

WOODSONIA HOMES ASSOCIATION

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1. Any person who shall be the owner of the legal title to any lot or tract of ground within the following described limits to-wit: WOODSONIA shall be a member of this Association.

In case 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 this Association and such member shall have the same rights and privileges as any other member.

In case 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.

In case legal title is held by a wife, she may designate in writing her husband and he may become a member with the same rights and privileges as any other member.

Whenever such lots or tracts of land 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 power, shall be exercised only by the joint action of all owners of such lots and tracts respectively; provided, however, that such 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.

SECTION 2. No charges shall be made for the privilege of membership except the maintenance charge or assessment as set forth in the Agreement which now affects a portion of the land within the describe limits, which Agreement was dated May 17, 1988 and recorded in Book 2791 at Page 386 in the office of the Register of Deeds of Johnson County, Kansas.

Membership in said Association shall be non-transferable except on transfer of legal title to the lot and then only when such transfer is made on the books or records of the Association.

SECTION 3. The Association or its Board of Directors shall be the sole judge of its membership and any acts or proceedings of the Association made or done in the manner herein described shall be conclusive as against all parties. In

case a member owns the legal title to one or more such lots or tracts and conveys the title to another party, such party may become a member of the Association and shall thereupon be entitled to the same rights and privileges as any other member.

SECTION 4. The recordholder of a membership as shown by the records of the Association shall be entitled to vote at any member's meetings of the Association, unless such membership has been by resolution of the Directors previously declared forfeited and void because of the transfer of legal title to real estate in Woodsonia or within the limits of the above described land.

ARTICLE II DIRECTORS

SECTION 1. The corporate power of this Association shall be vested in a Board of seven (7) Directors who shall be members of the Association, and four (4) shall constitute a quorum for the transaction of business.

SECTION 2. All Directors shall be bone fide residents of Woodsonia. All Directors shall be elected to serve for three (3) years or until their successors are elected and qualified; provided, however, that seven (7) Directors shall be elected at the first annual meeting of the members of the Association for the purpose of election of first Directors and such Directors as elected to the first Board shall draw lots and select two (2) Directors by lot to serve for a period of three (3) years, select two Directors by lot to serve for a period of two (2) years, and select three Directors by lot to serve for a period of one (1) year. Thereafter, three (3) Directors, as the case requires to fill vacancies of the retiring Directors, shall be elected by ballot at the annual meeting of the members.

SECTION 3. Vacancies in the Board of Directors cause by resignation, death or removal from the land first above described, 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.

SECTION 4. Prior to the annual meeting of the Association a nominating committee shall be appointed by the President of the Association consisting of two (2) members of the Board of Directors of the Association and two members of the Association other than Directors, with the President serving as an ex-officio member of the nominating committee. The nominating committee may present a slate of candidates for consideration by the Association at its annual meeting. Nominations shall always be accepted from the floor during the annual meeting of the Association.

ARTICLE III POWERS AND DUTIES OF DIRECTORS

The Directors shall conduct, manage and control the affairs of the Association and shall make all necessary rules and regulations, not inconsistent with the laws of the United States of America, the State of Kansas or the governing municipal authority. They shall cause to be kept a complete record of all their minutes and acts, and of the proceedings of the members, and they shall present a complete financial statement at the regular annual meeting of the members, showing in detail the assets and liabilities of the Association, and the condition, in general, of its affairs.

They shall appoint and remove at will all agents, servants and employees of the Association, and require from them security for faithful service whenever they shall deem it necessary, in the exercise of such other powers and duties as set forth in these By-Laws.

ARTICLE IV OFFICERS

SECTION 1. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected by and hold office at the will of the Directors. The tenure of office of all officers of the Association, shall be fixed and determined by the Board of Directors. All officers must be Directors.

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 Association, and as 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 whose authority 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 the corporate seal and records of the Association. The Secretary shall serve all notices required either by law or by the By-Laws of the Association, but in the case of 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 Association.

SECTION 4. The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may direct, all

funds of the Association, subject to the check by such officers as the Board of Directors shall designate.

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

SECTION 6. Officers and Directors shall not receive any compensation or salary for services.

ARTICLE V MEETINGS

The annual meeting of the members of the Association for the election of Directors and for the transaction of such other business as may come before the assembled members, shall be held in Shawnee, Kansas, on or before the third Wednesday of October or any other date as specified by the Board of Directors, and shall be called in writing mailed at least ten days prior to the date of the meeting to each member at his or her last known place or residence or business, unless this address shall be changed and a different address be given by such member to the Secretary of the Association, in which case such notice shall be sent to the address so given.

Special meetings of the members shall be called in like manner after five days notice, but the call for any such special meeting shall designate the purpose of the meeting.

At any meeting of the members, ten (10) members shall constitute a quorum for the transaction of business and it will be necessary for a majority of the quorum to vote for any Director, resolution or proposition before the same may be declared elected or adopted, except as otherwise provided for in these By-Laws or the Agreement or declaration hereinbefore mentioned in Section 2, Article I.

If, for want of a quorum or any other cause, annual members' meetings shall not be held on the date 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 day to day until the same can be accomplished.

Regular meetings of the Board of Directors shall be held at such time as may be provided by the Board of Directors by resolution. No notice of the regular meeting of the Board of Directors need be given.

The President or any two (2) Directors may call a special meeting of the Directors at any time and notice shall be given of such called meetings by depositing in the United

States Post Office, a written or printed notice thereof, with the postage thereon paid, addressed to each Director at the last address left with the Secretary, at least four (4) days before the time of the meeting, or by serving personally such notice on each Director one day before the meeting.

Notices specified in this article for members need be given only to members appearing as such on the books of the Association.

ARTICLE VI VOTING

At all Association meetings each member may vote either in person or by proxy. All proxies shall be in writing and filed with the Secretary. No Directors, however, shall be permitted to vote at any meeting of the Directors unless he or she is present in person to cast a 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 VII AMENDMENTS

These By-Laws may be repealed or amended, or new By-Laws may be adopted, at any meeting of the members, by a vote of two thirds (2/3rds) of the membership of the Association present at any such meeting, or by the Board of Directors when thereunto authorized at any meeting of the members, or by the evidence written consent of a majority of the members of the Association.