

BYLAWS
OF
WESTMONT HOMES ASSOCIATION, INC.

ARTICLE I

OFFICES

1.1 Name. The name of the corporation is Westmont Homes Association, Inc. It is incorporated under the laws of the State of Kansas as a corporation not-for-profit.

1.2 Location. The principal office of the corporation shall be located at 8223 West 103rd Street, Overland Park, Kansas 66212, but meetings of members and directors may be held at such other places as may be designated by the board of directors.

ARTICLE II

DEFINITIONS

2.1 Association shall mean the Westmont Homes Association, Inc., its successors and assigns.

2.2 District shall mean all of the property which is now or hereafter within the jurisdiction of the Association as provided in the Declaration.

2.3 Common Areas shall mean (i) street right-of-ways, (ii) streets and street islands, (iii) gateways, entrances, monuments and other similar ornamental areas and related utilities and landscaping constructed or installed by the developer at or near the entrance of any street, (iv) berms, fences and related landscaping constructed or installed by the developer along 119th Street or Antioch Road, (v) sprinkler systems installed by the developer, and (vi) all other areas and places, together with all improvements thereon and thereto, the use, benefit or enjoyment thereof is intended for all of the owners within the district, whether or not any "common area" is located on any lot.

2.4 Street shall mean any public or private street, road, terrace, drive, circle or boulevard shown on any recorded plat of all or part of the District.

2.5 Lot shall mean any lot as shown as a separate lot on any recorded plat of all or part of the District; provided, however, that if an owner, other than the Developers, owns all or

part of one or more adjacent lots upon which only one residence has been, is being, or will be erected, then such adjacent property under common ownership shall be deemed to constitute only one "Lot".

2.6 Owner shall mean the record owner in fee simple of any Lot in the District, including the Developer.

2.7 Declaration shall mean the Certificate of Substantial Completion and Formation of Homes Association recorded as Instrument No. _____, in Book _____ at Page _____ in the office of the Register of Deeds of Johnson County, Kansas as such Declaration may be amended from time to time.

2.8 Developer shall mean and refer to North Star Development Company, Inc., a Kansas corporation, and its successors and assigns.

ARTICLE III

MEMBERSHIP

3.1 Membership. Membership in the Association shall be limited to any person or entity who is the Owner of the fee interest or of an undivided portion of the fee interest in any Lot which is now or hereafter within the jurisdiction of the Association. Persons or entities who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association. The Board of Directors shall be the sole judge of the qualifications of its members and of their right to participate in its meetings and proceedings, except as provided herein, in the Articles of Incorporation of the Association and in the Declaration.

3.1.1 Membership for Guardians of Minors. In case the legal title to a Lot in the District is held by one or more minors, their natural or legal guardian or guardians shall be eligible for membership or, if there be more than one such guardian, they shall jointly have the right to cast only one (1) vote for any candidate at any election or on any question or such guardians may designate in writing one (1) of them as a member in their stead and such person shall thereupon become eligible for membership, subject to the approval of the board of directors.

3.1.2 Membership for Representatives of Corporations. In case the legal title to a Lot in the District is held by a corporation, partnership or other entity, the Owner may designate, by filing a written instrument with the Association, any person as its member representative who shall thereupon become eligible for membership, subject to the approval of the Board of Direc-

tors of the Association.

3.2 Suspension of Membership. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association as provided in the Declaration, the voting rights and the right to use the recreational facilities in or available to the District may be suspended by the board of directors until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed ninety (90) days, for violation of any of the rules and regulations established by the board of directors governing the use of the Common Areas and the recreational facilities in or available to the District.

ARTICLE IV

VOTING RIGHTS

The Association shall have only one class of members, which shall consist of all of the persons and entities who are members as provided in Article III. Members shall be entitled to one vote for the Lot in which they hold the interest required for membership. When more than one person holds such interest in any Lot, all such persons shall be members and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast by members with respect to any Lot.

ARTICLE V

USE OF COMMON AREAS

5.1 Undedicated Common Areas. The Owners of Lots within the District shall have the right to the use of all Common Areas appearing as undedicated common areas on the plat of the District, or as may appear on subsequent plats of the District, or as may be created by separate document filed for that purpose with the Register of Deeds of Johnson County, Kansas, by the Developer, or as may otherwise be created.

5.2 Rules and Regulations. The Board of Directors shall have the right and the power to make reasonable rules and regulations which shall govern the use of the Common Areas.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Number. The business and affairs of the Association shall be managed by a Board of Directors, composed of seven (7) directors. Each director named in the Articles of Incorporation

shall hold office unless sooner removed or disqualified until the first annual meeting of the board and until his successor is duly elected and has commenced his term of office. Each individual elected as a director shall serve for a term of three (3) years and until his successor is duly elected and has commenced his term of office. In the initial election, two (2) directors shall be elected for one year, two (2) for two years and three (3) for three years. Their successors shall be elected for three (3) years each.

6.2 Qualification. All directors, other than the initial directors named in the Articles of Incorporation, shall be members in good standing of the Association, and of lawful age.

6.3 Removal. Any director may be removed from the board of directors, with or without cause, by a majority vote of the members of the Association entitled to vote. In the event of death, resignation or removal of a director, his successor shall be elected by the remaining members of the board of directors and shall serve the unexpired term of his predecessor.

6.4 Compensation. No director shall receive compensation for the service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

6.5 Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

MEETING OF DIRECTORS

7.1 Annual Meetings. Annual meetings of the board of directors shall be held following the annual meeting of the members at such place as may be fixed by the board.

7.2 Regular Meetings. Regular meetings of the board of directors shall be held at such place and time as may be fixed from time to time by the board. However, meetings shall be held no less frequently than every ninety (90) days.

7.3 Special Meetings. Special meetings of the board of directors shall be held when called by the president of the Association or by any two directors.

7.4 Notice of Special Meetings. Written or printed notice stating the place, day and hour of a special meeting and the purpose or purposes for which the meeting is called, shall

be delivered to each director not less than five (5) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Association, with postage thereon prepaid.

7.5 Waiver of Notice. Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the 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.

7.6 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Except as provided in Article XVI hereof, every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

7.7 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

7.8 Meetings by Conference Telephone or Similar Communications Equipment; No Proxy Voting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, members of the board of directors of the Association, or any committee designated by the board, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting. There shall be no voting by proxy of board members.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the board of directors shall be made from the floor at the annual meeting of the members or by a nomination committee appointed by the president of the board.

8.2 Election. Election to the board of directors shall

be by written ballot. At any such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

8.3 Commencement of Term of Office. A director shall be deemed elected at the time of his election, but he shall not be deemed to have commenced his term of office or to have any of the powers or responsibilities of a director until the time he accepts the office of director either by a written acceptance or by participating in the affairs of the Association at a meeting of the board of directors or otherwise.

ARTICLE IX

POWERS OF THE BOARD OF DIRECTORS

The board of directors shall have the power to:

9.1 Scope. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these bylaws, the Articles of Incorporation, or the Declaration.

9.2 Rules and Regulations. Adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof; provided, however, that the board of directors may not, in any event, revoke, limit, restrict, or suspend in any way, the right of any Owner to use and enjoy any street for ingress or egress.

9.3 Employment. Employ (and contract with for such periods of time and on such terms as may be deemed appropriate) agents, independent contractors, managers and employees, and to prescribe their duties and responsibilities, provided, however, no such contract shall be for a period in excess of one (1) year.

9.4 Records and Reports. Cause to be kept a complete record of all its acts and of the corporate affairs of the Association and to present reports thereof to the members.

9.5 Supervision. Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

9.6 Assessments. As more fully provided in the Declaration, provide for the levying of the annual assessment against each Lot and any special assessment against any Lot.

9.7 Certificates. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth

whether or not an assessment has been paid. A reasonable charge may be made by the board of directors for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment.

9.8 Insurance. Procure and maintain public liability insurance, fire and extended coverage hazard insurance and other insurance on property owned by the Association in such sums as may be deemed appropriate.

9.9 Bonding. Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate.

9.10 Maintenance. Cause the Common Areas to be maintained and to enter into agreements with the Developer regarding the sharing of expenses related thereto.

9.11 Committees. Appoint an executive committee and other committees and delegates to such committees any of the powers and authority of the board of directors in the management of the business and affairs of the Association. Any such committee shall be composed of two (2) or more directors.

9.12 Performance. To conduct the affairs of the Association and to perform all acts and do all things required to be done by the Association by the Declaration or otherwise; and perform all acts and do all things permitted or required of a board of directors of a not-for-profit corporation under the laws of the State of Kansas.

ARTICLE X

MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meetings of the members of the Association shall be held on the third Tuesday of October of each year, at such place as may be fixed by the board of directors. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be presented and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the board of directors, or upon written request of members holding at least one-fourth (1/4th) of the votes of the members.

10.3 Notice of Meetings. Written notice of each general meeting of the members shall be given by, or at the direction of, the secretary or persons authorized to call the meeting, by

mailing a copy of such notice, postage prepaid, at least five (5) days before a regular meeting and at least ten (10) days before a special meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

10.4 Quorum. The presence at a meeting, in person or by proxy, of members entitled to cast at least one-third (1/3rd) of the total votes of the membership shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be obtained. Except as otherwise provided in the Declaration or the Articles of Incorporation or by law, a majority vote of those present at a meeting at which a quorum is present shall be necessary to transact any business.

10.5 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the meeting. Every proxy shall be revocable and shall automatically cease to be effective, if not sooner terminated by its terms or revoked, upon the expiration of two (2) years from the date of its issuance or upon conveyance by the member of his Lot, whichever event shall occur sooner.

ARTICLE XI

OFFICERS AND THEIR DUTIES

11.1 Enumeration of Offices. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer, who shall at all times be members of the Board, and such other officers as the Board may from time to time elect.

11.2 Election of Officers. Initially, the officers shall be elected by the board of directors named in the Articles of Incorporation at the first meeting of that body, to serve at the pleasure of the board until the first annual meeting of the board and until their successors are duly elected and qualified.

At the first and each subsequent annual meeting of the board of directors the newly elected board shall elect officers to serve at the pleasure of the board until the next annual meeting of the board and until their successors are duly elected and qualified.

An officer shall be deemed qualified when he enters upon the duties of the office to which he has been elected or

appointed and furnishes any bond required by the board or these bylaws; but the board may also require of such person his written acceptance and promise faithfully to discharge the duties of such office.

11.3 Special Appointments. The board of directors may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

11.4 Resignation and Removal. Any officer may be removed from office by the board of directors with or without cause. Any officer may resign at any time by giving written notice to the board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.5 Vacancies. A vacancy in any office shall be filled by the board of directors at the earliest possible time. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

11.6 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any other offices except in the case of special offices created pursuant to this Article.

11.7 Duties. The duties of the officers are as follows:

President. The president shall be the chief executive officer of the Association and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the Association. He shall preside at all meetings of the membership and at all meetings of the board of directors. He shall be ex officio a member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the board of directors.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board of directors and of the members, shall keep the corporate seal of the Association and affix it on all papers required to have the

seal affixed thereto, shall serve notice of meetings of the board and of the members, shall keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties, and have such other powers as may be prescribed by the board. The secretary shall be the custodian of the records of the Association.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers as may be prescribed by the board of directors. The books of account and accounting records shall at all reasonable times be open to inspection by any director. The Treasurer shall present an annual report at the Association's annual meeting to the membership.

11.8 Committees. The president shall form the following committees and appoint committee chairmen and members thereto:

- a) Common Area and Grounds Maintenance;
- b) Services (trash, snow removal, etc.);
- c) Recreation;
- d) Public Relations (directory, newsletter);
- e) Restrictions Enforcement;
- f) Such other committees as the President deems appropriate.

11.9 Compensation. Officers of the Association shall not receive any compensation or salary for their services, but may be reimbursed for their actual expenses incurred in the performance of the duties of their offices.

ARTICLE XII

ASSESSMENTS

12.1 Purpose. The assessments levied by the Association shall be used to provide a general fund to enable the Association to exercise the powers, maintain the improvements and render the services provided for in these bylaws, the Declaration and the Articles of Incorporation.

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declaration and all matters concerning assessments shall be governed by the provi-

sions of the Declaration.

ARTICLE XIII

BOOKS AND RECORDS

The books and records of the Association shall, at all times during reasonable business hours, be subject to inspection by any member. The Declaration, Articles of Incorporation and bylaws of the Association shall also be available during business hours for inspection by any member at the principal office of the Association.

ARTICLE XIV

CORPORATE SEAL

The Association shall have a corporate seal in a circular form having inscribed thereon the name of the Association and the words "Corporate Seal, Kansas". The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise attached.

ARTICLE XV

GENERAL PROVISIONS

15.1 Depositories and Checks. The moneys of the Association shall be deposited in such manner as the directors shall direct in such banks or financial institutions as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors.

15.2 Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.

15.3 Absence of Personal Liability. The directors, officers and members of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE XVI

AMENDMENT

These bylaws may be altered, amended, or repealed in any of the following ways: (i) by a two-thirds (2/3) vote of the members of the Association present at a meeting at which a quorum is present, or (ii) by a three-fourths (3/4) vote of the

board of directors.

ARTICLE XVII

CONFLICT

In the case of any conflict between the Articles of Incorporation of the Association and these bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVIII

FISCAL YEAR

The board of directors shall have power to fix and from time to time change the fiscal year of the Association. In the absence of action by the board of directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

CERTIFICATE

The undersigned secretary of Westmont Homes Association, Inc., a Kansas not-for-profit corporation, hereby certifies that the foregoing bylaws are the original bylaws of said Association adopted by the initial directors named in the Articles of Incorporation.

Dated: _____

_____, Secretary