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31⁰⁰ 92 APR -2 P 2:36 .8 BYLAWS
SARA F.ULLMANN OF
REGISTER OF DEEDS RYAN'S RUN HOMES ASSOCIATION

29⁰⁰ 92 MAR 24 A 10:42 .5
SARA F.ULLMANN
REGISTER OF DEEDS

ARTICLE I

OFFICES

1.1 Name. The name of the association is Ryan's Run Homes Association. It is incorporated under the laws of the State of Kansas as a not-for-profit corporation.

1.2 Location. The principal office of the Association shall be located at 5000 West 95th Street, Overland Park, Kansas 66212, but meetings of members and directors may be held at such other places as may be designated by the board of directors.

ARTICLE II

DEFINITIONS

2.1 Association shall mean the Ryan's Run Homes Association, its successors and assigns.

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

2.3 Street shall mean any public or private street, road, terrace, circle or boulevard shown on any recorded plat of all or part of the District.

2.4 Lot shall mean any lot as shown as a separate lot on any recorded plat of all or part of the District; provided, however, that if an owner, other than the developer, owns all or parts of one or more adjacent lots upon which only one residence has been, is being, or will be erected, then such adjacent property under common ownership shall be deemed to constitute only one "Lot".

2.5 Owner shall mean the record owner in fee simple of any Lot in the District, including developer.

2.6 Developer shall mean and refer to Marlin Constance the successor to Blue Valley West Partnership, a Kansas General Partnership.

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2.7 Declaration shall mean the Ryan's Run Homes Association Declaration dated as of June 24, 1991 and recorded as instrument number 101533 and volume 3542 at page 586 in the Office of the Register of Deeds, Johnson County, Kansas, as such Declaration may be amended from time to time.

ARTICLE III

MEMBERSHIP

3.1 Membership. Except as otherwise provided in the Declaration, membership in the Association shall be limited to any person or entity who is the Owner of the fee interest or of an undivided portion of the fee interest in any Lot which is now or hereafter within the jurisdiction of the Association. Persons or entities who hold an interest merely as security for the performance of an obligation shall not be members. Tenants may vote with a written proxy from the Owner of a lot which proxy shall be submitted to the Board of Directors.

3.1.1 Membership for Guardians of Minors. In case the legal title to a Lot in the District is held by one or more minors, their natural or legal guardian or guardians shall be eligible for membership or, if there be more than one such guardian, they shall jointly have the right to cast only one vote for any candidate at any election or on any question or such guardians may designate in writing one of them as a member in their stead and such person shall thereupon become eligible for membership, subject to the approval of the Board of Directors.

3.1.2 Membership for Representatives of Corporations. In case the legal title to a Lot in the District is held by a corporation, partnership or other entity, the Owner may designate, by filing a written instrument with the Association, any person as its member representative.

ARTICLE IV

VOTING RIGHTS

The Association shall have only one class of members, which shall consist of all of the persons and entities who are members as provided in Article III. Members shall be entitled to one vote for the Lot in which they hold the interest required for membership. When more than one person holds such interest in any Lot, all such persons shall be members and the

vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast by members with respect to any Lot.

ARTICLE V

BOARD OF DIRECTORS

5.1 Number. The business and affairs of the Association shall be managed by a Board of Directors, composed of seven directors. At the initial election of directors, the terms may be staggered. Thereafter, each individual elected as a director shall serve for a term of two years and until his or her successor is duly elected and has commenced his or her term of office or until his or her earlier resignation or removal.

5.2 Qualification. All directors, other than the initial directors named in the Articles of Incorporation, shall be members in good standing of the Association.

5.3 Removal. 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 successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

5.4 Compensation. No director shall receive compensation for the service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE VI

MEETINGS OF DIRECTORS

6.1 Annual Meetings. The annual meetings of the Board of Directors shall be held following the annual meeting of the members at such place as may be fixed by the Board.

6.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and time as may be fixed from time to time by the Board.

6.3 Special Meetings. Special meetings of the members may be called at any time by the president or the Board of Directors or upon written request of the members.

6.4 Notice of Special Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, or hand delivered to the residence, at least fifteen days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting the purpose of the meeting.

6.5 Waiver of Notice. Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.6 Quorum. The presence of a majority in person or by proxy of those persons entitled to vote 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. A majority vote of those present shall be necessary to elect a Director or to transact any other business.

6.7 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

6.8 Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles of Incorporation or these bylaws, members of the Board of Directors of the Association, or any committee designated by the board, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

6.9 Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

7.1 Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the members.

7.2 Election. Election to the Board of Directors shall be by written ballot. At any such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

7.3 Commencement of Term of Office. A director shall be deemed elected at the time of his election, but he shall not be deemed to have commenced his term of office or to have any of the powers or responsibilities of a director until the time he accepts the office of director either by a written acceptance or by participating in the affairs of the Association at a meeting of the board of directors or otherwise.

ARTICLE VIII

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to:

8.1 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.

8.2 Enforcement of Restrictions. Enforce in the name of the Association any and all building, use or other restrictions, obligations, agreements, or reservations which have been or hereafter may be imposed upon any of the lots.

8.3 Records. Cause to be kept a complete record of all acts and of the corporate affairs of the Association.

ARTICLE IX

COMMITTEES

9.1 Committees. The committees of the Association shall consist of permanent committees created by these Bylaws and such other committees or sub-committees as may be formed by the Board of Directors or Association members. It shall consist of a minimum of three members. All members of the committee shall be appointed by the president subject to the approval of the Board of Directors.

9.2 Permanent Committee Duties. The permanent committees of the Association and their respective duties shall consist of:

9.2.1 Restriction Committee. This committee shall hear and investigate complaints of Association members concerning violations of the Restrictions affecting Ryan's Run and make recommendations to the Board of Directors as to action to be taken concerning violations of restrictions. It shall keep a record of all complaints and the actions of the committee taken thereon. It shall have such other duties as may be prescribed by the Board of Directors.

9.2.2 Architectural Committee. The purpose of this committee is to review any applications for the erection or alterations of buildings, fences, or other structures. The committee shall accept, hear and investigate and approve or disapprove such applications. It shall have such other duties as may be prescribed by the Board of Directors. Any Lot owner aggrieved by a decision of the architectural committee may appeal the decision to the Board of Directors, and if still aggrieved, to the membership of the Association. By majority vote of the directors or all eligible members of the Association, the decision of the architectural committee may be ratified or may be reversed.

9.2.3 Public Relations Committee. This committee shall be responsible to the Association Board of Directors for the publication of newsletters, material welcoming new home owners into the Association and other publications relative to the Association membership. It shall have other duties as may be proscribed by the Board of Directors.

REvised
P&R
Amendments
to By-Laws
Dated
2/12/99

9.3 Indebtedness of Association. To the extent permitted by the Declaration, borrow money and incur indebtedness for 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; provided, however that the repayment of any such indebtedness shall not be or become the personal obligation of any Owner.

9.4 Performance. Perform all acts and do all things required or permitted to be done by the Association by the Declaration or otherwise; and perform all acts and do all things permitted or required of a Board of Directors of a not-for-profit corporation under the laws of the State of Kansas.

ARTICLE X

MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meetings of the members of the Association shall be held at such date and place as may be fixed by the Board of Directors. If the day for the annual meeting of members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered, assessment levels shall be established and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of members holding at least one-tenth (1/10th) of the votes of the members.

10.3 Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or persons authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least five days before a regular meeting and at least ten days before a special meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

10.4 Quorum. The presence at a meeting, in person or by proxy, of members entitled to cast at least one-fourth (1/4th) of the total votes of the membership 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 in 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.

10.5 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the meeting. Every proxy shall be revocable and shall automatically cease to be effective, if not sooner terminated by its terms or revoked, upon the expiration of one year from the date of its issuance or upon conveyance by the member of his Lot, whichever event shall occur sooner.

ARTICLE XI

OFFICERS AND THEIR DUTIES

11.1 Enumeration of Offices. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board of Directors may from time to time elect.

11.2 Election of Officers. Initially, the officers shall be elected by the Board of Directors named in the Articles of Incorporation at the first meeting of that body, to serve at the pleasure of the board until the first annual meeting of the board and until their successors are duly elected and qualified or until their earlier resignation or removal.

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 enters upon the duties of the office to which he has been elected or appointed, but the Board may also require of such person his

written acceptance and promise faithfully to discharge the duties of such office.

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

11.4 Resignation and Removal. Any officer may be removed from office by the Board of Directors, with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or 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 may 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 replaces.

11.6 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the cases of special offices created pursuant to this Article.

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 business and officers of the Association. He shall preside at all meetings of the membership and at all meetings of the Board of Directors. He shall be ex officio a member of all standing committees, including the executive committee, if any, 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 the Board of Directors or these Bylaws.

(Revised 7/21/94
Amendments
To By-Laws
Dated 2/18/94)

Vice President. The vice president shall act in the place and stead of the president in the event of his 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.

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 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.

The secretary shall keep names and addresses of members confidential as the property of the Association. Such information shall not be made known to anyone except for purposes of carrying on the business of the Association.

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. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

ARTICLE XII

BOOKS AND RECORDS

The books and records of the Association shall be subject to inspection by any member at reasonable times and hours. The Declaration, Articles of Incorporation and Bylaws of the Association shall also be available at reasonable times and hours for inspection by any member at the principal office of the Association.

ARTICLE XIII

CORPORATE SEAL

The Association may 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.

REvised
See Amendments
to By-Laws
2/18/99

ARTICLE XIV

GENERAL PROVISIONS

14.1 Depositories and Checks. The monies of the Association shall be deposited in such manner as the directors shall direct in such banks or financial institutions as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.

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

14.3 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.

14.4 Indemnification and Liability of Directors and Officers. Each person who is or was a director or officer of the Association or is or was serving at the request of the Association as a director or officer of another corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the Association as of right to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a director or officer of the Association or, if serving at the request of the Association, as a director or officer of another corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation under any other bylaw or under any agreement, vote of members or disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

ARTICLE XV

AMENDMENT

These Bylaws may be altered, amended, or repealed in any of the following ways: (i) by a two thirds (2/3) vote of the

members of the Association present at a meeting at which a quorum is present, or (ii) by a three-fourths (3/4) vote of the Board of Directors.

ARTICLE XVI

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 the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVII

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 XVIII

CERTIFICATE

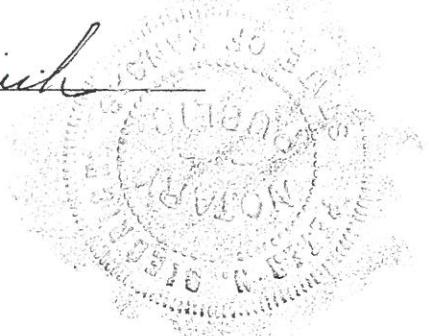
The undersigned secretary of Ryan's Run Homes Association, a Kansas not-for-profit corporation, hereby certifies that the foregoing Bylaws are the original Bylaws of said Association adopted by the initial directors named in the Articles of Incorporation.

Dated: 11-24-91.

UPDATES PER
AMENDMENTS TO
BY-LAWS DATED
2/18/99

Jacqueline H. Diedrich
Secretary

BY *Peter H. Diedrich*



C:\RYANS.BYL 07/16/91 11:18am

MY APPOINTMENT EXPIRES 8-7-94 ¹²

on certain real property situated in Johnson County, Kansas, described as follows, to-wit:

The east 1/2 of the northeast quarter of Section 24 Township 14 Range 24, Johnson County, Kansas, except part in dedicated roads,

which Survey was recorded on the 28th day of March, 1978, in the Office of Register of Deeds of Johnson County, Kansas under Document No. 1157824 in Plat Book 1317 at Page 13, such Survey designating all of the above described real estate as Blue Valley West, a subdivision in Johnson County, Kansas; and