "here" shall be read as referring to this entire set of Bylaws and not merely to the part of it in which they appear.

Section 8.     Insurance.

The Association shall purchase and maintain liability insurance on behalf of any Director or officer of the Association, including any person who is or was a Director or officer of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such whether or not the Association would otherwise be authorized to indemnify him or her against such liability.

ARTICLE VIII  
Amendments

Section 1.     Power of Members and Directors to Amend Bylaws.

The Bylaws of the Association may from time to time be repealed, restated, amended or altered, or new Bylaws may be adopted, in the manner set forth in the Act and by not less than a majority of Members present at a meeting called for this purpose and for which notice has been given.

**[Remainder of page intentionally left blank; Certificate of Secretary follows]**

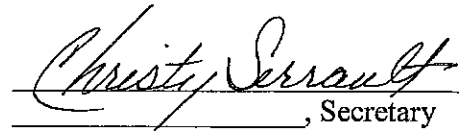


**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Prairie Lakes Homes Association, a Kansas corporation organized not for profit; and
- (2) That the foregoing Restated Bylaws, comprising sixteen (16) pages, constitute the Restated Bylaws of said Association, as duly adopted by official action of the Members thereof duly held on the 9<sup>th</sup> day of December, 2014.


IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 6<sup>th</sup> day of January 2015

  
\_\_\_\_\_, Secretary

STATE OF KANSAS, COUNTY OF RILEY, ss:

BE IT REMEMBERED that on this 6 day of January, 2015, before me the undersigned, a Notary Public in and for the county and state aforesaid, came Christy Serrault, as Secretary of Prairie Lakes Homes Association, who is personally known to me to be the same person who executed the foregoing Restated Bylaws as Secretary of such Association and duly acknowledged the execution of the same.

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

  
\_\_\_\_\_  
Notary Public

My appointment expires:

