

SECOND AMENDED AND RESTATED

BYLAWS OF NORMANDY PLACE HOMES ASSOCIATION, INC.

THESE SECOND AMENDED AND RESTATED BYLAWS are made this 21 day of NOVEMBER, 2018, by the undersigned.

WHEREAS, McBride Building Company, Inc. caused the Bylaws of Normandy Place Homes Association, Inc. (the "Bylaws") to be filed with the Register of Deeds of Johnson County, Kansas, in Volume 2538, Pages 242 - 253, inclusive; and

WHEREAS, the Bylaws provide that they may be amended if approved by at least two-thirds (2/3) of the total number of Owners of Normandy Place; and

WHEREAS, at a meeting duly called for such purpose held on November 3, 1999, the Bylaws were amended and restated after approval by a vote of at least two-thirds (2/3) of the total number of all Owners present at such meeting in person or by proxy; and

WHEREAS, Normandy Place Homes Association, Inc. caused the Amended and Restated Bylaws to be filed with the Register of Deeds of Johnson County, Kansas, in Book 6497, Pages 345 – 355, inclusive; and

WHEREAS, at a meeting duly called for the purpose of conforming the Bylaws to the Kansas Uniform Common Interest Owners Bill of Rights Act ("Act"), K.S.A. 58-4601 et seq., held on November 13, 2018, the following Second Amended and Restated Bylaws were approved by a vote of at least two-thirds (2/3) of the total number of all Owners present at such a meeting in person or by proxy.

NOW, THEREFORE, in consideration of the benefits to be derived from said amendments, the Bylaws are hereby amended in total as follows:

ARTICLE I

SECTION ONE: Ownership. The development located in Johnson County, State of Kansas, known as "NORMANDY PLACE" is legally described at the time of execution of these Bylaws as follows:

All of the Normandy Place First Plat, a subdivision in the City of Leawood, Johnson County, Kansas; and all of Normandy Place Second Plat, a subdivision in the City of Leawood, Johnson County, Kansas; and all of Normandy Place Third Plat, a subdivision in the city of Leawood, Johnson County, Kansas; and all of Normandy Place Fourth Plat, a subdivision in the city of Leawood, Johnson County, Kansas; except those portions of said plats which have been dedicated for public street right of way.

SECTION TWO: Bylaws Applicability. The provisions of these Bylaws are applicable to NORMANDY PLACE.

SECTION THREE: Personal Application. All present or future owners, or their employees, or any other person that might use the facilities of NORMANDY PLACE in any manner are subject to the regulations set forth in these Bylaws and to the Amended and Restated Normandy Place Declaration of Covenants, Conditions, Restrictions and Dedication of Easements (the "ARD").

The mere acquisition of any of the lots, herein referred to as Improved Properties, of NORMANDY PLACE or the mere act of occupancy of any of the Improved Properties will signify that these Bylaws and provisions of the ARD are accepted, ratified and will be complied with.

SECTION FOUR: Application of ARD. The Definitions contained in Article I of the ARD shall apply to these Bylaws. The provisions of these Bylaws shall be read so as to be consistent with the ARD, and in the event of conflict between the two, the provisions of the ARD shall control.

ARTICLE II

(MEMBERSHIP, VOTING RIGHTS AND ACCESS TO RECORDS)

SECTION ONE: Voting. Members shall be all Owners, and shall be entitled to one vote for each Improved Property owned. When more than one person holds an interest in an Improved Property, all such persons shall be Members. The vote for such Improved Property shall be exercised as a majority of the Members determine, but in no event shall more than one vote be cast with respect to any Improved Property.

SECTION TWO: Majority of Owners. As used in these Bylaws the term "majority of owners" shall mean those owners holding 51% of the votes in accordance with the ownership of said Improved Properties as shown on the plats of Normandy Place, Certificates of Survey, or any amendments thereto.

SECTION THREE: Quorum. Except as otherwise provided in the Bylaws, the presence in person or by proxy of a "majority of owners" as defined in the preceding paragraph of this article shall constitute a quorum.

SECTION FOUR: Proxies. Votes may be cast in person or by proxy. A proxy may designate any Member who may cast the vote, but must be filed with the Secretary before the appointed time of each meeting.

- a. Votes allocated to a unit may be cast pursuant to a directed or undirected proxy duly executed by an Owner.
- b. An Owner may revoke a proxy given pursuant to this section only by actual notice of revocation to the person presiding over a meeting of the Association.
- c. A proxy is void if it is not dated or purports to be revocable without notice.
- d. A proxy is valid only for the meeting at which it is cast and any recessed session of that meeting.

e. A person, other than a member of the Board of Directors may not cast undirected proxies representing more than fifteen (15) percent of the votes in the Association.

(Adopted to conform to K.S.A. 58-4613(c)).

SECTION FIVE: Books and Records: Retention, Access and Exceptions.

a. Retention. The Association, or its agents, must retain the following for five years unless otherwise provided:

- (1) detailed records of receipts and expenditures affecting the operation and administration of the association and other appropriate accounting records;
- (2) minutes of all meetings of its Owners and Board other than executive sessions, a record of all actions taken by the Owners or Board without a meeting, and a record of all actions taken by a committee in place of the Board on behalf of the Association.
- (3) the names of Owners in a form that permits preparation of a list of the names of all Owners and the addresses at which the Association communicates with them, in alphabetical order showing the number of votes each Owner is entitled to cast;
- (4) its original or restated organizational documents, Bylaws and all amendments to them, and all rules currently in effect;
- (5) all financial statements and tax returns of the Association for the past three years;
- (6) a list of the names and addresses of its current Board, members and officers;
- (7) its most recent annual report, if any, delivered to the Secretary of State;

- (8) financial and other records sufficiently detailed to enable the Association to comply with other requirements of law;
- (9) copies of current contracts to which it is a party;
- (10) records of Board or committee actions to approve or deny any requests for design or architectural approval from Owners; and
- (11) ballots, proxies, and other records related to voting by Owners for one year after the election, action, or vote to which they relate.

b. Access and copying. Subject to subsections (c) through (f), records retained by the Association must be available for examination and copying by an Owner or the Owner's authorized agent:

- (1) during reasonable business hours or at a mutually convenient time and location; and
- (2) upon ten (10) days' written notice reasonably identifying the specific records of the Association requested.

c. Exceptions. Records retained by the Association may be withheld from inspection and copying to the extent that they concern:

- (1) personnel, salary, and medical records relating to specific individuals;
- (2) contracts, leases, and other commercial transaction to purchase or provide goods or services currently being negotiated.
- (3) existing or potential litigation or mediation, arbitration, or administrative proceedings;

- (4) 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;
- (5) communications with the association's attorney which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine;
- (6) information the disclosure of which would violate law other than the Act;
- (7) records of an executive session of the board of directors; or
- (8) individual unit files other than those of the requesting owner.

d. The Association may charge a reasonable fee for providing copies of any records under this section and for supervising the Owner's inspection.

e. A right to copy records under this section includes the right to receive copies by photocopying or other means, including copies through an electronic transmission if available upon request by the Owner. Copied records may be used for any reasonable purposes other than for commercial purposes.

f. The Association is not obligated to compile or synthesize information.

g. None of the requirements or restrictions imposed by this section shall apply to any member or members of the Board, who may have free access to any and all books and records of the Association at any time.

(Adopted to conform to K.S.A. 58-4616).

ARTICLE III

(ADMINISTRATION)

SECTION ONE: Association Responsibilities. The Owners of the Improved Properties will constitute the Normandy Place Homes Association, hereinafter referred to as "Association,"

who will have the responsibility of administering the property, approving the annual budget, establishing and collecting assessments and arranging for the management of the property pursuant to the ARD and Bylaws. Except as otherwise provided, decisions and resolutions of the Association shall require approval by the Owners as set forth in the ARD as amended from time to time. In the event such Association shall be dissolved for any reason whatsoever, then it shall be the Association's responsibility to see that its assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

SECTION TWO: Place Of Meetings. Meetings of the Association shall be held at the NORMANDY PLACE Clubhouse or such other suitable place convenient to the Owners as may be designated by the Board.

SECTION THREE: Annual Meetings. Annual meetings shall be held within the first two weeks of November of each year. At such meetings, there shall be elected by ballot a Board of Directors in accordance with the requirements of Section Four of Article IV of these Bylaws. The Owners may also transact such other business of the Association as may properly come before them.

SECTION FOUR: Special Meeting. Special meetings of the Owners may be called at any time by the President of the Association or by a majority of the Board of Directors, or upon written request to the Secretary by Owners having at least 10% of the votes in the Association. No business shall be transacted at a special meeting except as stated in the notice. *(Adopted to conform to K.S.A. 58-4611(b)).*

SECTION FIVE: Notice of Meetings.

It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the date, time and place of the meeting to each owner of

record, at least ten (10) but not more than sixty (60) days prior to such meeting. Delivery of such notice may be made by:

- (1) hand delivery to each Owner;
- (2) United States mail postage paid to the mailing address of each Owner;
- (3) any commercially reasonable delivery service to the mailing address of each Improved Property;
- (4) electronic means, if the Owner has given the Association an electronic address;
- (5) any combination of the above; or
- (6) any other method reasonably calculated to provide timely notice to the Owner. *(Adopted to conform to K.S.A. 58-4618).*

The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate action taken at or without a meeting. *(Adopted to conform to K.S.A. 58-4618).*

If the Association does not notify Owners of a special meeting within 30 days after the requisite number or percentage of Owners request the Secretary to do so, the requesting Members may directly notify all the Owners of the meeting. *(Adopted to conform to K.S.A. 58-4611(b)).*

The minimum time to give notice required by this subsection may be reduced or waived for a meeting called to address an emergency. *(Adopted to conform to K.S.A. 58-4611(d)).*

Before voting, Owners must be given a reasonable opportunity to comment regarding any matter affecting the common interest community or the Association. *(Adopted to conform to K.S.A. 58-4611(e)).*

ARTICLE IV

(BOARD OF DIRECTORS)

SECTION ONE: Number and Qualification. The Association's affairs shall Be governed by a Board of Directors composed of not less than one (1) nor more than five (5) persons, all of whom must be Owners of an Improved Property in the Project.

SECTION TWO: Powers and Duties. The Board shall have the powers and duties necessary for the administration of Association's affairs and may do all such acts and things as are required by law, the ARD, or by these Bylaws directed to be exercised and done by the Owners. In exercising its duties imposed by law, these Bylaws, the ARD, or by resolutions of the Association, the Board shall exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under, and be subject to the conflict of interest rules governing directors and officers under existing law. *(Adopted to conform to K.S.A. 58-4609(a)).*

SECTION THREE: Other Duties. In addition to duties imposed by these Bylaws, the ARD, or by resolutions of the association, the Board shall be responsible for the following:

- a. Care, upkeep, insuring and surveillance of the development and Common Areas and Facilities;
- b. Collection of assessments from the Owners;
- c. Employment of the personnel necessary for the maintenance and operation of the Project and the Common Areas and Facilities;
- d. Enforcing compliance with the ARD, Bylaws and Articles of Incorporation.

SECTION FOUR: Election and Term of Office. The Board shall be elected at each annual meeting of the Association but if any such meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of the Members of the

Association held for that purpose as soon thereafter as conveniently may be. All directors shall hold office until their respective successors are elected.

SECTION FIVE: Vacancies. Vacancies on the Board shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum. Each person so elected to fill a vacancy shall be a director until a successor is elected at the end of the term.

SECTION SIX: Removal of Directors. At any regular or special meeting duly called, any one or more of the directors may be removed with or without cause by a majority of the Owners, and a successor may then and there be elected to fill the vacancy thus created. However, Owners may not consider whether to remove a member of the board of directors or an officer elected by the Owners at a meeting unless that subject was listed in the notice of the meeting. At any meeting at which a vote to remove a member of the Board is to be taken, the member being considered for removal must have a reasonable opportunity to speak before the vote. *(Adopted to conform to K.S.A. 58-4619(a)(3) and (b)).*

SECTION SEVEN: Meetings of Directors. Except when the purpose of the meeting is to address an emergency, any official action of the Board or committees of the Association authorized to act for the Association shall occur at a meeting which meets the following requirements:

a. All Owners shall be given at least five (5) days' written notice of said meeting. The notice shall state the time, date, place, and agenda of the meeting. *(Adopted to conform to K.S.A. 58-4612(e)).*

b. A copy of the written agenda for said meeting shall be available to Owners at least five days prior to that meeting; if any materials are distributed to the Board before the

meeting, the Board at the same time shall make copies of those materials reasonably available to Owners, except that the Board need not make available copies of unapproved minutes or materials that are to be considered in executive session. *(Adopted to conform to K.S.A. 58-4612(f)).*

c. Meetings of the Board and committees of the Association authorized to act for the Association must be open to the Owners except during executive sessions. The Board and those committees may hold an executive session only during a regular or special meeting of the Board or a committee. No final vote or action may be taken during an executive session. *(Adopted to conform to K.S.A. 58-4612(a)).*

d. The Board shall provide a reasonable opportunity for Owners to comment regarding any matter affecting the common interest community and the Association. *(Adopted to conform to K.S.A. 58-4612(d)).*

SECTION EIGHT: Organization Meeting. The first meeting of the newly elected Board shall be held within ten (10) days of election at such place as shall be fixed by the President at the meeting at which such directors were elected. The purpose of such meeting shall be the election of officers. Notice of the organization meeting of the Board shall be given in accordance with Section Seven of Article IV of these Bylaws.

SECTION NINE: Special Meetings. Special meetings of the Board may be called by the President or by the Secretary on the written request of at least a majority of the directors. Notice of special meetings shall be given in accordance with Section Seven of Article IV of these Bylaws. Special meetings may be conducted by telephone conference call or individual members of the Board may participate in a meeting by telephone. *(Adopted to conform to K.S.A. 58-4611(b)).*

SECTION TEN: Waiver of Notice. Before or at any meeting of the Board, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof.

SECTION ELEVEN: Quorum. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business. If there be less than a quorum present at any meeting of the Board of Directors, the members present may adjourn the meeting from time to time. At any such meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

SECTION TWELVE: Fidelity Bonds. The Board shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums of such bonds shall be paid by the Association.

SECTION THIRTEEN: Limitation to Powers. The Board may not:

- a. amend the ARD except as provided by law other than the Act; *(Adopted to conform to K.S.A. 58-4609(c)(1));*
- b. amend the Bylaws; *(Adopted to conform to K.S.A. 58-4609(c)(2));*
- c. terminate the common interest community; *(Adopted to conform to K.S.A. 58-4609(c)(3));*
- d. elect members of the Board, but may fill vacancies in its membership for the unexpired portion of any term or, if earlier, until the next regularly scheduled election of Board members; *(Adopted to conform to K.S.A. 58-4609(c)(4));*
- e. determine the qualifications, powers, duties, or terms of office of Board members; *(Adopted to conform to K.S.A. 58-4609(c)(5));*

- f. meet in executive session except to:
- (1) consult with the association's attorney concerning legal matters;
 - (2) discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;
 - (3) discuss labor or personnel matters;
 - (4) discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the association at a disadvantage; or
 - (5) prevent public knowledge of the matter to be discussed if the board of directors or committee determines that public knowledge would violate the privacy of any person. *(Adopted to conform to 58-4612(a)).*
- g. use incidental or social gatherings of Board members or any other method to evade the open meeting requirements of these Bylaws. For purposes of this section, a gathering of the Board at which the Board members do not conduct Association business is not a meeting of the Board; *(Adopted to conform to K.S.A. 58-4612(b))*;
- h. act by unanimous consent except to undertake ministerial actions or to implement actions previously taken at a meeting of the board; *(Adopted to conform to K.S.A. 58-4612(i))*;
- i. adopt, amend or repeal any rule, without first giving all Owners notice of:
- (1) its intention to adopt, amend, or repeal a rule and provide the text of the rule or the proposed change; and

(2) a date on which the Board will act on the proposed rule or amendment after considering comments from Owners. *(Adopted to conform to K.S.A. 58-4617(a)).*

Following adoption, amendment, or repeal of a rule, the Association shall notify Owners of its action and provide a copy of any new or revised rule. *(Adopted to conform to K.S.A. 58-4617(b)).*

A rule regulating display of the flag of the United States must be consistent with federal law. In addition, the Association may not prohibit display on a unit or on a limited common element adjoining a unit of the flag of this state, or signs regarding candidates for public or association office or ballot questions. The Association may adopt rules governing the time, place, size, number, and manner of those displays that are not inconsistent with K.S.A. 58-3820, and amendments thereto. *(Adopted to conform to K.S.A. 58-4617(d)).*

Owners may peacefully assemble on the common elements to consider matters related to the common interest community, but the Association may adopt rules governing the time, place, and manner of those assemblies. *(Adopted to conform to K.S.A. 58-4617(e)).*

j. Association rules that affect the use of or behavior in units that may be used for residential purposes, shall be adopted only to:

(1) Implement a provision of the Declaration; or

(2) regulate any behavior in or occupancy of a unit which violates the declaration or adversely affects the use and enjoyment of other units or the common elements by other unit owners. *(Adopted to conform to K.S.A. 58-4617(f)).*

l. Every rule must be reasonable *(Adopted to conform to K.S.A. 58-4617(h)).*

SECTION FOURTEEN: Challenges to Board Action. Even if an action by the Board is not in compliance with this article it is valid unless set aside by a court. A challenge to the validity of an action of the Board for failure to comply with this article may not be brought more than sixty (60) days after the minutes of the Board of the meeting in which the action was taken are approved or the record of that action is distributed to Owners, whichever is later. (*Adopted to conform to K.S.A. 58-4612(j)*);

ARTICLE V

(OFFICERS)

SECTION ONE: Designation. The principal officers the Association shall be the President, the Secretary and the Treasurer, all of whom shall be elected by and from the Board.

SECTION TWO: Election of Officers. The officers of the Association shall be elected annually by the Board at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

SECTION THREE: Removal of Officers. On an affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause, and his/her successor elected at any meeting of the Board.

SECTION FOUR: President. The President shall preside at all meetings of the Association and of the Board. He/she shall have all of the general powers and duties that are usually vested in the office of president of an association, including, but not limited to the power to appoint committees from among the Owners from time to time as he/she may in his/her discretion decide is appropriate to assist in the conduct of Association's affairs.

SECTION FIVE: Secretary. The Secretary shall keep the minutes of all meetings of the Board and the minutes of all meetings of Association. He/she shall have charge of such

books and papers as the Board may direct and he/she shall, in general, perform all the duties incident to the office of secretary.

SECTION SIX: Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He/she shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board.

ARTICLE VI

(OBLIGATIONS OF THE OWNERS)

SECTION ONE: Maintenance and Repair.

a. Every Owner must perform promptly, all maintenance and repair work within his/her own Improved Property which, if neglected, would affect the development in its entirety or an Improved Property belonging to other Owners, being expressly responsible for the damages and liabilities that his/her failure to do so may engender.

b. All the repairs of the Improved Property such as water, light, gas, power, sewage, telephones, air conditioner, sanitary installations, doors, windows, lamps and all other accessories and appliances belonging to the Improved Property shall be at the owner's expense.

SECTION TWO: Use of Common Areas and Facilities and Restricted Common Areas and Facilities. An Owner shall not place or cause to be placed objects of any kind in the Common Areas and Facilities. Such areas shall be used for no other purpose than for normal use by all Owners.

SECTION THREE: Right of Entry. An Owner shall grant the right of entry to the management agent or to any other person authorized by the Board in case of any emergency

originating in or threatening his/her Improved Property, whether the Owner is present at the time or not.

SECTION FOUR: Rules of Conduct. All Owners shall comply with the rules and regulations of the ARD and amendments thereto.

ARTICLE VII

(AMENDMENTS TO PLAN OF OWNERSHIP)

SECTION ONE: Bylaws. These Bylaws may be amended by Owners in a duly constituted meeting for such purpose, and no amendment shall take effect unless approved by owners representing at least two-thirds (2/3) of the total of all Improved Properties in the project.

ARTICLE VIII

(MORTGAGEES)

SECTION ONE: Notice to Association. An Owner who mortgages his/her Improved Property shall notify the President of the Board of the name and address of its mortgagee, and the Association shall maintain such information in a book entitled "Mortgagees of Improved Properties."

SECTION TWO: Notice of Unpaid Assessments. The Association shall at the request of a mortgagee of an Improved Property, report any unpaid assessments due from the Owner of such Improved Property.

ARTICLE IX

(COMPLIANCE)

The principles of law and equity, including the law of corporations and any other form of organization authorized by the law of Kansas, the law of real estate, and the law relative to capacity to contract, principal and agent, eminent domain, estoppel, fraud, misrepresentation,


duress, coercion, mistake, receivership, substantial performance, or other validating or invalidating cause supplement the provisions of these Bylaws and the Act except to the extent inconsistent therewith. If there is a conflict between this act and other law of this state, the Act prevails. (*Adopted to conform to K.S.A. 58-4622*).

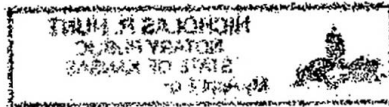
**NORMANDY PLACE HOMES
ASSOCIATION, INC.**


KENNETH H. KOSIC, President

VERIFICATION OF VOTE TO AMEND

I, the duly elected President of Normandy Place Homes Association, Inc., hereby verify a Special Meeting of the Members was duly noticed for the 13th day of November, 2018, that a quorum was present and that the vote to approve and adopt the foregoing Second Amended and Restated Bylaws passed by a two-third (2/3) vote.


Printed Name: KENNETH A. RESIC
President
Normandy Place Homes Association, Inc.



ACKNOWLEDGMENT

STATE OF KANSAS)
)ss
COUNTY OF JOHNSON)

BE IT REMEMBERED, that on this 21 day of November, 2018, before me, the undersigned, a Notary Public in and for the County and State set forth above, personally appeared Kenneth H. Kostig, known to be the President of Normandy Place Homes Association, Inc., personally known to be the same person who executed as such officer, the above and foregoing Second Amended and Restated Bylaws of Normandy Place Homes Association, Inc. on behalf of said corporation, and such person duly acknowledged execution of the same to be the free act and deed of said corporation.

In WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year least written above.


Notary Public

My Appointment Expires:

6-7-2021

