

**SEVEN HILLS HOMES ASSOCIATION**  
**SECOND AMENDED AND RESTATED BYLAWS**

These Second Amended and Restated Bylaws are adopted on April 29, 2021 by the members of the Seven Hills Homes Association (the “Association”).

WHEREAS, the original Bylaws of the Association were implemented in or about October 1987, and

WHEREAS, the members of the Association adopted Bylaw Amendment No. 1 on or about June 6, 2011 at a meeting called for that purpose, to bring the original Bylaws in compliance with changes to Kansas state law, and

WHEREAS, the Board has proposed additional amendments permitted by Kansas state law to the Bylaws, as amended, and

WHEREAS, in accordance with Article XI, Section 1 of the Bylaws, as amended, a majority of the members present at the Annual Meeting of Members of the Association have approved the additional amendments proposed by the Board,

NOW, THEREFORE, the Association, pursuant to its authority to amend the Bylaws, hereby adopts the following Second Amended and Restated Bylaws (hereinafter, the “Bylaws”), which supersede all prior bylaws and bylaw amendments:

**ARTICLE I**  
**Office**

**Section 1. General Office.** The general office of the corporation shall be located in Johnson County, Kansas.

**ARTICLE II**  
**Membership**

**Section 1. Members.** The owners of the land covered by the Homes Association Declaration – Seven Hills dated September 27, 1977 shall be members.

**ARTICLE III**  
**Meeting of Members**

**Section 1. Annual Meeting.** The annual meeting of members shall be held on the first Thursday in April of each year at such time and place in Johnson County, Kansas as the

Board of Directors may determine. The annual meeting of members may be conducted by telephonic, video, or other conferencing process consistent with K.S.A. 2012 Supp. 58-4611, subsection (g) of K.S.A. 2012 Supp. 58-4612, and amendments thereto. Should the Board of Directors determine it impracticable to hold the annual meeting of members on the first Thursday in April of a particular year, the meeting shall be held on such alternate date in the second quarter of that year as the Board of Directors may determine in its discretion to be practicable.

**Section 2. Special Meetings.** Special meetings of the members other than those regulated by statute may be called at any time by a majority of the directors. The Board of Directors shall also, in like manner, call a special meeting whenever so requested in writing by 10 percent of the members of the Association. No business other than that specified in the call for the meeting shall be transacted at the special meeting. Special meetings of members may be conducted by telephonic, video, or other conferencing process consistent with K.S.A. 2012 Supp. 58-4611, subsection (g) of K.S.A. 2012 Supp. 58-4612, and amendments thereto.

**Section 3. Notice of Meetings.** At least 10 days but no more than 60 days before each meeting of members, written notice of the meeting shall be given to each member entitled to vote at the meeting by any method reasonably calculated to provide notice to the member. Such notice shall specify the time, date, and place of the meeting and the items on the agenda. Minimum times to give notice may be reduced for a meeting called to deal with an emergency.

**Section 4. Voting.** Each owner of a lot in Seven Hills shall be a member. Each member shall have one vote; when more than one person owns a lot, all such persons shall be members and the vote shall be cast as the members among themselves determine, but in no event shall more than one vote be cast with respect to any lot. The owners shall be known as Class A members and shall be the only members of the corporation.

**Section 5. Quorum.** Any number of members present at any meeting of members shall constitute a quorum. A simple majority (*i.e.*, a share greater than 50 percent) of all votes cast, whether in person or by proxy, at any meeting of members shall determine any question, unless otherwise provided by the Homes Association Declaration or Declaration of Restrictions for Seven Hills.

**Section 6. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of the member's lot; otherwise, every proxy shall be valid for 11 months from the date of the earliest signature on the proxy.

**Section 7. Non-binding Arbitration.** By a vote of a simple majority of the members present at any meeting of members, members shall have the power to require that disputes

between the Association and an owner, or between two or more owners, be submitted to non-binding arbitration as a prerequisite to filing a lawsuit.

## **ARTICLE IV** **Directors**

**Section 1. Number.** The affairs and business of this corporation shall be managed by a Board of seven directors, who shall be members of the Seven Hills Homes Association.

**Section 2. How Elected.** The original Board of Directors shall be the persons named in the Articles of Incorporation. Three shall serve a one-year term and four shall serve a two-year term. At the annual membership meeting in 1988 and each subsequent even year, three persons shall be elected as a director for a term of two years. At the annual meeting in 1989 and each subsequent odd year, four persons shall be elected for a term of two years.

**Section 3. Term of Office.** Except for the original directors, the term of office for each of the directors shall be two years, and thereafter until such director's successor has been elected. There is no limit to the number of terms any person may serve as a director. However, no person may be elected consecutively to more than two terms. Appointment to a vacant director position shall not count toward the two-consecutive-term limit.

**Section 4. Powers.** The Board of Directors shall have power to:

- a. adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. suspend the right to the use of recreational facilities to a member in default in the payment of assessments so long as the suspension of said right to use of the facilities would not endanger the health or safety of the member. The directors shall not suspend the voting rights of a member in default in the payment of assessments except with respect to voting issues involving financial issues of the community. The directors cannot deny a member in default in the payment of assessments to access of their home.
- c. exercise for the Association all powers, duties and authority vested in or delegated to this Association or by Kansas law and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- d. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and

- e. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**Section 5. Duties.** The Board of Directors shall have the control and general management of the affairs and business of the Association. Such directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these Bylaws and the laws of the State of Kansas. The directors shall have the duty and obligation to determine and cause to be levied the annual assessment as authorized by Section 7 of the Homes Association Declaration dated September 27, 1977. The Board of Directors shall promptly notify Association members of any judicial proceeding concerning the Association unrelated to any enforcement action against an individual member.

**Section 6. Directors Meetings.** Regular meetings of the Board of Directors shall be held as the Board may determine, but no less than two times a year. Special meetings of the Board may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of five directors. At least one meeting per year of the Board of Directors must be at a convenient location within the Association or another convenient off-site location. Meetings of the Board and its Committees may be conducted by telephonic, video, or other conferencing process consistent with subsection (g) of K.S.A. 2012 Supp. 58-4612, and amendments thereto. Meetings of the Board and its Committees must be open to members of the Association except for executive sessions, which are limited to discussions involving:

- a. Consultation with the Association's attorney;
- b. Litigation of related alternative proceedings;
- c. Labor or personnel matters;
- d. Leases, commercial transactions, or purchases, if information released would compromise the Association's position; and
- e. Matters that would violate the privacy of any person.

**Section 7. Notice of Meetings.** Unless the meeting is included in a schedule given to members or the meeting is called to deal with an emergency, written notice of each Board of Directors meeting shall be given to each member of the Association, by any method reasonably calculated to provide notice to the member, at least 5 days but no more than 60 days before the meeting date. Such notice shall specify the time, date, and place of the meeting and the items on the agenda. Notice of any meeting at which a budget will be considered must be given to members at least 10 days prior to the meeting date, and a copy of the proposal must be made available to any unit owner who requests it.

**Section 8. Quorum.** At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than 5 days later.

**Section 9. Voting.** At all meetings of the Board of Directors, each director is to have one vote.

**Section 10. Vacancies.** Vacancies in the Board of Directors occurring between annual meetings of members shall be filled for the unexpired portion of the term by a majority of the remaining directors.

**Section 11. Removal of Directors.** Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two thirds of the members of the Association present in person or by proxy at any special meeting called for that purpose, subject to two limitations:

- a. The attempt to remove must have been listed as an item in the notice for the meeting.
- b. At the meeting, the director being considered for removal must have a reasonable opportunity to speak before the vote.

## **ARTICLE V** **Officers**

**Section 1. Number.** The officers of this Association shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

**Section 2. Election.** All officers of the Association shall be members, shall be elected annually by the Board of Directors at its first meeting held immediately after each annual meeting of the members, and shall hold office for the term of one year or until their successors are duly elected.

**Section 3. Duties of Officers.** The duties and powers of the officers of this Association shall be as follows:

**President.** The president shall:

- a. Preside at all meetings of the Board of Directors and members.
- b. Be present at each annual meeting of the members and directors and shall present at such meeting a report of the conditions of the business of the Association.
- c. Cause to be called regular and special meetings of the members and directors in accordance with these Bylaws.
- d. Appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees, and clerks of the Association other than the duly appointed officers, subject to the approval of the Board of Directors.
- e. See that the books, reports, statements, and certificates required by the statutes are properly kept, made, and filed according to law.
- f. Sign and make all contracts and agreements in the name of the Association.
- g. Sign all notes, drafts, bills of exchange, warrants, or other orders for the payment of money duly drawn by the treasurer.
- h. Enforce these Bylaws and perform all the duties incident to the position and office, and which are required by law.

The president may sign contracts, agreements, notes, drafts, bills of exchange, warrants, other orders for the payment of money, and any other instruments required to be signed by the president, by electronic means.

**Vice President.** During the absence and inability of the president to render and perform the duties or exercise the powers of the office of president, as set forth in these Bylaws or in the acts under which this Association is organized, the same shall be performed and exercised by the vice president; and when so acting, the vice president shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the president.

**Secretary.** The secretary shall:

- a. Keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.
- b. Give and serve all notices of the Association.

- c. Serve as custodian of the records and of the seal and affix the latter when required.
- d. Keep accurate records reflecting the owners of the real estate within the Association, alphabetically arranged, their respective places of residence, their post-office address, the number of lots or tracts owned by each, and the time at which each person became such owner; and keep such records, subject to the inspection of any member of the Association, and permit such member to make extracts from said books.
- e. Present to the Board of Directors all communications addressed to the secretary officially by the president or any officer or member of the Association.
- f. Attend to all correspondence and perform all the duties incident to the office of the secretary.

The secretary may keep meeting minutes, give and serve notices, keep records, present communications, attend to correspondence, and otherwise perform the duties pertaining to the office of secretary, by electronic means.

**Treasurer.** The treasurer shall:

- a. Maintain care and custody of and be responsible for all the funds and securities of the Association, and deposit all such funds in the name of the Association in such bank or banks, savings and loans, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.
- b. Sign, make, and endorse in the name of the Association, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.
- c. Exhibit at all reasonable times the books and accounts of the Association to any director or member of the Association.
- d. Render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors and at such other times as shall be required, and a full financial report at the annual meeting of the members.
- e. Keep correct books of account as the Board of Directors may require.

- f. Notify members of their annual assessment as levied by the Board of Directors and, under direction of the Board, effect collection of same.
- g. Do and perform all duties pertaining to the office of the treasurer.
- h. Have the books of the Association audited at the end of each fiscal year by three members of the Association who are not directors.

The treasurer may make and receive payments on behalf of the Association, maintain and exhibit the books and accounts of the Association, notify Association members of their annual assessment, and otherwise perform the duties pertaining to the office of treasurer, by electronic means.

If approved by the Board of Directors, the treasurer may delegate duties pertaining to the office of treasurer to a management company or other appropriate agent.

**Section 4. Bond.** The treasurer may be required by the Board of Directors to provide bond, which shall be paid for by the Association.

**Section 5. Vacancies, How Filled.** All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting or at any meeting specially called for that purpose.

**Section 6. Compensation of Officers.** The officers shall receive no salary or compensation.

**Section 7. Removal of Officers.** Any one or more of the officers may be removed either with or without cause, at any time, by a vote of two thirds of the members of the Association present in person or by proxy at any special meeting called for that purpose, subject to two limitations:

- a. The attempt to remove must have been listed as an item in the notice for the meetings.
- b. At the meeting, the officer being considered for removal must have a reasonable opportunity to speak before the vote.

## **ARTICLE VI** **Committees**

**Section 1. Committees.** There shall be an Architectural Control Committee, a Nominating Committee, and such other committees as the Board shall determine.



**Section 2. Appointment.** The president, with the approval of the Board of Directors, shall appoint members to all committees.

**Section 3. Architectural Control Committee.** The Architectural Control Committee shall consist of three members (including the Chair, who shall be a director). The Committee will carry out the duties set forth in the Declaration of Restrictions.

**Section 4. Nominating Committee.** The Nominating Committee shall consist of three members (including the vice president, who shall serve as Chair). The Nominating Committee shall submit a list of candidates for director to the Board at least 20 days in advance of the annual meeting of members.

## **ARTICLE VII**

### **Indemnification of Directors and Officers**

A. Each present, future, or former director or officer of the Association shall be indemnified by the Association against all expenses, attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with:

(1) any threatened, pending, or completed civil, criminal, administrative, or investigative suit or proceeding (other than an action by or in the right of the corporation) to which such person was or is threatened to be made a party by reason of being or having been a director or officer of the Association; and

(2) any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Association, including any claim, issue, or matter as to which such person shall have been adjudged liable for negligence or misconduct in the performance of such person's duty to the Association if a court of competent jurisdiction shall nevertheless determine on application that in view of all of the circumstances such person is fairly and reasonably entitled to indemnity; and

(3) any suit, proceeding, or action otherwise within the purview of the foregoing subsections (1) and (2) pertaining to any corporation which is an affiliate or subsidiary of this Association and of which such person is or was serving as a director or officer by nomination or request of this Association;

If and on condition, in each such aforesaid instance, that such person acted in good faith and in a manner such person reasonably believed to be in and not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

B. Any indemnification under this Article shall be made by the Association as authorized in the specific case upon a determination that the person in question has met the applicable standard of conduct above set forth, such determination, except as otherwise herein required to be made by a court, to be made by (1) the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, if such a quorum is not obtainable, by either (2) independent legal counsel in a written opinion, or (3) simple majority vote of the members at an annual or special meeting of members.

C. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this section.

## **ARTICLE VIII** **Corporate Seal**

**Section 1. Description.** The Association shall have a seal circular in forms having within its circumference the words “Seven Hills Homes Association, Kansas, Corporate Seal”.

## **ARTICLE IX** **Bills, Notes, Etc.**

**Section 1. How Made.** All bills payable, notes, checks, or other negotiable instruments of the Association shall be made in the name of the Association, and shall be signed by the President and countersigned by the treasurer. No officer or agent of the Association, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or enforce the same in the name of the Association, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Association, except as expressly prescribed and provided in this section. All transactions set forth in this section may be effectuated by electronic means, and all required signatures and countersignatures may be electronic signatures.

## **ARTICLE X** **Fiscal Year**

**Section 1. Fiscal Year.** The fiscal year of the Association shall begin on January 1 and end on December 31.

**ARTICLE XI**  
**Amendments**

**Section 1. How Amended.** These bylaws may be altered, amended, repealed, or added to by a majority vote of the members present at an annual meeting or at a special meeting called for such purpose.

**ARTICLE XII**  
**Records**

**Section 1. Record Maintenance.** The Board of Directors must retain the following documents for a minimum of five years, unless a shorter period is set forth below:

- a. Detailed records of receipts and expenditures affecting the operation and administration of the Association, and other appropriate accounting records;
- b. Minutes of all meetings of the Association members and Board of Directors other than executive sessions, a record of all actions taken by the unit owners or Board of Directors without a meeting, and a record of all actions taken by a Committee in place of the Board of Directors on behalf of the Association;
- c. The names of the members in a form that permits preparation of a list of the names of all members and the addresses at which the Association communicates with them, in alphabetical order showing the number of votes each member is entitled to cast;
- d. Its original or restated organizational documents, bylaws and all amendments to them, and all rules currently in effect;
- e. All financial statements and tax returns of the Association for the past three years;
- f. A list of the names and addresses of its current Board of Directors members and officers;
- g. The most recent annual report, if any, delivered to the Secretary of State;
- h. Financial and other records sufficiently detailed to enable the Association to comply with other requirements of law;
- i. Copies of current contracts to which the Association is a party;

- j. Records of the Board of Directors or Committee actions to approve or deny any requests for design or architectural approval from members; and
- k. Ballots, proxies, and other records related to voting by members for one year after the election, action, or vote to which they relate;

**Section 2. Access to Records.** All records, except those that may be withheld under Section 3 below, must be available for inspection and copying by the members or their agents upon 10 days written notice reasonably identifying specific records of the Association that are being requested. An electronic transmission of the documents being requested is sufficient. The requesting member or agent may be charged a reasonable fee for copying the documents.

**Section 3. Records That May Be Withheld by The Board of Directors.** Documents may be withheld by the Board of Directors from being inspected or copied if they concern:


- a. Personal, salary, and medical records relating to specific individual members;
- b. Contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated;
- c. Existing or potential litigation or mediation, arbitration, or administrative proceedings;
- d. Existing or potential matters involving federal, state, or local administrative or other formal proceedings before a governmental tribunal for enforcement of the declaration, bylaws, or rules;
- e. Communications with the Association's attorney which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine;
- f. Information the disclosure of which would violate law other than this act;
- g. Records of an executive session of the Board of Directors; or
- h. Individual member files other than those requested of the requesting member.

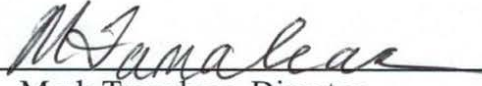
The effective date of these Second Amended and Restated Bylaws is April 29, 2021.

/s/   
Jack Burge, Director

/s/   
Patrick Mellard, Director

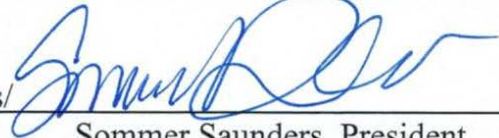
/s/   
Kevin Mertz, Director

/s/   
Beyerly Schulz, Director

/s/   
Mark Tamaleaa, Director

**CERTIFICATION:**

I, the undersigned officer of Seven Hills Homes Association, acknowledge and certify that a majority of the members present at the Annual Meeting of Members of the Association have consented to these Second Amended and Restated Bylaws.

/s/   
Sommer Saunders, President

4-29-2021  
Date

I, the undersigned officer of Seven Hills Homes Association, acknowledge and certify that the Second Amended and Restated Bylaws were duly adopted, and execution of this document is evidence thereof. The Second Amended and Restated Bylaws will be placed in the minute book and the records of the Association.

/s/   
Todd Gangel, Secretary

4/29/2021  
Date