

OXFORD HILLS WEST HOMES ASSOCIATION
BY-LAWS

ARTICLE I—DEFINITIONS

Section 1. The word "Association" as used herein shall mean the Oxford Hills West Homes Association, a not-for-profit corporation organized and existing under the laws of the State of Kansas (original Oxford Hills Homes Assn.)

Section 2. The word "property" as used herein shall mean any lot or tract of ground in Oxford Hills (West), a subdivision in Leawood, Johnson County, Kansas as recorded in the Office of the Register of Deeds of Johnson County, Kansas.

ARTICLE II—PURPOSE

The purpose of the Association shall be to unite the property owners in the subdivision known as "Oxford Hills West" into a not-for-profit corporation in order to encourage civic improvements and pride, to provide for and carry out any service, improvement or benefit which the Board of Directors, the officers, or the membership shall have duly authorized or approved, according to the By-Laws of this corporation, and to assume the duties, enforce the restrictions, and exercise the powers as authorized under the Declaration of Restrictions as filed by the Southgate Bank & Trust Co., Trustee of Imperial Development Trust, in the office of the Registrar of Deeds of Johnson County, Kansas on the 14th day of September, 1976.

ARTICLE III MEMBERSHIP

Section 1. Any person who shall be the record owner of Property shall be a member of the Association. There shall be one vote per property.

Section 2. If legal title to property is held by a corporation, then the Board of Directors of said corporation, by an appropriate resolution, shall designate some person on behalf of said corporation to be a member of the Association and such designated member shall have the same rights and privileges as any other member.

Section 3. If legal title to property is held by a minor, then the legal guardian of said minor may designate in writing himself or some other person as a member and such member shall have the same rights and privileges as any other member.

Section 4. If legal title to property is held by married persons, either may designate in writing the other who shall become a member with the same rights and privileges as any other member.

Section 5. Whenever property is owned in joint tenancy or by tenants in common, membership applicable to such property shall be joint and the rights of such membership including the voting power, shall be exercised only by the joint action of all owners of such property, provided, that such joint owners or tenants in common may designate in writing one of their number to serve as a member and when so designated such member shall have the same rights and privileges as any other member. Where property is owned by husband and wife as joint tenants or as tenants in common, either, but not both, may vote the membership.

Section 6. The Association or its Board of Directors shall be the sole judge of its membership and acts or proceedings of the Association made or done in the manner herein prescribed shall be conclusive as to all parties.

ARTICLE IV - VOTING RIGHTS

Section 1. At all scheduled meetings of the Association each member may vote in person or by proxy and in all proceedings shall have one vote.

Section 2. All proxies shall be in writing and filed with the Secretary prior to any meeting. No proxy shall extend beyond a period of three (3) months from the date given. A proxy shall cease automatically upon sale of the Property.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The management and corporate power of the Association shall be vested in a Board of five (5) Directors who shall be members of the Association.

Section 2. Directors shall be elected at the annual meeting of the Association for a term of two (2) years or until their successors are elected and qualified. Vacancies on the Board of Directors caused by resignation, death, or removal shall be filled by appointment by vote of a majority of the remaining Directors when assembled as a board. Such appointee shall hold office until the expiration of the term of the Director being replaced.

ARTICLE VI - ELECTION OF DIRECTORS: NOMINATING COMMITTEE

Section 1. Nominations for election to the Board of Directors shall be made by a Nominating Committee appointed by the President of the Association prior to the annual meeting and shall consist of any two (2) members of the Board of Directors of the Association and two (2) members of the Association other than Directors, with the President serving as chairman and ex-officio member of the committee.

ARTICLE VII - POWERS AND DUTIES OF DIRECTORS

Section 1. The Board of Directors shall conduct, manage, and control the property, affairs, and business of the Association, including but not limited to the determination of amount, levy and collection of assessments, and shall make all necessary rules and regulations for the guidance of officers and the management of the affairs and business of the Association, not inconsistent with the By-Laws, the Declaration of Restrictions, and the laws and ordinances of any duly constituted governmental body having jurisdiction.

Section 2. The Board shall cause to be kept a complete record of all their acts and proceedings and of the proceedings of the members. They shall present a complete record of all the finances of the Association showing all receipts and expenditures, and assets and liabilities.

Section 3. The Board shall appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and may require of them such security or fidelity bond as it may deem expedient.

Section 4. The Board shall determine who shall sign and countersign checks, drafts or other papers or documents with the Board reserving the right to require a bond, to be paid for at the Association's expense. All negotiable instruments shall be signed by the Treasurer and countersigned by the President, Vice President or Secretary.

Section 5. The Board shall decide all questions of membership and the sufficiency of petitions and proxies.

Section 6. The Board shall have the power to call meetings of the members as provided in Article VII.

Section 7. In the event any member of the Board of Directors shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may be action taken at the meeting during which said absence occurs, declare the office of said absent Director vacant.

ARTICLE VIII - DIRECTORS' MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held quarterly at such time and place, as the Board shall designate. The Secretary shall send written notice of such regular meetings at least seven (7) days prior to the date so designated.

Section 2. Special meetings of the Board of Directors may be held when called by any two (2) Directors after notice to each Director.

Section 3. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE IX-OFFICERS

Section 1. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. The officers shall be elected and hold office for two (2) years at the will of the Board of Directors.

Section 2. The President shall preside at all meetings of the Board of Directors, and members, shall see that all orders and resolutions of the Board of Directors are carried out, and shall sign all written instruments binding on the Association.

Section 3. The Vice President shall perform all the duties of the President in the absence of the President.

Section 4. The Secretary shall record the minutes of the meetings of the Board of Directors and of the Association and keep a permanent record thereof. He (or she) shall keep a record of the names and addresses of all members of the Association and shall be responsible for the sending of all notices.

Section 5. 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer and an officer designated by the board shall sign all checks and notes binding on the Association.

Section 6. The Treasurer shall keep proper books of account and shall prepare an annual budget and an annual balance sheet statement, which shall be presented to the membership at its regular annual meeting.

Section 7. Officers and Directors shall receive no compensation for their services.

ARTICLE X - COMMITTEES

Section 1. The committees of the Association shall consist of ~~permanent committees created by these By-Laws and such other committees or subcommittees may be formed by resolution of the Board of Directors or Association members~~ those created by the Board of Directors by resolution. [Amended September 24, 1991]

Section 2. All members of the committees shall be appointed by the President and approved by the Board of Directors. The tenure of each committee member shall end at the expiration of the regular term of office of the Association resident, except that the chairman of each committee shall also hold office until his successor is duly appointed.

Section 3. The Chairman of each committee shall be appointed by the President and approved by the Board of Directors. All committee chairmen shall hold office at the will of the Board of Directors.

Section 4. [Deleted September 24, 1991] ~~The permanent committees of the Association and their respective duties shall consist of:~~

~~A. Services Committee: The purpose of the committee will be to maintain high quality, uninterrupted services such as trash collection, garbage and sewers, street maintenance, park and parkway care and development, and other maintenance of the common areas as provided by the Declaration of Restrictions.~~

~~B. Finance Committee: This committee shall study and make recommendations concerning the amount of homes association assessments and shall prepare an annual budget for presentation to the Board of Directors. It shall have access to all of the financial records of the Association.~~

~~C. Restrictions Committee: This committee shall hear and investigate complaints of Association members concerning violations of the Restrictions affecting Oxford Hills and make recommendations to the Board of Directors as to the action to be taken concerning violations of Restrictions.~~

~~D. Public Relations Committee: This committee shall be responsible to the Association for the welcoming of new members, distribution of news and assemblance of other publications pertaining to the Association.~~

~~E. Recreation Committee: This committee shall study and plan all recreational and social activities to be sponsored by the Association and make recommendations to the Board of Directors.~~
~~F. Each permanent committee shall select from among its members a secretary who shall keep a record of the acts and recommendations of the committee, which shall be turned over to the successor committee chairman.~~

Section 5. Each committee shall consist of one or more directors and may include Association members. The President shall be an ex-officio member of each committee.

ARTICLE XI - FISCAL YEAR

Section 1. The fiscal year of the Association shall end on ~~March 31~~ December 31. [Amended February 26, 2004]

ARTICLE XII - MEETING OF MEMBERS

Section 1. The annual meeting of the members of the Association shall be held in April each year or any other date as specified by the Board of Directors, following the end of the fiscal year, at a location to be designated by the Directors.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth (1/4) of all of the Votes of the entire membership.

Section 3. Notice of any meeting shall be given by the Secretary to the members by sending a copy of the notice through the mail, at the address of the member appearing on the books of the Association. Notice of any meeting, regular or special, shall be mailed at least ten (10) days prior to the meeting and shall set forth the nature of the business to be transacted.

Section 4. The presence at the meeting of ten percent (10%) of the membership in person or by proxy, shall constitute a quorum for the transaction of business, For the purpose of ascertaining the total membership, the count shall be as of the close of the fiscal year last ended and shall be to the nearest full number. If for want of a quorum the annual meeting of members shall not be held on the date designated or should the members fail to complete an election of Directors or pass on other business under consideration, those present may adjourn the meeting from day to day until the same can be accomplished.

ARTICLE XIII - EXAMINATION OF BOOKS AND RECORDS

Section 1. The books and records of the Association may be inspected by any member of the Association at reasonable times during regular business hours.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Each Director and Officer of the Association and each former Director and Officer of the Association shall be held harmless and indemnified by the Association against all cost and expense including legal fees actually and necessarily incurred by the Director or Officer or imposed in connection with the defense of, and against all liabilities arising out of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a Director or Officer of the Association, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding, without such judgment being reversed, to have been liable for misconduct in performance, of his or her duties. In the event of the settlement of any such action, suit, or proceeding prior to final judgment, the Association shall also make reimbursement or payment of; the cost, expense, and amount paid or to be paid in settling any such action, suit, or proceeding. When such settlement appears, to a majority of the Directors who are not involved, to be in the interest of the Association, Such indemnification shall be deemed exclusive of any rights to which those indemnified hereby may be entitled under any agreement or otherwise.

ARTICLE XV - AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be amended or repealed and new By-Laws may be adopted, at any meeting of the members, by a vote of two-thirds (2/3) of the membership of the Association present in person or by the Board of Directors when so authorized at any meeting of the membership of the Association.

Section 2. In the case of any conflict between the Declaration of Restrictions and these By-Laws, or the Articles of Incorporation and these By-Laws, the Declaration and Articles shall control.

ARTICLE XVI - GENERAL PROVISIONS [Adopted October 24, 1991]

Section 1. Annual dues and assessments for the fiscal year shall be due and payable by ~~March 31~~ December 31 for the following year. An eight (8%) percent penalty shall be applied to any unpaid amount after March 31. [Amended February 26, 2004]

Section 2. Enforcement. The covenants restrictions, reservations and conditions contained herein or recorded pertaining to this development together with any liens for unpaid dues and/or assessments shall run with the land and shall be binding upon all persons purchasing, leasing, subleasing, occupying, owning and otherwise having an interest in any Lot, their heirs, personal representatives, administrators, successors, grantees and assigns. After the date on which this instrument has been recorded, these covenants, restrictions, reservations and conditions and all decisions of the Association or its Board of Directors, which shall have the right and duty to enforce the same and expend Association monies in pursuance thereof, and also may be enforced by the Owner of any Lot or any one or more of said parties. Any lien, liability or obligation arising as the result of a breach of the covenants, restrictions reservations and conditions including unpaid dues and assessments shall be binding upon and effective against any Owner of the premises, other than one whose title thereto is acquired by foreclosure of a mortgage, or deed of trust sale or equivalent proceedings. Any person shall take such title subject to the lien hereof for all the charges pursuant to the provisions of this Declaration that have accrued up to the time of such taking of title, and subject to the lien hereof for all the charges that shall accrue subsequent to the taking of such title. Any person or entity acquiring title by foreclosure, or forfeiture of an agreement of sale, or sheriff's sale or equivalent proceedings, shall take title subject to the liens hereof for only those charges that accrue subsequent to the taking of such title. The breach of any of the covenants, restrictions or conditions may be enjoined or reviewed by appropriate proceedings notwithstanding the lien or existence of any mortgage or deed of trust.

ALL INSTRUMENTS OF CONVEYANCE OF ANY INTEREST OF ALL OR ANY PART OF A LOT SHALL CONTAIN REFERENCE TO THIS INSTRUMENT AND SHALL BE SUBJECT TO THE COVENANTS, RESTRICTIONS, RESERVATIONS AND CONDITIONS THEREIN. THIS INSTRUMENT SHALL BE BINDING UPON ALL RESALE PURCHASERS OF LOTS AND UPON ALL PERSONS AFFECTED BY ITS TERMS, WHETHER OR NOT EXPRESS REFERENCE IS MADE TO THIS INSTRUMENT IN ANY SUCH INSTRUMENT OF CONVEYANCE.

Enforcement shall be by proceedings at law or in equity against any person or persons violating or attempting to violate any covenant either to restrain or to recover damages.

Section 3. Attorney's Fees. In the event the Association employs an attorney or attorneys to enforce the collection of any amounts due pursuant to this document or in the connection with any lien provided for herein, or the foreclosure thereof, or to enforce compliance with or specific performance of the terms and conditions of this Declaration, the Owner, Owners and parties against whom the action is brought shall pay all attorney's fees, costs and expenses thereby incurred by the Association in the event the Association prevails in any such action.