

Bylaws Revisions

May 10, 2022

The revisions on the following pages update the Bylaws as follows:

1. Allow flexibility in the annual meeting date.
2. Change the percentage of members who can call a special meeting.
3. Allow meeting notices to occur by email.
4. Allow electronic voting on Association matters.
5. Clarify who can nominate candidates for the board and limit the duration of board appointments.
6. Require members to be notified of regular board meetings and allow the board to be notified of a special meeting by email.
7. Clarify that a quorum is established at a board meeting when a majority of the board attends a meeting in person or by telephone or by video.
8. Add language concerning removal of board members to comply with the Kansas Uniform Common Interest Owners' Bill of Rights Act.
9. Establish a maximum amount of reserves, clarify the Association's authority to assess and collect late fees and add language to comply with the Kansas Uniform Common Interest Owners' Bill of Rights Act.
10. Clarify that if there is a conflict between the Bylaws and the Kansas Uniform Common Interest Owners' Bill of Rights Act that the Kansas statute takes precedence.

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1. The Bylaws currently require that the annual meeting occur the last weekend in June each year. This change allows the annual meeting to occur anytime between June 1st and September 30th. The proposed change is as follows:

ARTICLE I. THE ASSOCIATION

SECTION 6. Meetings of Members.

A. Annual Meetings. The annual meeting of members of the Association for the election of members of the Board, the consideration of reports to be laid before such meeting, and the transaction of such other business as may properly be brought before such meeting shall be held at the office of the Association, or at such other place within the County where the real property covered by the Declaration is located, or any county adjacent thereto, as may be designated by the Board and specified in the notice of such meeting. Meetings shall be held at 7:00 P.M. unless a different time is designated by the Board and specified in the notice of the meeting. The first annual meeting of members of the Association shall be held one year from the date of incorporation of the Association, ~~and subsequent annual meetings shall be held on the same day in each subsequent year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day.~~ Subsequent annual meetings shall be held ~~on the last weekend in June in each subsequent year.~~ [Change approved 5/20/1994 per newsletter between June 1st and September 30th each year, at the time and on the date determined by a majority of the Board of Directors.]

2. The change below aligns the Bylaws with the Kansas Uniform Common Interest Owners' Bill of Rights Act:

ARTICLE I. THE ASSOCIATION

SECTION 6. Meetings of Members

B. Special Meetings. Special meetings of the members shall be called upon the written request of the President of the Association or, in case of the President's absence, death or disability, the Vice President of the Association authorized to exercise the authority of the President; by a majority of the Board ~~by action at a meeting;~~ or by members entitled to exercise at least ~~twenty-five~~ ten percent (~~25~~ 10%) of the voting power requesting the Secretary of the Association call the meeting. Calls for such meetings shall specify the time, date, place and purposes thereof. No business other than that specified in the call shall be considered at any special meeting.

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3. The below change is to clarify that Association members can receive annual meeting or special meeting notices by email. This change also increases the meeting notice time to 10 days to align with the Kansas Uniform Common Interest Owners' Bill of Rights Act. The proposed change is as follows:

ARTICLE I. THE ASSOCIATION

SECTION 6. Meetings of Members.

C. Notices of Meetings. Not less than ~~seven (7)~~ ten (10) nor more than sixty (60) days before the day fixed for any meeting of the members of the Association, written notice stating the time, date, place and ~~purpose~~ agenda of such meeting shall be given by or at the direction of the Secretary of the Association or any other person or persons required or permitted by these Bylaws to give such notice. The notice shall be given by personal delivery, ~~or~~ by mail or by electronic delivery to each member of the Association. If mailed or electronic delivery, the notice shall be addressed to the members of the Association at their respective street addresses or electronic mail addresses as they appear on the records of the Association. Notice of the time, date, place and purposes of any meeting of members of the Association may be waived in writing, either before or after the holding of such meeting, by any member of the Association, which writing shall be filed with or entered upon the records of the meeting. The attendance of any member of the Association at any such meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver by him of notice of such meeting.

D. Quorum; Adjournment. At any meeting of the members of the Association entitled to exercise twenty percent (20%) of the voting power of the Association present in person or by proxy shall constitute a quorum for such meeting; provided, however, that no action required by law, by the Declaration or by these Bylaws to be authorized or taken by a designated percentage of the voting power of the Association may be authorized or taken by a lesser percentage; and provided further, that the members of the Association entitled to exercise a majority of the voting power represented at a meeting of members, whether or not a quorum is present may adjourn such meeting from time to time. If any meeting is adjourned, notice of such adjournment need not be given if the time, date and place to which such meeting is adjourned are fixed and announced at such meeting.

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4. This change allows Association members to vote electronically on Association matters such as board elections, approving special assessments and approving changes to the Bylaws. This change does not affect the method of voting on changes to the property restrictions since the Bylaws do not apply to all properties that are covered by the property restrictions. The proposed change is as follows:

ARTICLE I. THE ASSOCIATION

SECTION 7. Actions Without a Meeting. All actions, except removal of a Board member, may be taken without a meeting by a majority vote of the members using electronic voting methods or with the approval of, and in a writing or writings signed by members of the Association having the percentage of voting power required to take such action if the same were taken at a meeting. Such electronic voting results and writings shall be filed with the Secretary of the Association.

ARTICLE VII. GENERAL PROVISIONS

SECTION 2. Amendments. These Bylaws may be amended, at any regular or special meeting of the ~~lot owners~~members, by vote of a majority of a quorum of ~~lot owners~~members present in person or by proxy, without a meeting by a majority vote of the members using electronic voting methods, or by resolution duly executed by a majority of the ~~lot owners~~members, except as otherwise provided herein.

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5. a. The Bylaws currently state that only persons nominated as candidates are eligible for election as board members but they do not define who can nominate a candidate. The proposed change clarifies that either the board, or a minimum number of members, may nominate a candidate for the board.
- b. The Bylaws currently allow the board authority to appoint replacement board members to fill the remaining term of board members that resign their position. If a resignation occurs in the first or second year of the board members' term, the appointed replacement could serve for more than one year without being duly elected by the Association members. This change limits the duration of an appointed board member to a term only until the next annual meeting (or special meeting), thus allowing the Association members to elect a candidate to fill the portion of a resigned board members' term greater than one year. This proposed change aligns the Bylaws with the Kansas Uniform Common Interest Owners' Bill of Rights Act.

ARTICLE II. BOARD OF DIRECTORS

SECTION 2. Election of Board; Vacancies. Board members shall be elected at the annual meeting of members of the Association or at a special meeting of the Association called for such purpose. At a meeting of members of the Association at which Board members are to be elected, only persons nominated as candidates by the Board or by five (5) members of the Association shall be eligible for election as Board members and the candidates receiving the greatest number of votes shall be elected. In the event of the occurrence of any vacancy or vacancies in the Board, however caused, the remaining Board members, though less than a majority of the whole authorized number of Board members, may, by vote of a majority of their number at a special meeting for such purpose, fill any such vacancy ~~for the unexpired term or~~ vacancies until the next annual meeting of members of the Association or a special meeting of the members of the Association called for the purpose of electing a person or persons to fill the remaining term of such Board vacancy or vacancies; provided however, that a vacancy in the position filled by appointment by the Developer shall be filled by a subsequent designation of the Developer, as provided in Section 1 of this Article II.

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6. The following change requires members to be notified of regular board meetings as required by the Kansas Uniform Common Interest Owners' Bill of Rights Act and allows the board to be notified of a special meeting by email:

ARTICLE II. BOARD OF DIRECTORS

SECTION 5. Regular Meetings. Regular meetings of the Board may be held at such time, date and place as shall be determined by a majority of the Board and at a place convenient to the members of the Association, but at least four such meetings shall be held during each fiscal year. Not less than ten (10) nor more than thirty (30) days before the day fixed for a regular meeting of the Board, written notice stating the time, date, place and purpose of such meeting shall be given to each Board member and to each member of the Association by or at the direction of the Secretary of the Association or any other person or persons required or permitted by these Bylaws to give such notice. The notice shall be given by personal delivery, by mail or by electronic delivery. If mailed or electronic delivery, the notice shall be addressed to the members of the Association at their respective street addresses or electronic mail addresses as they appear on the records of the Association.

SECTION 6. Special Meetings. Special meetings of the Board may be held at any time upon call by the President or any two Board members. Written notice of the time, date and place of each such meeting shall be given to each Board member and to each member of the Association either by personal delivery or by mail, telegram, electronic delivery or telephone at least two (2) days before the meeting, which notice need not specify the purposes of the meeting; provided, however, that attendance of any Board member at any such meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver by him of notice of such meeting, and such notice may be waived in writing either before or after the holding of such meeting by any Board member, which writing shall be filed with or entered upon the records of the meeting. Unless otherwise indicated in the notice thereof, any business may be transacted at any organization, regular or special meeting except as provided herein.

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7. The Bylaws do not state whether or not board members are permitted to meet electronically to conduct business. The following change establishes a quorum at a board meeting when a majority of the board attends in person, by telephone or by video:

ARTICLE II. BOARD OF DIRECTORS

SECTION 7. Quorum; Adjournment. A quorum of the Board shall consist of a majority of the Board of Directors then in office present at a meeting of the Board, whether Board members are present at such meeting in person, by telephone, by video conference or by a combination thereof; provided that a majority of the Board members present at a meeting duly held, whether or not a quorum is present, may adjourn such meeting from time to time. If any meeting is adjourned, notice of such adjournment need not be given if the time, date and place to which such meeting is adjourned are fixed and announced at such meeting. At each meeting of the Board at which a quorum is present, all questions and business shall be determined by a majority vote of those present, except as may be otherwise expressly provided in the Declaration or in these Bylaws.

8. This change is required to comply with comply with the Kansas Uniform Common Interest Owners' Bill of Rights Act:

ARTICLE II. BOARD OF DIRECTORS

SECTION 9. Removal of Members of Board. At any regular or special meeting of members of the Association duly called, at which a quorum shall be present and the subject of removal is included in the meeting notice, any one or more of the Board members, except the Board member(s), if any, designated by Developer as provided in Section 1 of this Article II, may be removed with or without cause by the vote of the majority of members of the Association present in person or by proxy ~~entitled to exercise at least seventy five percent (75%) of the voting power of the Association,~~ and a successor or successors to such Board member or members so removed shall then and there be elected to fill the vacancy or vacancies thus created. Any Board member whose removal has been proposed by the members of the Association shall be given an opportunity to be heard at such meeting prior to any vote for removal.

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9. The Bylaws do not define what a “reasonable amount” of cash reserves is or clearly state that assessing late fees are permitted. The proposed change addresses both of these concerns as well as adding language to comply with comply with the Kansas Uniform Common Interest Owners’ Bill of Rights Act:

ARTICLE VI. FINANCES OF ASSOCIATION

SECTION 1. Preparation of Estimated Budget. Each year, on or before November 15, the Association ~~Board of Directors~~ shall meet to estimate the total amount necessary to pay all the Common Expenses for the next calendar year together with a reasonable amount considered by the Association ~~Board of Directors~~ to be necessary for a reserve for contingencies and replacements with such reserve not exceeding an additional 50% of the estimated budget, and shall on or before December 15 notify each lot owner in writing as to the amount of such estimate, with reasonable itemization thereof. Notice of any meeting at which a budget or special assessment will be considered shall be given to members at least ten (10) days prior to the meeting date and members shall be given a reasonable opportunity to comment on the proposal prior to the Board taking action. The “estimated cash requirement” shall be assessed to the lot owners at a uniform rate for all similar lots. The Board of Directors shall have the discretion to bill assessments annually, semi-annually, quarterly or monthly. Payment of billed assessments is due by the 10th of the month following the month the bill is mailed, or as directed in said bill. The Board of Directors may assess a reasonable late fee not exceeding 15% of the billed amount for assessments not received by the due date. Unpaid assessments, late fees and interest thereon, and reasonable attorney’s fees and other costs attributable to the collection of unpaid assessments shall be a charge and continuing lien in favor of the Association upon the lot against which the assessment is made. On or before the date of each annual meeting, the Association shall supply to all lot owners an itemized accounting of the Common Expenses for the preceding calendar year actually incurred and paid together with a tabulation of the amounts collected pursuant to the estimates provided, and showing the net amount over or short of the actual expenditures plus reserves. Any amount accumulated in excess of the amount required for actual expenses and reserved shall be credited uniformly to ~~the next monthly installments due from lot owners under the current year’s estimate, until exhausted, and any net shortage shall be added uniformly for all similar lots to the installments due in the succeeding six months after rendering the accounting~~ members in the form of a reduction in the amount of the succeeding assessments until such excess amount has been exhausted, which shall occur within two (2) calendar years.

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10. This change states that if there is a conflict between the Bylaws and the Kansas Uniform Common Interest Owners' Bill of Rights Act that the Kansas statute takes precedence. The proposed change is as follows:

ARTICLE VII. GENERAL PROVISIONS

SECTION 3. Conflict. In the case of any conflict between the Articles of Incorporation 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. In the case of any conflict between the Kansas Uniform Common Interest Owners' Bill of Rights Act and these Bylaws, the Kansas Uniform Common Interest Owners' Bill of Rights Act shall control.