

AMENDED AND RESTATED BYLAWS  
OF  
THE TOMAHAWK ROAD HOMES ASSOCIATION

Preamble

The Bylaws of The Tomahawk Road Homes Association, a Kansas not-for-profit corporation (herein referred to as the "TRHA"), as originally adopted and previously amended, are hereby amended and restated in their entirety and are entirely superseded by these Amended and Restated Bylaws of the TRHA (these Bylaws), as hereinafter set forth, effective as of the 1<sup>st</sup> day of January, 2020.

**Article I**

**Purposes**

The aims and purposes of the TRHA shall be:

- (a) To represent the members of the TRHA in appropriate discussions and matters of common interest with the City of Mission Hills.
- (b) To develop viewpoints and positions on local matters and to seek implementation of such by the City of Mission Hills.
- (c) To provide financial support for the improvement and beautification of the City of Mission Hills, surrounding areas, and especially the area of the TRHA.
- (d) To observe the area covered by the TRHA such as streets, sidewalks, curbing, storm drainage, parks, trees, etc. to help the City of Mission Hills maintain the area in the most attractive conditions permitted under the approved budget.
- (e) To encourage and fund opportunities for community engagement within the TRHA.
- (f) To make recommendations to the City of Mission Hills with the principal view of assisting the City to maintain its enviable reputation of being one of America's truly beautiful cities.

(g) To perform the duties and exercise any and all of the rights and powers of the TRHA set forth in the TRHA Declaration dated June 18, 1935, recorded with the Register of Deeds for Johnson County, Kansas, in Misc. Book 20 at Page 611, (the "Declaration").

(h) To perform any other lawful act or activity that may be authorized by these Bylaws, as the same maybe hereafter amended.

## **Article II**

### **Members**

Section 1. Any person who shall be the owner of the legal title to any lot or tract of ground upon which there is or may be erected a residence in accordance with the building restrictions which are now of record or which may be placed of record thereon, within the limits of the district as it now exists or may hereafter exist, as the term "district" is defined in the TRHA Declaration, shall be eligible for membership in the TRHA. Voluntary members who own a lot adjacent to the area covered by TRHA and who pay the annual dues shall also be eligible for membership in the TRHA.

Section 2. In case the legal title is held by a corporation, then the board of directors of said corporation, or its president or vice president, may designate in writing some person to be a member of the TRHA, and such member shall have the same rights and privileges as any other member.

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

Section 4. Any owner of legal title may designate in writing some person to be a member of the TRHA as his/her representative and such representative shall have the same rights and privileges as any other member.

Section 5. When any such lots or tracts are owned in joint tenancy or tenancy in common, the membership as to such lots shall be joint and the rights of such membership, including the voting arising therefrom, shall be exercised only by the joint action of all owners of such lots or tracts respectively; provided, however, that such owner 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.

Section 6. There shall be no charge for membership in the TRHA except the charge or assessment as set forth in the Declaration.

Section 7. The Board of Directors shall be the sole judge of the TRHA's

membership, and any acts or proceedings of the TRHA made or done in the manner herein prescribed shall be conclusive as against all parties. In case a member owns a legal title to one or more such lots or tracts and conveys the title to another party, such party shall become a member of the TRHA and shall be entitled to all of the rights and benefits of membership.

Section 8. Each member in good standing as evidenced by the books of the TRHA shall be entitled to vote at any meeting of the members of the TRHA.

Section 9. Only owners of one or more tracts of land in this District and voluntary members, or their duly accredited representatives as herein provided, shall be eligible to membership in the TRHA. No member shall have the right to more than one ballot at any election or on any question, although the member may own more than one lot or tract of land.

### **Article III**

#### **Board of Directors**

Section 1. The corporate power of the TRHA shall be vested in a board of seven directors who shall be members of the TRHA, and four shall constitute a quorum for the transaction of business.

Section 2. All Directors shall be bona fide residents of the District or voluntary members, and at all times be members of the TRHA in good standing. All Directors shall be elected annually by the members of the TRHA at an TRHA meeting to serve for a period of three years from the regular TRHA meeting when the election occurs or should have occurred, and until their successors are elected and qualified. The terms of the Directors in office on the effective date of these Bylaws are staggered, and therefore the number of Directors to be elected at each annual meeting of the members shall be that number of Directors whose terms are to expire as of the date of such annual members' meeting. Existing Directors shall complete their terms, with two Directors elected in 2020 and 2021, and with three Directors elected in 2022. Thereafter, this 2-2-3 rotation of Directors will continue. Directors shall serve no more than two consecutive terms. Serving one year or less of an unexpired term by appointment, as provided in Section 3 below, shall not be considered as one of the two consecutive terms; however, serving more than one year of an unexpired term shall be considered as one of the two consecutive terms.

Section 3. Vacancies in the Board of Directors caused by resignation, death or removal from the District shall be filled by the remaining Directors when assembled as a Board. Such appointee shall hold office until the expiration of the term of the Director whose place the appointee has taken.

## **Article IV**

### **Powers and Duties of Directors**

The Directors shall conduct, manage and control the affairs and business of the TRHA and shall make all necessary rules and regulations not inconsistent with the laws of the State of Kansas or those for guidance of officers and management of the affairs of the TRHA. They shall adopt a budget for presentation at the annual meeting and shall cause to be kept a complete record of all their minutes and acts and of the proceedings of the members.

## **Article V**

### **Officers**

Section 1. The officers of the TRHA shall be a President, Vice President, Secretary and Treasurer which officers shall be elected by the Board of Directors. No compensation shall be paid to the Directors or the officers of the TRHA. All officers must be members of the TRHA. The offices of Secretary and Treasurer may be held by the same person.

Section 2. The President shall preside over all meetings of the members and Directors, shall sign all instruments of writing to be executed by the TRHA, and, as the President may be directed by the Board of Directors, shall perform such other duties as are usually performed by the chief executive officer of a corporation or as may be conferred upon the President by the Board of Directors, but the President's authority shall at all times be subject to the control and direction of the Board of Directors.

Section 3. It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors and of the members. The Secretary shall keep records of the TRHA. The Secretary shall serve all notices required either by law or these Bylaws of the TRHA, but, in case of the Secretary's absence, inability, refusal or failure to do so, then such notices may be served by any person so directed by the President or Vice President of the TRHA.

Section 4. The Treasurer shall receive and deposit in the bank, as the Board of Directors may direct, all funds of the TRHA subject to the check of such officers as the Board of Directors shall designate.

Section 5. The Vice President shall have all the powers and perform all of the duties of the President in case of the death, absence from the county or inability of the President to serve.

**Article VI**

**Meetings**

Section 1. The annual meeting of the members of the TRHA for the election of Directors and for the transaction of such other business as may come before the meeting shall be held at the time and place selected by the Directors provided said meeting shall occur between January 1 and February 15 annually. Each member shall be notified at least ten days prior to the date of the annual meeting at the member's last known place of residence or business.

Section 2. At any meeting of the members, ten members shall constitute a quorum for the transaction of business, and it shall be necessary for a majority of the quorum to vote for any director, resolution or proposition before the same may be declared or adopted, except as otherwise provided in these Bylaws or the Declaration.

Section 3. If, for want of a quorum or other cause, any annual members' meeting shall not be held during the period above-named, or, should the members fail to complete an election of Directors or such other business as may be presented for their consideration, those present may adjourn from time to time until the same can be accomplished.

Section 4. The President, or any two of the Directors, may call special meetings of the Directors at any time, and notice shall be given of such called meetings and the purpose of the meeting to each Director at the last address left with the Secretary, at least ten days before the time of meeting or by serving personally such notice on each Director five days before such meeting.

Section 5. Notices specified in this Article for members need to be given only to members appearing as such on the books of the TRHA.

**Article VII**

**Voting**

Section 1. At any TRHA meeting, each member may vote either in person or by proxy. All proxies shall be in writing in a form at similar to this:

**PROXY FOR TRHA MEETINGS**

I, \_\_\_\_\_ being a qualified member of the TRHA owning property at \_\_\_\_\_, appoint (Proxy's Name) \_\_\_\_\_ my true and lawful attorney, in my name, place and stead, to vote for me as my Proxy at the meeting of the members of the TRHA on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, on

such other day to which the meeting may be adjourned, and giving to said attorney full power and authority to act for me in my name at the said meeting upon any matter of business as may lawfully come before such meeting as I could do if personally present, and I hereby ratify and confirm that my proxy may do in my name, place and stead.

Signature of TRHA Member \_\_\_\_\_

I hereby accept the Proxy.

(Signature) \_\_\_\_\_

PROXY MUST BE DELIVERED TO THE SECRETARY PRIOR TO CALLING MEETING TO ORDER.

Section 2. Proxies must be delivered to the Secretary before the meeting is called to order. No Directors, however, shall be permitted to vote at any meeting of the Directors unless he is present in person to cast his vote. In all proceedings of the members' meetings, each member shall have one vote. All votes shall be by ballot, unless waived by unanimous consent.

## **Article VIII**

### **Amendments**

These Bylaws may be repealed or amended, or new bylaws may be adopted, at any meeting of the members, by a vote of a majority of the quorum of the members of the TRHA present at any such meeting; provided that the officer or member of the TRHA suggesting additions to or amendments of these Bylaws supplies the Secretary a written copy of the proposed additions or amendments sufficiently in advance of the next meeting of the members so that copies of the additions or amendments may be sent to all members of the TRHA with the notice of the meeting for such members' consideration.

## **Article IX**

### **Indemnification**

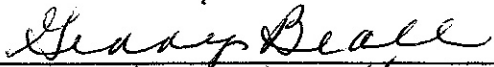
Section 1. Each person who is or was a director or officer of the TRHA (each, a "Responsible Person"), including the heirs, executors, administrators or estate of such Responsible Person, shall be indemnified by the TRHA to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any expenses, costs, judgments, fines and amounts paid in settlement (including attorneys' fees) actually and reasonably incurred by such person in his or her capacity as, or arising out of his or her status as, a director or officer of the TRHA while

acting in good faith and in a manner reasonably believed to be in, or not opposed best interests of the TRHA. The indemnification provided by this Bylaw provision not be exclusive of any other rights to which those indemnified may be entitled under other bylaw or under any agreement, vote of members or disinterested Directors otherwise, and shall not limit in any way any right which the TRHA may have to different or further indemnifications with respect to the same or different persons or classes of persons.

Section 2. No person shall be liable to the TRHA for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by her as a director or officer of the TRHA, if such person (a) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances of the conduct of his own affairs, or (b) took or omitted to take such action in reliance on the advice of counsel for the TRHA or upon statements made or information furnished by other Responsible Persons of the TRHA which he or she had no reasonable ground to disbelieve.

CERTIFICATION

THE UNDERSIGNED, being the duly elected, incumbent and acting Secretary of the TRHA, hereby certifies that the within and foregoing Amended and Restated Bylaws of the Tomahawk Road Homes Association were duly adopted at a special meeting of the members of the TRHA held on January 22, 2020.

  
Name: Ginny Beall  
Title: Secretary