

# **BRIANNA COURT TOWNHOMES COMMUNITY ASSOCIATION, INC.**

## **RESTATED BYLAWS**

### ARTICLE I

#### Name, Offices and Definitions

##### Section 1. Name.

The name of the corporation is Brianna Court Townhomes Community Association, Inc. (hereinafter the "Corporation").

##### Section 2. Definitions.

The capitalized words and terms used but not otherwise defined herein shall be deemed to have the same meanings as are given those words and terms in the Declaration of Easements, Covenants, Conditions and Restrictions for the Miller Ranch Townhomes Community Association, Inc. which was recorded on July 11, 2006, in the office of the Register of Deeds of Riley County, Kansas in Book 824, Page 4471 (the "Declaration"), as such Declaration may have been subsequently amended from time to time, and as stated in the Kansas Townhouse Ownership Act, K.S.A. 58-3701 through 58-3713, as such act may be amended from time to time, and which is hereinafter referred to as the Townhouse Ownership Act, unless the context otherwise requires.

##### Section 3. Principal Office.

The principal office of the Corporation shall be located at 1021 Brianna Court, in the City of Manhattan, County of Riley, State of Kansas 66503.

##### Section 4. Other Offices.

The Corporation may also have offices at such other places both within and without the State of Kansas as its board of directors may from time to time determine or the business of the Corporation may require.

### ARTICLE II

#### Members

##### Section 1. Place Of Meetings.

The annual meeting of members and all other meetings of members shall be held at a location convenient to the members.

## Section 2. Annual Meetings.

The annual meetings of the members shall be held on the 2nd Tuesday of January at 7:00 o'clock p.m., provided, however, that should said day fall upon a legal holiday, then such annual meeting of members shall be held at the same time and place on the Tuesday following such designated meeting date. At such meeting, directors shall be elected, reports on the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, except as provided by K.S.A. 17-6520(b), either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the address of the lot, the ownership of which entitles the member to vote. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. Notification of meetings must include: (a) a statement of the general nature of any proposed revisions to the declaration or these Bylaws; (b) any budget proposals or changes; and (c) any proposal to remove an officer or director.

## Section 3. Special Meetings.

Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President or by a majority of the board of directors, or by members holding not less than one-tenth (1/10) of the voting power of the Corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted. If a special meeting of the members has not been set within thirty (30) days of the special meeting's calling, the requesting party may directly notify all of the members of the special meeting.

## Section 4. Adjourned Meeting And Notice Thereof.

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members who are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 5. Voting.

Unless the board of directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Each member shall be entitled to one vote for each lot owned in the subdivision by the member. The election of directors shall be without written ballot, unless requested by any member, in which case the election of directors shall be by written ballot. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a valid meeting of members. No cumulative voting shall be permitted.

Section 6. Quorum.

The presence in person or by proxy of persons entitled to vote a majority of the voting shares at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Consent Of Absentees.

The transactions of any meeting of members, either annual or special, however called and regardless of notice, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Proxies.

Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the Corporation; provided that no such proxy shall be valid after the expiration of twelve (12) months from the date of its execution, unless the person executing it specified therein the length of time for which

such proxy is to continue in force, and provided further, that no proxy may be given to a person who is not a member of the Corporation.

Section 9. Inspection Of Corporate Records.

The books of account and minutes of proceedings of the members, the board of directors and of executive committees shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interest as a member. The list of members entitled to vote as often (10) days before the meeting, shall be prepared at least ten (10) days before every meeting of members by the officer in charge of the membership ledger, which shall be the Secretary, and shall be open to inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the President, secretary, assistant secretary or general manager of the Corporation. The list of members entitled to vote shall be up-dated each day until the day of the meeting.

The Corporation shall retain copies of the following records for a period of five (5) years: (a) all receipts and expenditures; (b) minutes of all meetings except for executive sessions of the board of directors; (c) names of all members, in alphabetical order, with addresses; (d) the Declaration of the Corporation, these Bylaws and the rules of the Corporation; (e) names and addresses of current members of the board; (f) the Corporation's most recent annual report, if any; (g) copies of current contracts to which the Corporation is a party; (h) records of architectural approvals, if any; and (i) ballots, proxies and other records relating to voting by the members of the Corporation for one (1) year after the election, action or vote to which they pertain. The Corporation must also retain copies of all financial statements and tax returns for a period of five (5) years.

Section 10. Inspection Of Bylaws.

The Corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE III  
Directors

Section 1. Powers.

Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members,

and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

- First: To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law or with the Articles of Incorporation or the Bylaws, fix the compensation of agents and employees, and require from them security for faithful service.
- Second: To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with the law or with the Articles of Incorporation or the Bylaws, as they may deem best.
- Third: To change the principal office and registered office for the transaction of the business of the Corporation from one location to another; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of Kansas; to designate any place for the holding of any members' meeting or meetings.
- Fourth: To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal the Bylaws of the Corporation. Any such committee shall have at least one director as a member.

The board may not perform any of the following acts: (1) amend the Declaration of the Corporation, except as provided by law; (2) amend the Bylaws; (3) terminate the Corporation; (4) elect a board member except to fill vacancies on the board until the next election of board member(s); and (5) determine the board's qualifications, powers, duties, or terms of office.

## Section 2. Number And Qualification Of Directors.

The authorized number of directors of the Corporation shall be five (5) until changed by amendment to these Bylaws. Directors must be members, or if an Owner is an entity, then may be such person(s) appointed by the entity.

### Section 3. Election And Term Of Office.

The initial directors shall be appointed by the Incorporator. The term of office will be three (3) years with no more than three (3) directors' terms expiring in any one year.

Thereafter, directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of members held for that purpose as soon thereafter as conveniently may be. Any board member may be removed from office, by action of the members, in accordance with the following procedures: Upon the presentation to the President of the Corporation of a petition duly executed by thirty-four percent (34%) or more of all of the members in favor of the removal from office of the board member(s) therein named, a special referendum meeting of the members shall be promptly held to determine whether such member or members of the board should be removed from office. Notice of such meeting shall be provided in accordance with the provisions set forth in Article II, Section 3 above, except that the attempt of the members to remove such board member(s) must be listed as an item in the notice of such meeting. At said meeting, upon the affirmative vote of two-thirds (2/3) of all of the members then-entitled to vote to remove such board member(s) from office, such board member(s) shall be so removed. However, the board member(s) being considered for removal must have a reasonable opportunity to speak before the vote of the members. Any vacancy on the board created by the removal of a board member as herein provided shall be filled by an election of all of the members in the manner provided in the Corporation's Articles or these Bylaws for the election of directors.

### Section 4. Vacancies.

Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. If at any time, by reason of death, resignation, or other cause, the Corporation should have no directors in office, then any officer or any member or any executor, administrator, trustee or guardian of a member or other fiduciary entrusted with like responsibility for the person or estate of a member may call a special meeting of the members in accordance with the provisions of these Bylaws, or may apply to the district court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail, at any annual or special meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve. The members holding at least ten percent (10%) of the outstanding voting memberships may

call a meeting at any time to fill any vacancy or vacancies not filled by the directors, in accordance with the above procedures. If the board of directors accepts the resignation of a director rendered to take effect at a future time, the board shall have power to elect a successor to take office when the resignation is to become effective. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Place Of Meeting.

Regular and special meetings of the board of directors shall be held at any place within the State of Kansas which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the Corporation.

Section 6. Organizational Meeting.

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby waived.

Section 7. Annual Meetings.

The board must meet at least annually, always at the Corporation's location or at a convenient place for the members.

Section 8. Special Meetings.

Special meetings of the board of directors for any purpose or purposes shall be called at any time by the President or, if the President is absent or unable or refuses to act, by the Secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least five (5) days before the date of such meeting or be hand delivered or notified by telegram at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at his residence or usual place of business. If notice be given by telegraph, such notice shall be deemed to be delivered when the same is delivered to the telegraph company.

Section 9. Notice of Board Meetings.

Unless the board meeting is either an emergency or held pursuant to a notice previously provided to all members, the board must notify the members of a board meeting at least five (5) days in advance of such meeting. Notice of a board meeting shall include the time, date, place and agenda. Copies of materials distributed to the board except for

unapproved minutes or materials for executive sessions shall be reasonably made available to members.

Section 10. Quorum.

A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 11. Meeting By Telephone.

Members of the board of directors of the Corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Adjournment.

A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 13. Open Meetings.

Board of director meetings and committee meetings must be open to the members except for executive sessions of the board, which are limited to discussions involving: (1) consultation with the Corporation's attorney; (2) litigation or related alternative dispute resolution proceedings; (3) labor or personnel matters; (4) leases, commercial transactions or purchase if information released would compromise the Corporation's position; and (5) matters that would violate the privacy of any person.

Section 14. Votes And Voting.

All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is required, which request may be made by anyone director. Each director shall have one (1) vote. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.



Section 15. Inspection Of Books And Records.

Any director shall have the right to examine the Corporation's membership ledger, list of its members and its other books and records for a purpose reasonably related to such director's position as a director. When there is any doubt concerning the inspection rights of a director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon same.

Section 16. Fees And Compensation.

Directors shall not receive a salary for their services as directors.

ARTICLE IV  
Officers

Section 1. Officers.

The officers of the Corporation shall be a president, vice-president, secretary and treasurer. The Corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice-presidents, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. All officers, except the Secretary, must be members. Any number of offices may be held by the same person.

Section 2. Election.

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV shall be chosen annually by the board of directors, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc.

The board of directors may appoint such other officers as the business of the Corporation may require, each of whom shall have authority and perform such duties as are provided in these Bylaws or as the board of directors may from time to time specify, and shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation Of Officers.

Officers of the Corporation shall receive no salary.

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Removal And Resignation.

An officer of the Corporation may be removed in the same manner as is prescribed in Article III, Section 3 above. Any officer may resign at any time upon written notice to the Corporation.

Section 7. Chairman Of The Board.

The chairman of the board, if there be such an officer, shall, if present, preside at all meetings of the board of directors, and exercise and perform such other powers and duties as may be from time to time assigned to the chairman by the board of directors or prescribed by these Bylaws.

Section 8. President.

Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, the President shall be the chief executive officer of the Corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the Corporation. The President shall preside at all meetings of the members and, in the absence of the chairman of the board, at all meetings of the board of directors. The President shall be ex officio a member of all the 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 of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these Bylaws.

Section 9. Vice-President.

In the absence or disability of the President, the vice-president or vice-presidents, if there be such an officer or officers, in order of their rank as fixed by the board of directors, or if not ranked, the vice-president designated by the board of directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or these Bylaws.

Section 10. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the Corporation's transfer agent, a membership ledger showing the names of the members and their addresses.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the board of directors required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these Bylaws.

Section 11. Treasurer.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection to any director.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the Corporation as may be ordered by the board of directors, shall render to the President and directors, whenever they request it, an account of all of the treasurer's transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these Bylaws. The treasurer shall, if required by the board of directors, be bonded.

ARTICLE V  
Members

Section 1. Types of Membership in the Corporation.

The Corporation shall have one (1) class of voting membership. Each member of the Corporation shall be entitled to one (1) vote for each Lot in which they hold ownership of fee simple title. When more than one person holds such interest in a 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 (1) vote be cast with respect to anyone Lot.

Section 2. Quorum Proxies Voting.

- a. Twenty-five percent (25%) of the outstanding membership of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the Corporation.
- b. At all meetings of the Corporation, a member may vote in person or by proxy executed in writing by such member. Such proxy shall be filed with the Secretary of the Corporation before or at the time of a meeting. No proxy shall be valid after twelve (12) months from the date of its execution.

Section 3. Articles of Incorporation and Bylaws.

Except as specifically set forth in these Bylaws, all provisions applicable to notice, voting and quorum requirements for all actions to be taken by the Corporation shall be as set forth in the Corporation's Articles of Incorporation and Declaration.

ARTICLE VI  
Miscellaneous

Section 1. Checks. Drafts. Etc.

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 2. Annual Report.

No annual report to members shall be required, but the board of directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the board of directors.

Section 3. Contracts, Deeds, Etc., How Executed.

The board of directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents to enter into any contract to execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the Corporation by

any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any contracts, agreements, deeds or other instruments conveying land or any interest therein, and any other documents shall be executed on behalf of the Corporation by the President, or by any other specific officer, agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the Corporation by the President or the board of directors.

Section 4. Membership Dues.

For the purposes of administration by the Corporation the amount of monthly fees or charges agreed to be paid by owners of Lots located within the area governed by the Declaration of Easements, Covenants, Conditions and Restrictions for The Miller Ranch Townhomes shall be as follows until amended as described in the Declaration of Restrictions:

The initial dues for members shall be the sum of One Hundred Dollars (\$100.00) payable monthly in advance. Dues shall commence for each new residence purchased from Developer the first full month following initial occupation. The board of directors may change the amount of dues that become due subsequent to the date of the board action. The amount of the dues shall be based upon the determination by the board of directors as to the financial needs of the Corporation.

Section 5. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VII  
Amendments

Section 1. Power Of Members and Directors to Amend Bylaws.

The Bylaws of the Corporation may from time to time be repealed, restated, amended or altered, or new Bylaws may be adopted, by a majority vote in favor of adoption of such Bylaws by the members of the Corporation.

Section 2. Power of Corporate Officers to Amend the Declaration on Behalf of the Corporation.

Following the required approval of a proposed amendment by the members of the Corporation as set forth in the Declaration, the President of the Corporation shall be permitted to amend the Declaration on behalf of the Corporation. The Secretary of the Corporation shall attest the amendment to the Declaration and shall state whether the amendment to the Declaration was properly adopted. Both the President and the Secretary of the Corporation shall acknowledge the amendment of the Declaration as officers of the Corporation.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Brianna Court Townhomes Community Association, Inc., a Kansas corporation organized not for profit; and
- (2) That the foregoing Restated Bylaws, comprising thirteen (13) pages, constitute the Restated Bylaws of said corporation, as duly adopted by official action of members and directors thereof duly held on the \_\_\_\_ day of April, 2013.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this \_\_\_\_ day of April, 2013.

\_\_\_\_\_  
Mary Stiver, Secretary