

BY-LAWS

of the

BERRYHILL FARM ESTATES HOMES ASSOCIATION, INC.

ARTICLE I

DEFINITION AND PURPOSE

- Section 1. This organization shall be known as the Berryhill Farm estates homes Association, Inc., a not-for-profit corporation, organized under the Statutes of the State of Kansas. The original Articles of Incorporation were filed with the Secretary of State, State of Kansas, and the charter issued on August 10, 1978.
- Section 2. The purpose of Berryhill Farm Estates Homes Association, Inc., is to govern and manage the Homes Association at Berryhill Farm Estates, and to carry on all other lawful corporate activities permitted by the State of Kansas.

ARTICLE II

ORGANIZATION

- Section 1. The office of Berryhill Farm Estates Homes Association, Inc., shall be located at 4121 West 83rd Street, Suite 158, Prairie Village, Johnson County, Kansas. The name of its registered agent at that address shall be Howard S. Levitan.
- Section 2. All owners of lots in the Berryhill Farm Estates are members of the Berryhill Farm Estates Homes Association. The terms of said membership and the dues to be assessed for said membership are set forth and shall be governed by the Homes Association Declaration filed of record in Johnson County, Kansas.
- Section 3. Berryhill Farm Estates Homes Association, Inc., shall be governed by a board of directors to be selected by a vote of the membership. The term of the directors and the rights and duties are set out in Article III below. That the original board of directors of Berryhill Farm Estates Homes Association, Inc., are set forth in the Declaration of Organization executed the 17th day of May, 1978 and shall continue to be the board of directors of this organization until notified.

Members

## ARTICLE III

### DIRECTORS

- Section 1. General powers: The business and affairs of the corporation shall be managed by its Board of Directors.
- Section 2. Number, Election and Term: The number of directors of the corporation shall be seven, each of whom shall be elected at the first annual meeting of the membership, and annually thereafter, and each of whom shall hold office until his successor has been elected and has qualified.
- Section 3. Regular meetings: A regular meeting of the board of directors shall be held quarterly on the 3rd Thursday of January, April, July and October. The Board of Directors may provide by resolution the time and place.
- Section 4. Special meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors.
- Section 5. Notice: Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram provided, however, that if the designated meeting place is without the State of Kansas, an additional five days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such, meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

- Section 6: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- Section 7: Manner of Acting: The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.
- Section 8: Vacancies: In case of the death or resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of the lot owners. A director elected to fill a vacancy shall serve as such until the next annual meeting of the lot owners.
- Section 9: Compensation: Directors as such shall not receive any stated salaries.
- Section 10: The Board of Directors may appoint a committee of its members or retain the services of an individual or firm to carry out and complete the functions of the organization. This delegation of authority may include all responsibilities previously charged to the Board of Directors.
- Section 11: The Board of Directors shall have a Chairman, Secretary and Treasurer. Their duties and responsibilities are set forth in Article IV below.

#### ARTICLE IV

- Section 1: Chairman of the Board: The Chairman of the Board shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the membership and of the Board of Directors. He may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the

corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 3. The Secretary: The Secretary shall: (a) keep the minutes of the membership and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman or the Board of Directors.

Section 4. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 5. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the corporation would be served thereby.

Section 6. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

## ARTICLE VI

### COMMITTEES

Section 1. As many committees as are necessary to successfully carry on the work of Berryhill Farm Estates Homes Association, Inc., shall be formed, and specifically those committees set forth in the Homes Association Declaration of Record.

Section 2. That the Board of Directors shall have the approval to form as many elective committees as are determined necessary by the Board of Directors. That these committees shall be under the immediate direction of the chairman, appointed by and responsible to the Chairman of the Board.

## ARTICLE VII

### MEETINGS OF MEMBERSHIP

- Section 1. The membership shall hold one meeting annually to elect the Board of Directors. Each member shall be notified in advance of the time and place of this meeting. Three or four members shall be elected for a period of one year and three or four members shall be elected for a period of two years. The number of each category will vary with the number of vacancies.
- Section 2. Regular meetings of the Board shall be held at such places as shall be determined by the Chairman of the Board. The place, date, and time of these regular meetings shall be stated in notices sent to the general membership.
- Section 3: Special meetings may be called by the Chairman of the Board or on written petition of one-fifth of the total membership.
- Section 4: At all meetings of the association, 25 present active members shall constitute a quorum for the transaction of business, and the act of a majority of the members present at which there is a quorum shall be the act of the membership.
- Section 5: All lot owners who have met all assessment obligations will be entitled to one vote per lot.

*The Board  
These notices  
should be  
sent*

*Quorum*

*Lot/v*

## ARTICLE VIII

### FISCAL YEAR

- Section 1. The Fiscal Year of Berryhill Farm Estates Homes Association, Inc., shall end July 31, 1978, and each year thereafter.

## ARTICLE IX

### AMENDMENTS

- Section 1: The By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any annual meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose. The Board of Directors may adopt emergency By-Laws as provided by Law.

Adopted on \_\_\_\_\_ day of \_\_\_\_\_ 1979.

\_\_\_\_\_  
Chairman

## MINUTES

The next item on the agenda was a discussion of amendments to the by-laws of the Association. Upon motion made, seconded and unanimously carried, the following resolutions were adopted:

WHEREAS, it is the intent of the Board of Directors of Berryhill Farm Estates Homes Association, Inc. to update and amend the by-laws of the Association, and

WHEREAS, Article IX of said by-laws provides that such by-laws may be amended at any annual or special meetings of the Board of Directors,

NOW, THEREFORE, BE IT RESOLVED that the By-Laws of Berryhill Farm Estates Homes Association, Inc. are hereby amended as follows:

### ONE.

Article II, Section 1, is hereby deleted and in lieu thereof the following shall be inserted:

### "ARTICLE II

#### ORGANIZATION

Section 1. The registered office of Berryhill Farm Estates Homes Association, Inc. is located at 5100 West 95th Street, Prairie Village, Kansas 66207, and the resident agent at such address is Larry Winn III."

### TWO.

Article III, Section 2, shall be amended by adding the following new sentence therein:

"Section 2. Number, Election and Term. The past president shall continue to serve as an ex officio non-voting member of the Board of Directors for one year succeeding his term in office."

### THREE.

A new Section 3 is hereby added to Article VI, as follows:

## "ARTICLE VI

### COMMITTEES

Section 3. In addition to any committees created under Sections 1 and 2 of this Article, there shall be created an Architectural Committee consistent with the provisions of Section 22 of the Declaration of Restrictions relating to Berryhill Farm Estates and filed of record in Volume 898, page 765 in the office of the Register of Deeds of Johnson County, Kansas. The membership of said committee shall be as set out in said Section 22, Paragraph A "Membership."

All new construction, reconstruction and external modifications of any kind and description proposed to be made by any person within the subdivision must be submitted to the Architectural Committee for prior approval. Reconstruction shall generally be defined as the rebuilding or repair of any portion of a structure which has suffered a casualty loss as such as the same is usually and customarily defined in fire and extended coverage insurance policies. External modification shall generally include any construction or reconstruction proposed to be made beyond the existing framework of an existing residence. External modification shall also include the placement of "specialty devices" including but not limited to microwave receivers, disks, dishes, radio antennas, ham radio receiving equipment, and energy devices.

Plans and specifications for new construction, reconstruction or external modification shall be submitted at least twenty (20) days prior to the commencement of said work. Work shall begin with six (6) months of Architectural Committee approval. If such work has not begun within said six (6) month period or in the event of a change or modification in any plans or specifications, reapproval of the Architectural Committee as it is then comprised shall be necessary.



All approval shall be in writing and said written approval shall incorporate by reference the specific plans and specifications which were submitted to the Architectural Committee. The Committee shall maintain a copy of the approved plans and specifications during the period of construction, reconstruction or modification, and shall further maintain said plans and specifications as a part of the permanent records of the Association."

BE IT FURTHER RESOLVED that the Secretary be and hereby is authorized to make the appropriate changes to the by-laws of the Association in accordance with the above resolution.

