

**FONTAINEBLEAU HOMES ASSOCIATION, INC**

**BYLAWS**

Article I

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the above-named Kansas not-for-profit corporation is hereby located at 12701 Grandview, City of Overland Park, County of Johnson, Kansas.

Section 2. Registered office. The corporation, by resolution of its board of directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

Section 3. Other Offices. Branch of subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

Article II

Membership

Section 1. Membership. Members shall be all owners of lots designated in the Fontainebleau Homes Association Declaration, dated August 14, 1986, filed at Vol. 2402, p. 421, Johnson County Registers of Deeds, State of Kansas. When a person becomes owner of a lot or lots so described, he or she shall automatically become a member of the corporation. Each lot shall be entitled to one vote. All members are voting members.

Section 2. Termination of Membership. When a person ceases to be an owner of a lot described in Article I, Section 1 above, he or she shall automatically cease to be a member of the corporation.

Section 3. Transfer of Membership. Memberships in the corporation shall be nontransferable, except in the case of sale of member's lot. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

Section 4. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the corporation unless another place within or without the State of Kansas is designated either by the board of directors pursuant to authority hereinafter granted to said board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the secretary of the corporation.

Section 5. Meetings of Voting Members and Other Membership Matters. The annual meeting of the members shall be held on the 15<sup>th</sup> day of march in each year at 10:00 o'clock, a.m. of said day; provided, however, that should said day fall upon a legal holiday, then such annual meeting of members

shall be held at the same time and place on the Friday proceeding such designated meeting date. At such meeting, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his or her address appearing on the books of the corporation or given by him or her to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than the (10) days nor more than sixty (60) days before each annual meeting, and shall specify the place. The day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. If this bylaw as to the time and place of election of directors is changed, such notice shall be given to members at least twenty (20) days prior to such meeting.

Section 6. Special Meetings. Special meetings of the members, for any purpose of purposes whatsoever, may be called at any time by the president or by the board of directors, or by one or more members holding not less than one-fifth of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 7. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members, who are either present in person or represented by proxy thereat, but in the absence of a quorum, no other business may be transacted at such meeting.

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

Section 8. Voting. Unless the board of directors has fixed in advance (pursuant to Article V, Section 1) a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. If the Articles of Incorporation permit the election of directors without written ballot, then such election of directors shall be without written ballot, unless requested by any member, in which case the election of directors shall be by written ballot. Each voting member shall have one vote per each lot owned for election of directors and all other matters which may properly come before the members at any annual or special meeting.

Section 9. Quorum. The presence in person or by proxy of a majority of the voting members at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 10. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records of made a part of the minutes of the meeting.

Section 11. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force, and provided further, that no proxy may be given to a person who is not a member of the corporation.

Section 12. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the board of directors and of executive committee of directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his or her interests as a member. The list of members entitled to vote shall be prepared at least ten (10) days before every meeting of members by the officer in charge of the membership ledger, which shall be the secretary, an shall be open to inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least then (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, assistant secretary or general manager of the corporation.

Section 13. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

### Article III

#### Directors

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws; all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First ± If allowed by the Articles of Incorporation, to alter, amend or repeal the bylaws of the corporation.

Second ± To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation of the bylaws, fix their compensation, and require from them security for faithful service.

Third ± To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.

Fourth ± To change the principal office and registration office for the transaction of the business of the corporation from one location to another as provided in Article I hereof' to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, Section 3 hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, and to alter the forms of such seal and of such certificates, if any, and to alter the forms of such seal and of such certificates from time to time, and in their judgment they may deem best, provided such seal and such certificate, if any, shall at all times comply with the provisions of law.

Fifth ± To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Sixth ± To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall be composed of two or more directors.

Section 2. Number and Qualification of Directors. The authorized number of directors of the corporation shall be no less than three (3) nor more than seven (7) until changed by amendment to this bylaws. Directors must be members.

Section 3. Election and term of Office. The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of Members held for that purpose as soon thereafter as conveniently may be. At the first annual meeting the members shall elect four (4) directors for a term of one year (1) and three (3) directors for a term of two (2) years. At successive annual meetings, the membership shall alternate between electing four (4) directors and three (3) directors as the expiration of terms shall occur and all such directors shall be elected until their respective term of two (2) years. All directors shall hold office until their respective successors are elected. A director may be removed from office at any time with or without cause, however, by a majority vote of the voting members, and may be removed without cause by a two-thirds (2/3) vote of the voting members.

Section 4. Vacancies. Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. If at any time, by reason of death, resignation, or other cause, the corporation should have no directors in office, then any officer or any member or any executor, administrator, trustee or guardian of a member or other fiduciary entrusted with like responsibility for the person or estate of a member may call a special meeting of the members in accordance with the provisions of these bylaws, or may apply to the District Court for a decree summarily ordering a director so elected shall hold office until his or her successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the

members fail at any annual or special meeting of members at which any director or directors are elected to elect the full authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve.

The members holding at least twenty percent (20%) of the outstanding membership may call a meeting at any time to fill any vacancy not filled by the directors in accordance with the above procedures. If the board of directors accepts the resignation of a director tendered to take effect at a future time, the board or the members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 5. Place of Meeting. Regular and special meetings of the board of directors shall be held at any place within or without the state of Kansas which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 6. Organizational Meeting. Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby waived.

Section 7. Other Regular Meetings. Other regular meetings of the board of directors shall be held without call at such time as the board of directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the board of directors is hereby waived.

Section 8. Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or, if he or she is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least five (5) days before the date of such meeting or be hand delivered or notified by telegram at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director to his or her residence or usual place of business. If notice be given by telegraph, such notice shall be deemed to be delivered when the same is delivered to the telegraph company.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 12. Meetings by Telephone. Members of the board directors of the corporation, or any committee designated by such board, may participate in a meeting for the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participation in the meeting shall constitute presence in person at the meeting.

Section 13. Adjournment. A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 14. Votes and Voting. All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one director. Each director shall have one vote. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Section 15. Inspection of Books and Records. Any director shall have the right to examine the corporation's membership records, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such director's position as a director. When there is any doubt concerning the inspection rights of a director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

Section 16. Fees and Compensation. Directors shall not receive any stated salary for their services as directors, but, by resolution of the board, adopted in advance of, or after the meeting for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one or more of the directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

## Article IV

### Officers

Section 1. Officers. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at discretion of the board or directors, a chairman of the board, one or more vice-presidents, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by the board of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Officers of the corporation shall receive no compensation for their services as officers.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board. Any officer may resign at any time upon written notice to the corporation.

Section 7. Chairman of the Board. The chairman of the board, if there be such an officer, shall, if present, preside at all meetings of the board of directors, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by these bylaws.

Section 8. President. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. He or she shall preside at all meetings of the members and, in the absence of the chairman of the board, at all meetings of the board of directors. He or she shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of the president of a corporation, and shall have such powers and duties as may be prescribed by the board of directors or these bylaws.

Section 9. Vice-President. In the absence or disability of the president, the Vice-president or vice-presidents, if there be such an officer or officers, in order of their rank as fixed by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-president shall have such other powers and perform such other by the board of directors or these bylaws.

Section 10. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at director's meetings, the members present or represented at members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a addresses, and the number and date of memberships issued; and the date of suspension, termination or resignation of every membership surrendered.

The secretary shall give, or cause to be given, notice of all the meetings of the members and of the board of directors required by these bylaws or by law to be given, and he or she shall keep the seal of

the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

Section 11. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies and other valuables in the name and to be credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. Her or she shall be bonded, if required by the board of directors.

## Article V

### Miscellaneous

Section 1. Dues. The dues required for membership shall be as specified in Section 8 and 9 of the Homes Association declaration, dated August 14, 1986, filed at Vol. 2404, p. 421, Johnson County register of Deeds, State of Kansas.

Section 2. Homes Association Declaration. All provisions of the Homes Association Declaration, dated August 14, 1986, filed at Vol. 2404, p. 421, Johnson County Register of Deeds, State of Kansas, and the Declaration of Restrictions to Fontainebleau, dated June 3, 1986, filed at Vol. 2351, p. 427, Johnson County register of Deeds, State of Kansas, shall take precedence over these bylaws and shall govern, regardless of conflicting provisions of these bylaws, unless such documents are amended as provided therein.

Section 3. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 4. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he or she is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the corporation or by the corporation, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court.
- (b) The court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys'



fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II, Section 2, for giving notice of members' meetings, in such form as the court directs.

Section 5. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 6. Annual Report. No annual report to members shall be required, but the board of directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the board of directors.

Section 7. Contracts, Deeds, Etc. , How Executed. The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of any on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other documents shall be executed on behalf of the corporation by the president (or by vice-president, if there be one, serving in the absence of the president), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the president (or vice-president serving in the absence of the president).

Section 8. Fiscal year. The board of directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the board of directors, however, the fiscal year of the corporation shall end each year on the date which the corporation 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 VI

### Amendments

Section 1. Power of Directors. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote, of the board of directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the bylaws by the board of directors shall be given to each member having voting rights within ten (10) days after the date of such amendments by the board.

Certification of Secretary

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Fontainebleau Homes Association, Inc., a Kansas not-for-profit corporation; and
- (2) That the foregoing bylaws, comprising nine (9) pages, constitute the original bylaws of said corporation, as duly adopted at the first meeting of the board of directors thereof duly held on the 14<sup>th</sup> day of August, 1986 and with spelling corrections adopted at the meeting of the board of directors thereof duly held on July 15, 2019.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 15th day of July, 2019.

\_\_\_\_\_  
Secretary

State of Kansas

County of Johnson

This instrument was acknowledged before me on \_\_\_\_\_ (date) by \_\_\_\_\_  
(name(s) of person(s)).

(Seal)

\_\_\_\_\_  
(Signature of notarial officer)

My appointment expires: \_\_\_\_\_