

**BY-LAWS OF
TUSCANY RESERVE HOMES ASSOCIATION, INC.**

**ARTICLE I
OFFICES**

1.1 Name. The name of the corporation is Tuscany Reserve Homes Association, Inc. It is incorporated under the laws of the State of Kansas as a not-for-profit, non-stock corporation. The corporation is the homes association referenced in the Declaration (as defined below).

1.2 Location. The principal office of the corporation shall be located in Leawood, Kansas, but meetings of members and directors may be held at such places in Johnson County, Kansas as may be designated by the Board of Directors from time to time.

**ARTICLE II
DEFINITIONS**

2.1 Association shall mean Tuscany Reserve Homes Association, Inc., its successors and assigns.

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

2.3 Common Areas shall have the meaning set forth in the Declaration.

2.4 Common Elements shall mean capital improvements that exist within the Common Areas as defined in 2.3.

2.5 In Good Standing shall mean any Member who has abided by all the Declarations and By Laws, is current on all dues and assessments, and is not a party to a lawsuit or dispute involving the Association.

2.6 Lot shall have the meaning set forth in the Declaration.

2.7 Lot shall mean, for voting purposes, one vote per Lot.

2.8 Owner shall have the meaning set forth in the Declaration.

2.9 Developer shall mean the "Developer" (or its assignee) under the Declaration.

2.10 Members shall have the meaning set forth in the Declaration.

2.11 Declaration shall mean collectively, (i) Amended and Restated Tuscany Reserve Homes Association Declaration recorded as instrument number 3674298 in Book 9272 at Page 468 in the Office of the Register of Deeds of Johnson County, Kansas (the Register's Office), as such may be amended and supplemented from time to time, (ii) Tuscany Reserve Declaration of Restrictions recorded as instrument number 3674299 in Book 9272 at Page 493 in the Register's Office, as such may be amended and supplemented from time to time, and (iii) any additional declarations as may be

recorded from time to time with the Register's Office which relate to the subdivision commonly known as "Tuscany Reserve".

2.12 Advance Ballot/Proxy shall mean a form containing the names of the individuals nominated for vacant positions on the Association Board of Directors with the following options for Members unable to attend the annual meeting: (1) vote in the positive or the negative for nominees to the Association Board of Directors; (2) assign by valid proxy to another homeowner the right to vote positively or negatively for nominations to the Association Board of Directors (subject to limitations prescribed by Kansas Statute) at the meeting where Directors are elected.

ARTICLE III **MEMBERSHIP**

3.1 Membership Generally. Membership in the Association shall be limited to persons or entities who are the Owners of the fee interest in any Lot, or Lots, which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be Members. Membership shall be appurtenant to and may not be separated from ownership of a Lot or Lots.

3.2 Suspension of Membership. During any period in which a Member shall be delinquent in the payment of any assessment levied by the Association as provided in the Declaration, the voting rights of such Member shall only be suspended in accordance with Kansas Statute.

ARTICLE IV **VOTING RIGHTS**

4.1 Voting. Each Member shall have one vote for each Lot in which he or she holds the interest required for Membership purposes; provided, however, when more than one person holds such interest or interests in any Lot the one vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to such Lot.

4.2 Representatives. Where a Lot is owned by a corporation, partnership, or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE V **USE OF COMMON AREAS**

5.1 Common Areas. The owners of Lots within the Subdivision shall have the non-exclusive right to the use of all Common Areas to the extent not located on any Lot.

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

ARTICLE VI
BOARD OF DIRECTORS

6.1 Number of Directors and Term Limits.

The affairs of the Association shall be managed by a Board of Directors composed of five (5) directors. Each individual elected as a director shall serve for a term of two years, or until his or her earlier resignation or removal. Three directors shall be elected at the annual meeting in a year ending in an odd number and two directors shall be elected at the annual meeting in a year ending in an even number. Directors shall be limited to two (2) consecutive two-year terms. If a new member is not available to serve, a serving director may be nominated for a third term. Directors who have served two consecutive terms and do not serve a third term as described above, may serve again as a new director following an absence of two years from the Board.

6.2 Qualification. Each director must be and remain a Member of the Association In Good Standing in order to remain as a director.

6.3 Removal.

a. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association entitled to vote. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.

b. Any director elected by the Members who has two consecutive absences without cause from any meeting of the Board of Directors shall be deemed to have resigned.

c. Any director who is more than 45 days delinquent in the payment of any assessment or any other charges due to the Association will no longer be considered In Good Standing, and deemed removed from the Board.

6.4 Compensation. No director shall receive compensation for the service he or she may render to the Association as a director. However, any director may be reimbursed for his or her reasonable out-of-pocket expenses incurred in the performance of his or her duties.

6.5 Open Directorships. Such directorships may be filled by a majority of the directors then in office, unless it is otherwise provided in the Articles of Incorporation or these By-Laws, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are no directors in office, then an election of directors will be held in the manner provided by Kansas Statute.

ARTICLE VII
MEETING OF DIRECTORS

7.1 Annual Meetings. Annual meetings of the Board of Directors shall be held within 15 days following the annual meeting of the Members.

7.2 Regular Quarterly Meetings. Regular quarterly meetings of the Board of Directors shall be held on the second Tuesday of the quarter unless appropriate notice, as defined by Kansas Statute is given to the membership. Not less than five (5) days prior to the meeting, a copy of the then current agenda shall be made available to the membership. Further,, not less than thirty (30) days following the meeting, the minutes of the meeting shall be posted. All meetings of the Board of Directors shall be open to the membership, except as allowed by Kansas Statute.

7.3 Special Meetings. Special meetings of the Board of Directors shall be held when called by the president or vice-president of the Association or by any Director. The minutes of said special meeting shall be posted within thirty (30) days following the special meeting.

7.4 Notice of Special Meetings. Notice, either electronically, by mail, or by telephone, stating the place, day and hour of a special meeting and the purpose or purposes for which the meeting is called, shall be delivered to each director and all Members not less than 5 days before the date of the special meeting. Emergency meetings of the Board may be called without notice to the Members, and minutes of any such meeting shall be posted within fifteen (15) days of the meeting date.

7.5 Quorum. Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of Association business. Except as otherwise required by law or as provided in Article XVI hereof, every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board of Directors.

7.6 Adjournment. If a quorum shall not be present at any meeting, the directors present shall have the power to adjourn the meeting to a future specified date without providing notice to the Membership other than an announcement at the meeting, except as required by Statute.

7.7 Meetings by Conference, Telephone or Similar Communication Equipment. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meetings.

7.8 Action Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

ARTICLE VIII
NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee appointed by the Board of Directors.

(a) The Nominating Committee shall be composed of at least two members of the Association Membership and one director not standing for re-election.

(b) Members of the Nominating Committee shall be appointed by the Board to serve a term of one year or until their successors are appointed. The Chairperson of the nominating committee shall be appointed by the Board.

(c) At least 60 days in front of the annual meeting, the nominating committee shall be responsible for sending notice, by mail and electronically, to the Membership stating the number of board vacancies and requesting volunteers to fill those vacancies.

(d) Not less than fourteen (14) days before the annual meeting the nominating committee will present a slate to the membership, including short biographies and photographs, in accordance with the directions of the Board.

(e) The Nominating Committee may make as many nominations to the Board as it shall in its discretion determine is appropriate. In making nominations, the Nominating Committee shall use reasonable efforts to nominate candidates representing the diversity which exists within the pool of potential candidates.

(f) Any Member may submit to the Secretary at least 30 days prior to the meeting at which the election is to be held a nominating petition signed by at least 3 other Members In Good Standing. The petition should include a statement that the person nominated is willing to serve together with a biographical sketch of the nominee. That Member's name shall be included on any Advance Ballot/Proxy mailed to the Membership.

(g) Nominations may be submitted from the floor at the meeting at which the election is held for vacancies on the Board of Directors of the Association. Each candidate so nominated shall be given reasonable, uniform opportunity to communicate his or her qualifications to the Members to solicit votes.

8.2 Election. Election to the Board shall be by written ballot. A vote may be cast in person, by Advance Ballot or by proxy as defined in Article 10.5. With respect to each vacancy, Members are entitled to cast as many votes as they are entitled to under the provisions of Article IV herein. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted. Members voting by Advance Ballot/Proxy must do so by submitting said Advance Ballot/Proxy as directed by the Advance Ballot/Proxy.

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ARTICLE IX

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to:

9.1 Scope. Exercise for the Association all powers, duties and authority vested in or

delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

9.2. Preparation and Approval of Annual Association Budget

(a) At least thirty days before the beginning of each fiscal year, the Board of Directors shall adopt a budget for the Association containing an estimate of the total amount considered necessary to pay the cost of maintenance, management, operation, repair and replacement of the common elements and common areas and those parts of the lots as to which it is the responsibility of the Association to maintain, repair and replace, and the cost of wages, materials, insurance premiums, services, supplies and other expenses that may be declared to be common expenses by the Declaration and which will be required during the ensuing fiscal year for the administration, operation, maintenance and repair of the common areas and the rendering to the Members of all related services.

(b) Such budget shall also include such reasonable amounts as the Board of Directors considers necessary to provide a general operating reserve and reserves for contingencies and replacements. At least twenty one (21) days before the beginning of each fiscal year, the Board of Directors shall send to each Member a copy of the budget in a reasonably itemized form which sets forth the amount of the common expenses and any special assessment payable by each Member. Such budget shall constitute the basis for determining each Member's assessment for the common expenses of the Association.

9.2 New Construction: The Board of Directors cannot authorize any unbudgeted expenditures for the construction of any Common Element not currently in existence. To facilitate the process The Board will follow the review process outlined in 9.3(a) through 9.3(b) below. The Board will then present its findings and recommendations to the Membership for a vote prior to any action being taken.

9.3 Pre-Existing Construction: The Board of Directors cannot incur aggregate unbudgeted expenditures for capital repair or improvement to the Common Elements or Common Areas in any fiscal year in excess of seven (7%) percent of the budgeted gross expenses of the Association for the previous fiscal year, except for expenditures made in accordance with previously set aside accounts for the repair and maintenance of such Common Elements and Common Areas. In the event the required expenditure will exceed the defined amount, the following process shall be followed :

(a) Establishment of a Review Committee: The Board will establish a committee to address the issue and recommend solutions to the Board. Each committee will be composed of at least four (4) members of the Association and at least one Board member, however always maintaining a ratio of at least 2 Members for each Board member added.

(b) Each committee will follow an procurement process consisting of obtaining at least three (3) bids, producing a detailed outline of the scope of work involved, and estimating a time line for completion of the project.

(c.) The Board of Directors shall call a special meeting of the Membership, presenting the information gathered and allowing for questions before the Board makes a final decision.

(d) To the extent that annual budgets must be revised or special assessments levied those actions shall be governed by Kansas Statute.

9.4 Component Study. The board shall be required to prepare and post a component study of the Common Areas, analyzing the projected remaining useful life of the Common Elements and Common Areas and to determine the amount of funds that should be set aside in reserve accounts each year for the purpose of accumulating sufficient funds to handle the maintenance, repair and replacement of the said items at such time as may be anticipated or required.

9.5 Contracts for Services. The Board of Directors may not enter into any contract for goods or services for a term longer than two years with the following specific exceptions:

(a) A contract with a public utility company if the rates charged for the materials or services are regulated by the state under franchise with the City, or other governmental authority, provided, however, that the term of the contract shall not exceed the shortest term for which the supplier will contract at the regulated rate.

(b) Prepaid comprehensive casualty, liability and other insurance policies not to exceed three years in duration; provided that such policies shall permit cancellation or modification by the insured.

(c) Service contracts for equipment, repair and maintenance of Common Areas, Common Elements and providing similar equipment, repair and maintenance to those items required to be provided to Members by the Declarations for a term of up to three years.

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

9.7 Records and Reports. Cause to be kept a complete record of all its acts and of the corporate affairs of the Association as per Kansas Statute. Minutes of meetings, financial reports, and annual budgets shall be made available to the membership without request. Bidding documents, contracts, and professional surveys shall be reviewable by any Member upon request, with proper notice, and at a mutually agreeable time.

(a) Cause to be maintained and retained in the manner prescribed, all records and reports required by Kansas Statute including but not limited to:

(i) detailed records of receipts and expenditures affecting the operation and administration of the Association and other appropriate accounting records;

(ii) minutes of all meetings of the Members and the Board and a record of all actions taken by the Members or the Board without a meeting;

(iii) a current Membership Roster;

(iv) the Association's original or restated Articles of Incorporation and all amendments thereto;

(v) the current Rules;

(vi) all financial statements and tax returns of the Association for the past three years;

- (vii) a list of the names and addresses of current members of the Board and officers;
- (viii) the Association's most recent periodic report to the Secretary of State;
- (ix) financial records;
- (x) copies of current contracts to which the Association is a party;
- (xi) records of actions to approve or deny any requests for design or architectural approval from Members; and
- (xii) ballots, proxies and other records related to voting by Members for one year after the election, action or vote to which they relate.

(b) **Inspection by Members.** Upon not less than five days' notice, all records retained by the Association shall be made available for inspection and copying by a Member of the Association or by his or her duly appointed representative, during reasonable business hours or at a mutually convenient time at the office of the Association or mutually convenient location and for a purpose reasonably related to his or her interest as a Member. Information provided pursuant to this Section shall not be used for commercial purposes.

(c) **Records That May Be Withheld .** Records retained by the Association may be withheld from inspection and copying, except as required by Kansas Statute, to the extent they concern:

- (i) personnel, salary and medical records relating to specific individuals;
- (ii) contracts, leases and other commercial transactions to purchase goods or services, currently being negotiated;
- (iii) existing or potential litigation, or mediation, arbitration or administrative proceedings;
- (iv) existing or potential matters involving, federal, State or local administrative or other formal proceedings before a court or other forum for enforcement of the Declaration, these Bylaws or the Rules;
- (v) communications with the Association's lawyers which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine;
- (vi) information the disclosure of which would violate law;
- (vii) records of an executive session of the Board;
- (vii) individual Unit files other than those of the requesting Owner.

(a) **Fees for Copying.** If a Member requests a copy of any records, the Board or Agent shall charge the Member for the cost of preparing the copy.

(b) **No Duty to Compile.** The Association shall have no duty to compile or synthesize information in its records for a Member.

(c) **Inspection by Directors.** Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and a copy of relevant documents at the expense of the Director unless he or she is acting on behalf of the Association.

9.8 **Audit.** The Association shall obtain an audit at least every five (5) years and review at least every three years the books and records of the Association and shall provide a copy thereof to every Owner.

9.9 **Obligation of Confidentiality.**

Each officer, Director and Members shall have a continuing obligation to keep confidential any information made available to them pursuant to the Declaration, these Bylaws or the Rules. The

Association is hereby released from any and all claims that may arise from the publication of information by the Association as required by applicable law, the Declaration, these Bylaws or Rules.

9.10 Annual Meetings of Members

(a) The annual meetings of Members shall be held at such date during the month of November as the Board shall designate. If for any reason an annual meeting of the Association shall not be held on the date so designated, the meeting shall be called by the Secretary and held as soon thereafter as is practical and convenient, but not later than 60 days after the date designated by the Board.

(b) At each annual meeting

(i) the President and Treasurer shall report on the activities and financial condition of the Association;

(ii) there shall be elected, by written ballot of the Members, (either by Advance Ballot or Proxy), one or more Directors in accordance with the requirements of these Bylaws and as required by Kansas Statute; and

(iii) the Members shall consider and act on such other matters as may properly come before the meeting. Any matter which a Member desires to bring before the meeting for a binding vote must be properly noticed to the Secretary in writing at least 10 days before notice of the meeting is given, which notice must be supported and signed by four Members entitled to vote. Such noticed matter shall be included and presented to the Membership in the notice of the meeting in such form as the Board may reasonably determine. Any other business not so included in the notice may be presented at the Annual Meeting at the discretion of the presiding officer.

(c) Written notice of the annual meeting shall be given to each Member by the Secretary in the manner provided in these Bylaws. All such notices of any annual meeting shall be sent to each Member not less than fourteen (14) days and not more than 60 days before such meeting, and shall specify the place, the date and the hour of such meeting, shall generally state those matters which the Association shall consider at the meeting, and shall generally describe those matters which the Association shall consider at the meeting. Not less than 14 days before the annual meeting the proposed annual budget shall be sent to the Membership.

(d) Prior to each annual meeting, a Roster shall be prepared. The Roster must be made available for inspection at the Association's principal office by Members or their agents for the purpose of communication with other Members concerning the meeting. The list shall be provided to each Member prior to the annual meeting and shall be available for the Member or or the Member's agent to inspect at any time during the meeting or during any adjournment. Each Member who inspects the Roster shall not make any use of the Roster to solicit money or property or for any other commercial purpose) or to distribute the names on the Roster to any person who is not an Owner or for any purpose unrelated to any Owner's interest as an Owner and Member. Any Member who uses the Roster in a manner prohibited under this Section shall, in addition to all other rights, powers and remedies available to the Association under the Governing Documents, indemnify and defend the Association and the Board against and hold the Association and the Board harmless from any and all

claims arising from or related to such Member's use of the Roster.

(e) The notice of any meeting at which Directors are to be elected shall include the names, addresses and brief biographical sketches of those who are nominees at the time the notice is sent to Members.

(f) Written notice delivered as part of a newsletter, magazine, email broadcast, or other publication regularly sent to the Members is sufficient for the purposes of this Section.

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

9.12 Assessments. As more fully provided in the Declaration, provide for the levying of the regular assessments against each Lot and any special assessment against any Lot and to take all actions necessary or appropriate to collect the same.

9.14 Certificates. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Association for the issuance of these certificates.

9.15 Insurance/ Risk Assessment The Board of Directors shall direct the Association's management company to either provide risk management recommendations or obtain risk management recommendations from professional insurance brokers every three years. Following said review, the Board shall obtain competitive quotations from a minimum of two brokers representing at least three (3) different carriers in order to procure and maintain public liability insurance, fire and extended coverage hazard insurance and other insurance on property owned by the Association and maintain officer's and director's liability insurance, all with such coverages and in such sums as may be deemed appropriate by the Board of Directors.

9.16 Bonding. Cause all officers having fiscal responsibility to be bonded, as the Board of Directors may deem appropriate.

9.17 Maintenance. Cause all Common Elements and other common areas to be maintained as provided in the Declaration.

9.18 Committees.

(a) Appoint one or more committees. Any such committee shall be composed of at least one (1) director and any other individuals as the Board of Directors shall designate. Not all members of a committee need be directors unless otherwise provided in the Declarations, Articles of Incorporation or by-laws. A quorum of any committee so designated by the Board of Directors shall be any number of the members designated by the Board of Directors, but that quorum shall not consist of less than one-half (1/2) of the total number of members appointed to such committee. The Board may designate one (1) or more individuals as alternate members of any committee, who may replace an absent or disqualified member at any meeting of the committee.

(b) Standing Committees: The following committees shall be standing committees of the Association. Each standing committee shall be named and publicized to inform the Membership of

its existence, function, purpose, and guidelines. If no Members volunteer, then each committee may be composed entirely of directors.

(i) **Nominating Committee:** The nominating committee shall be appointed and operate in accordance with Article 8.1.

(ii) **Finance Committee:** The finance committee shall be appointed by the Board to assist the Treasurer in the completion of his or her duty as described in Article XI, paragraph 7, including the preparation of the Annual Budget for approval by the Board for presentation to the Membership and the completion of written reports to the Board of Directors no less than every quarter.

(iii) **Design Review Committee:** As per the Declaration of Restrictions as defined in 3.1.

9.19 **Indebtedness of Association.** The Board of Directors may not borrow money and incur indebtedness for the purposes of the Association and cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor without the consent of a majority of the members. The repayment of any such approved indebtedness shall not be or become the personal obligation of any Owner or director.

9.20 **Performance.** Perform all acts and do all things required or permitted to be done by the Declarations, the By-Laws, or otherwise; and perform all things required or permitted to be done by the Board of Directors of a not-for-profit corporation or Homes Association under the laws of the State of Kansas.

ARTICLE X **MEETINGS OF MEMBERS**

10.1 **Annual Meeting.** The annual meeting of the members of the Association shall be held in November of each year at such place and time as determined by the Board of Directors. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered, and any other business within the powers of the membership may be transacted. All annual meetings will be held in accordance with *Robert's Rules of Order*.

10.2 **Special Meetings.** Special meetings of Members, for any purpose or purposes whatsoever, may be called at any time by the President, a majority of the Board or by Members representing ten (10) percent or more of the total Members of the Association. Except in special cases where other express provision is made by statute, these Bylaws or the Declaration, notice of such special meetings shall be given in the same manner as for annual meetings and may be given by any person or persons entitled to call such meeting. Notices of any special meetings shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted, and no other business may be transacted at the special meeting.

If a special meeting is called by Members, the request shall be submitted by those Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by facsimile transmission (with confirmation of receipt) to the President, any Vice-President or the Secretary of the Association. The officer receiving the request

shall cause notice to be promptly given to the Members entitled to vote, stating a meeting will be held and the date for such meeting, which date shall be not less than 30 nor more than 60 days following the receipt of the request. If the notice is not given within 30 days after receipt of the request, the Persons requesting the meeting may give the notice.

10.3 Place and Notice of Meetings. All meetings of the members shall be held in Johnson County, Kansas at such place as may be designated in the notice of the meeting. Written and electronic notice of each meeting of the members shall be given by, or at the direction of, the person(s) duly calling the meeting, by mailing a copy of such notice, postage prepaid, not less than fourteen (14) days nor more than forty (40) days prior to such member entitled to vote thereat addressed to the member's address and e-mail address last appearing on the Roster of the Association. Such notice of the annual meeting shall specify the place, day and hour of the meeting, the proposed agenda, the written slate, and an Advance Ballot/Proxy for election of directors, and, in the case of a special meeting, the notice shall state the purpose(s) of the meeting. Such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon so addressed to the member.

10.4 Quorum. The presence at a meeting of members entitled to cast at least 25% of the total votes of the membership on the specific actions shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be obtained. Except as otherwise provided by these Bylaws, the Declaration or the Articles of Incorporation or by law, a majority vote of those present at a meeting at which a quorum is present shall be necessary to transact any business entitled to be transacted by the members.

10.5 Advance Ballots and Proxy Voting. At the Annual Meeting of the Members where Board of Director elections take place, each Member may vote in person, by Advance Ballot or by Proxy for the nominated Members. All Advance Ballots and valid Proxies shall be in writing and properly filed with the Secretary of the Association before the start of the meeting. A proxy may be instructed (directing the proxy how to vote) or uninstructed (leaving the vote to the proxy's discretion). Proxies shall include a brief explanation of the effect of leaving the proxy uninstructed. Proxies may be granted by any Member in favor of another Member, an officer of the Association or the Member's attorney. No person shall cast votes as a proxy for more than three other Lots. Proxies shall be executed in writing, signed by the Member, shall be witnessed, shall contain the full name and address of the witness, shall be dated, shall be valid only for the particular meeting designated therein and must be filed with the secretary, and shall terminate after the first meeting held or the date of that proxy or any recess determined at that meeting.

ARTICLE XI **OFFICERS AND THEIR DUTIES**

11.1 Enumeration of Offices. The officers of the Association shall be president, a vice-president, a secretary, a treasurer, and member at large.

11.2 Election of Officers. At the first and each subsequent annual meeting of the Board of Directors, the newly elected Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal. An officer shall be deemed qualified when he or she enters upon the

duties of the office to which he or she has been elected or appointed.

11.3 Special Appointments. The Board of Directors may appoint such agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties consistent with these Bylaws as the Board may, from time to time, determine.

11.4 Resignation and Removal. Any officer may be removed from office by a four-fifths (4/5) vote of the directors whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board through the president or secretary. Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.5 Vacancies. A vacancy in any office shall, for voting purposes, be filled by the Board of Directors at any time. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

11.6 Multiple Offices. Any two (2) or more offices may be held by the same person.

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

President. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Association. He or she shall preside at all meetings of the membership and at all meetings of the Board of Directors. He or she shall be a non-voting ex officio member of all standing committees (and may also be a voting member of any such committee, in the capacity of an official appointee, as the case may be) and shall have the general powers and duties of management usually vested in the office of president and shall have such other powers and duties as may be prescribed by *Robert's Rules of Order*.

Vice President. The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board of Directors. He or she will determine that all meetings, and proceedings are conducted as prescribed by *Robert's Rules of Order*.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members, shall keep the corporate seal, if any, of the Association and affix it on all papers required to have the seal affixed thereto, shall serve notice of meetings of the board and of the members, shall keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties, and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of secretary.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers as may be prescribed by

the Board of Directors or usually vested in the office of treasurer. The books of account and accounting records shall at all reasonable times be open to inspection by any director or Member in good standing..

Member-at-Large: The member-a-large shall chair the Design Review Committee.

11.8 Compensation. Officers of the Association shall not receive any compensation or salary for their services, but may be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the duties of their offices.

ARTICLE XII **ASSESSMENTS AND RESERVES**

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

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declaration and By-Laws.

ARTICLE XIII **BOOKS AND RECORDS**

The books and records of the Association shall, in accordance with Section 9.6, at all times, during reasonable hours and upon reasonable notice, be subject to inspection by any member for proper purposes. The Declaration, Articles of Incorporation and Bylaws of the Association shall also be available during reasonable hours for inspection by any member.

ARTICLE XIV **CORPORATE SEAL**

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

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ARTICLE XV **GENERAL PROVISIONS**

15.1 Depositories and Checks. The moneys of the Association shall be deposited in such banks or financial institutions as may be provided by resolution adopted by the Board of Directors from time to time and shall be drawn out by checks cosigned by any member of the Board of Directors.

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

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

15.4 Indemnification.

(a) Indemnification and Advancement of Expenses. The directors and officers of the Association shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of the Association in defending a civil or criminal action against a director for any action taken in his or her capacity as a director, or a suit or proceeding against the Association shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Association as authorized by the Kansas General Corporation Code. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such director or officer may be entitled by agreement, vote of members or of disinterested directors, or otherwise.

(b) Continuation of Rights. All rights of indemnification and advancement of expenses under these Bylaws and under the Kansas General Corporate Code shall continue as to a person who has ceased to be a officer or director and shall inure to the benefit of the heirs, executors and administrators of such an officer or director.

(c) Indemnification Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Association against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

ARTICLE XVI
AMENDMENT

These Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted by a two-thirds (2/3) vote of the members of the Association entitled to vote who are present at a meeting at which a quorum is present.

ARTICLE XVII
CONFLICT

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

ARTICLE XVIII
FISCAL YEAR

The Board of Directors shall have power to fix and from time to time change the fiscal year of the Association. In the absence of action by the Board of Directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until

such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XIX
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes of Kansas, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members, directors or members of a committee of directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

The undersigned secretary of Tuscan Reserve Homes Association, Inc., a Kansas not-for-profit corporation, hereby certifies that the foregoing Bylaws are the duly amended Bylaws of said corporation, amended this 27 Day of September, 2011.

Dated: September 27, 2011



Gregory A. Hamilton, Secretary