

BY-LAWS

WINDHAM PARK HOME OWNERS' ASSOCIATION

Article I

MEETING OF MEMBERS

Sec. 1. ANNUAL MEETING. The annual meeting of the members shall be held in Johnson County, Kansas during the month of January of each year, or at such other time as the Board of Directors may determine. At least fifteen days prior to the annual meeting, the Secretary shall serve, personally or by mail, a written notice thereof, addressed to each member at his or her address as it appears on the records of the Corporation. A member is any person or Corporation registered in the State of Kansas who is an owner of record of any lot or tract in Windham Park, a subdivision of Overland Park, Johnson County, Kansas. Only those members who are not delinquent in any funds owed to the Windham Park Home Owners' Association are entitled to vote. Funds are considered delinquent if any of the following is met: A. They have not been paid and thirty (30) days have elapsed from the due date and the due date allowed at least thirty (30) days from initial notification to due date. B. The funds are not paid and it is at least sixty (60) days past the later of the due date or notification date. C. The funds are not paid and the time frame matches the delinquent requirements of existing Board or Membership policy.

Sec. 2. QUORUM. Any number of members present at a regular or special meeting of members shall constitute a quorum. A majority of all votes cast at any meeting of the members shall determine any question, unless otherwise provided by the By-Laws.

Sec. 3. SPECIAL MEETINGS. Special meetings of members other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meeting stating the purpose for which it is called shall be served personally or by mail, not less than ten (10) days before the date set for such meeting. If mailed, it shall be directed to a member at his or her address as it appears on the records of the Corporation. The Board of Directors shall also, in like manner, call a special meeting of members whenever so requested in writing by 51% of the members. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the members.

Sec. 4. VOTING. At all meetings of the members all questions, the manner of deciding which is not specifically regulated by these By-Laws or by the "Homes Association Declaration" filed in the Office of the Register of Deeds of Johnson County, Kansas on August 21, 1990 in volume 3225 beginning at Page 9 and any amendments thereto, shall be determined by a vote of the members, provided, however, any qualified

voter may demand a membership vote, in which case each member shall be entitled to cast one vote for each assessable lot or tract owned by him or her within the District as defined by the Articles of Incorporation of this Corporation: provided, however, whenever one lot or tract is owned by more than one person, the owners of said lot or tract shall determine the method by which the one vote for said lot or tract is cast and which owner of said lot or tract shall cast said vote. If, in the opinion of the Chairperson of the members meeting or requested by a majority of the members present, any membership meeting, a written or a secret ballot is desirable, then measures must be undertaken to ensure that each member cast one vote for each lot or tract.

Sec. 5. RULES OF ORDER. Except when in conflict with By-Laws or the Declaration of Restrictions, Robert's Rules Revised, current edition, shall prevail at all meetings of the Membership, Board of Directors and Committees.

Sec. 6. SPECIAL ELECTIONS. The Board may if necessary, call for a "special election by mail." Any question may be resolved by special vote by mail providing that there is insufficient time to call a special meeting or the issue has been discussed at a meeting and returned to the Board of Directors. The question under consideration must be written in affirmative language on the ballot with a place for marking the approval or rejection of the question by the member and a place for the member's signature. The ballot shall be sent by US mail or hand delivered and shall include a postage paid return envelope. The members shall have at least seven (7) calendar days to return the ballot. A deadline must be stated on the ballot. Any ballot returned postmarked after the deadline or hand delivered to the Secretary of the Board of Directors after the date of the deadline shall not be counted. All ballots must be signed by a registered owner and be clearly marked with only one choice. The question at hand may not be amended during a mail vote. The question shall be decided by the required percentage of votes of those voting. All returned votes must be kept for three (3) years and be available for reasonable inspection by any member.

Article II

DIRECTORS

Sec. 1. NUMBER. The affairs and business of this Corporation, as described below, shall be managed by a Board of nine (9) Directors who must be members of record. If the number of Directors elected should be less than nine (9) because the number of candidates nominated at a meeting to elect Directors was insufficient to cause the number of elected Directors to be nine (9) then the number of elected Directors, provided that the number of elected Directors is at least five (5), shall constitute the Full Voting Board until the next regular election or until the next special meeting of the membership called for the purpose of electing board members. The Full Voting Board is the number of Directors who are elected under these provisions. If the number of seated Board members is reduced by removal or resignation, the number of Full Voting members remains not changed. The number of Full Voting Board members is the number used for determining a quorum. If a Director should vacate his or her seat during

his or her term of office and the number of remaining Directors is at least five (5) then the vacated seats may remain unfilled until the next regular election. The remaining Board members may, at their discretion, call a special meeting of the members to fill any vacant seats. If, at any time, the number of seated Directors should become less than five (5) then the President shall call a special membership meeting within thirty (30) days for the purpose of filling all vacant seats on the Board and the number of vacant seats open for election shall be that number required to raise the number of Directors to nine (9).

Sec. 2. ELECTIONS OF BOARD MEMBERS.

Sec. 2.a. NOMINATIONS. Nominations for the position of Director may be submitted to the Secretary, in writing, delivered by hand or by mail, seven (7) days in advance of the meeting called for the purpose of electing members to the Board of Directors. All nominations that are so submitted in advance require the name and address of residence of the person being nominated and the person making the nomination. The nomination does not require a second, but must be accepted by the member being nominated. The acceptance may be made in writing or by voice to the Secretary. A member may nominate his or her self. All persons who are nominated and whose name are submitted in advance according to this section will have their name entered on the written ballot. All nominations submitted to the Secretary in advance of the meeting but after the above mentioned seven (7) days will be considered write-in candidates. Nominations for office will be accepted from the floor at the meeting held for the purpose of electing Directors. Such floor nominations must be accepted by the person being nominated either in person or in writing at the time of the nomination and must be seconded. Those candidates who are nominated at the meeting will be considered write-in candidates.

Sec. 2.b. VOTING. Each member may cast one vote for each lot or tract for one candidate for each position that is up for election.

Sec. 2.c. ELECTIONS. Those seats that are up for election shall be filled by the required number of candidates in order, with the candidate who received the most votes being elected first, providing that if one member is elected then a second owner of the same lot or tract may not be elected. The number of seats that are to be filled shall be that number that will raise the number of Directors to nine (9).

Sec. 2.d. TIES. If there is a tie vote for Director that involves the last candidate to be elected and the first candidate to not be elected then the tie vote will be broken by a vote of the membership choosing from those tied, using the aforesaid rules of section 2.c.

Sec. 3. TERM OF OFFICE. The term of office of each of the Directors shall be three (3) years with one third of the positions being filled at each regular election. Positions that are vacant and unexpired at the regular or special meeting held for the purpose of electing Directors shall be filled for the remainder of the unexpired term. If there are unexpired terms that are to be filled at a regular or special meeting held for that

purpose, then the term of each elected candidate shall be determined by lot with the longest term being filled first. The first year that Directors are elected under this provision, there shall be three (3) terms of three (3) years, three (3) terms of two (2) years and three (3) terms of one (1) year with the term of each elected candidate being determined by lot with the longest terms being filled first.

Sec. 4. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs, finances, common property and business of the Corporation as described in the Home Owners' Association Declaration. The Board of Directors may conduct those social activities for the members of Windham Park as they deem appropriate. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these By-Laws and the Laws of the State of Kansas, The Articles of Incorporation of this Corporation, and the aforementioned "Homes Association Declaration" as may be hereinafter amended. The Board may adopt rules for the use of commonly owned property including, but not limited to, the Windham Park Home Owners' pool and shall have the power to enforce those rules by injunction or by withholding the use of commonly owned property, including the pool, for a length of time as determined by the Board. The Board may recover all reasonable costs associated with the enforcement of the aforesaid rules. The Directors shall have the duty and obligation to determine or cause to be determined and levied on or before January 1 of each calendar year, the annual assessment as authorized by Section 7 of the said Homes Association Declaration dated August 20, 1990 and filed August 21, 1990 in Volume 3225 beginning on Page 9, in the office of the Registrar of Deeds, Johnson County, Kansas.

Sec. 5. DIRECTORS' MEETINGS. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the members-. Other meetings of the Board of Directors shall be held at such regular times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of two Directors.

Sec. 6. NOTICE OF MEETINGS. Notice of meetings, other than the regular annual meeting shall be given by service upon each Director in person, or by mailing to him or her at his or her last known post office address, at least five (5) days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof, specifying the time and place of such meeting, and the business to be brought before the meeting. Only that business that was in the notification may be conducted at a special meeting except that, at any meeting at which every member of the Board of Directors shall be present, held with or without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Sec. 7. QUORUM. At any meeting of the Board of Directors, a majority of the full voting Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than five (5) days later.

Sec. 8. VOTING. At all meetings of the Board of Directors, each Director is to have one vote.

Sec. 9. REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed either with or without cause, at any time, by a 3/4 vote of the members present and voting, at any special meeting called for that purpose.

Sec. 10. OTHER MEMBERS OF THE BOARD. The Board may at its option seat any members of Committees of the Board as non-voting ex officio Members of the Board.

Article III

OFFICERS

Sec. 1. NUMBER. The officers of this Corporation shall be:

1. President
2. One or more Vice Presidents (optional)
3. Secretary
4. Treasurer

One Director may hold two positions as officer of the Board of Directors except, the member who is the President may not hold any other position as officer of the Board.

Sec. 2. ELECTION. All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of the members, and shall hold office for the term of one year or until their successors are duly elected.

Sec. 3. DUTIES OF OFFICERS. The duties and powers of the officers of the Corporation shall be as follows:

Sec. 3a. PRESIDENT. The President shall preside at all meetings of the Board of Directors and members.

He or she shall present at each annual meeting of the members and Directors a report of the conditions of the business of the Corporation.

He or she shall cause to be called regular and special meetings of the members

and Directors in accordance with these By-Laws.

He or she shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly elected officers, subject to the approval of the Board of Directors.

He or she may sign and make all deeds, contracts and agreements in the name of the Corporation as approved by the Board of Directors.

He or she may sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer and authorized by the Annual Budget or approved by the Board of Directors.

He or she shall enforce the aforementioned Homes Association Declaration and these By-Laws and perform all duties incident to the position and office, and which are required by law.

Sec. 3b. VICE PRESIDENT. During the absence and/or inability of the President to render and perform his or her duties or exercise his or her powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, shall be performed and exercised by the Vice President, successively in the order named (i.e., First Vice President, Second Vice President, etc.); and when so acting, he or she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President. The number of Vice Presidents of the Board shall be determined by vote of the Board of Directors.

Sec. 3c. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.

He or she shall give and serve all notices of the Corporation.

He or she shall be custodian of the records and of the seal and affix the latter when requested.

He or she shall keep accurate records reflecting the owners of the real estate within the District, alphabetically arranged, their respective places of residence, their post office address, the number of lots or tracts owned by each, and the time at which each person became such owner; and keep such records, subject to the inspection of any member of the Corporation, and permit such member to make extracts from said books to the extent and as prescribed by law.

He or she shall present to the Board of Directors at their stated meetings all communications addressed to him or her officially by the President or any officer or member of the Corporation.

He or she shall attend to all correspondence and perform all the duties incident to

the office of Secretary.

Sec. 3d. TREASURER. The Treasurer shall have the care of and supervise the funds and securities of the Corporation, and deposit or cause to be deposited all such funds in the name of the Corporation in such banks or banks, savings and loans, trust corporation or trust companies or safe deposit vaults as the Board of Directors may designate.

He or she may sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt there of, under the direction of the President or the Board of Directors and authorized by the Annual Budget.

He or she shall exhibit, or cause to be exhibited, at all reasonable times the financial records, books and accounts to any Director of the Corporation upon application.

He or she shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him or her and a full financial report at the annual meeting of the members.

He or she shall keep, or cause to be kept, correct books of accounts of all its business and transactions and such other books of accounts as the Board of Directors may require.

He or she shall notify members of their annual assessment as levied by the Board of Directors, and under direction of the Board, effect collection of same.

He or she shall prepare the annual budget subject to the review and amendment by the Board of Directors. The Board of Directors shall approve the budget and present to the membership the final version, for review, either at the annual meeting, a special meeting called for the propose of reviewing the budget or, if a reconsideration of a budget, by mail.

He or she shall do and perform all duties pertaining to the office of Treasurer.

Sec. 4. BOND. The treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board may direct.

Sec. 5. VACANCIES, HOW FILLED. All vacancies shall be filled by vote of the Board of Directors without undue delay, at its next regular meeting, or at a meeting specifically called for that purpose.

Sec. 6. COMPENSATION OF OFFICERS. The officers shall receive such

salary or compensation as may be determined by the vote of the membership at any regular or special meeting called for that purpose.

Sec. 7. REMOVAL OF OFFICERS. The Full Voting Board of Directors may remove any Officer by 2/3 vote at any regular or special meeting of the Board, at any time with or without cause.

Article IV

SEAL

Sec. 1. The seal of the Corporation shall be as follows

SEAL AFFIXED HERE

Article V

BILLS, NOTES, ETC.

Sec. 1. HOW MADE. All bills payable, notes, checks and other negotiable instruments of the Corporation shall be made in the name of the Corporation, and may be signed by the President and countersigned by the Treasurer, No officer or agent of the Corporation either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Corporation, except by resolution of the Board of Directors and as authorized by an approved budget.

Sec. 2. BUDGET. The Board of Directors shall approve an annual budget. The annual budget shall be presented to the membership for review at the annual meeting or other such meeting called for the purpose of presenting the budget.

Sec. 2a. AUTHORITY. The President and/or the Treasurer may disperse the funds of the Windham Park Homeowners' Association only if: 1) the expenditure has been funded by an approved budget that has been presented to the membership; 2) the expenditure has been funded by resolution of the Board of Directors as outlined in Section 2c below; or 3) there is no approved and presented budget, the most recent approved and presented budget shall be deemed in effect for prior existing legal

obligations until there is a current approved and presented budget. Discretionary expenditures require a current approved and presented budget.

Sec. 2b. DESCRIPTION. The budget shall list all expense line items by category. The approved budget of 1995 shall serve as an example of the minimum detail required for an approved budget. Each line item shall be identified, either by group or individually, as "required" or "discretionary." Required items are those line items that are: 1) legally required expenses (e.g., utilities and taxes); 2) required because of prior contract or law; 3) or the maintenance of Association equipment or property. Discretionary items are those items that are not required but up to the discretion of the Board and include Association equipment or property; improvement, beautification or addition. The budget shall make provision for a reserve fund to pay for major repairs and/or additions to the common property. The reserve fund may not be used to pay for operating expenses without member notification. The budget may make provision for a contingency fund to be used to pay for unexpected increases in "required" expenses and may be used at the Board's discretion during the year.

Sect. 2c. FUNDING RESOLUTIONS. The Board of Directors must approve all expenditures not specifically approved by the budget, as described in section 2a. The Board shall approve the use of the contingency fund to pay for overages in "required" categories. If there are insufficient funds in the contingency fund to pay for overages in "required" categories, the Board may approve the use of the reserve fund to pay for overages in "required" categories. The reserve fund may not be used for "discretionary" categories. The use of the reserve fund for any purpose must be reported to the membership within thirty days either by US mail, Association's web site, or in person at a membership meeting.

Sect. 3d. ANNUAL ASSESSMENT. The individual member annual assessment shall be determined by the Board of Directors. The assessment shall be equal for each lot except as prorated under the provisions of the Home Owners' Association Declaration.

Sect. 3e. EMERGENCY FUNDING. If the financial obligations of the Windham Park Home Owners' Association are greater than the total funds available then the Board shall levy a special assessment, in the same manner as the annual assessment, to pay for the deficit.

Article VI

FISCAL YEAR

Sec. 1. The fiscal year of the Corporation shall be the calendar year.

Article VII

AMENDMENTS

Sec. 1. HOW AMENDED. These By-Laws may be altered, amended, repealed or added to by a 2/3 vote of the Board of Directors at any regular meeting, or at a special meeting called for such purpose. However, if all Directors are present at any special meeting, these By-laws may be amended by an affirmative vote, without any previous notice. .

Adopted by the Board of Directors this 14 day of April, 2008.



President - Board of Directors

Printed Name: James G. Baird

Date: 4-14-2008



Secretary - Board of Directors

Printed Name: Mary Herman Doughty

Date: 4-14-2008