

# CENTRAL PARK HOMEOWNERS ASSOCIATION

## BYLAWS

### **Article I - Purpose and Office**

Section 1. Primary Purpose. The name of this corporation is the Central Park Homeowners Association, Bel Aire, Kansas, Inc., as incorporated under the laws of the State of Kansas. The primary purpose of this organization is to ensure the Central Park neighborhood, including the common areas and recreational facilities, are maintained and operated in a manner consistent with the normal and reasonable expectations and standards of both the developer (The City of Bel Aire) and the homeowners, as specified by the provisions of the covenants and restrictions of the Central Park addition located in the City of Bel Aire, Kansas.

Section 2. Other Offices. Branch or 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**

The acquisition and ownership of a single family residential lot within the Central Park Addition to the City of Bel Aire, Kansas shall automatically carry with it a regular membership in this corporation, with all of the liabilities and benefits of such membership as described in this document.

### **Article III - Voting Rights**

Section 1. Voting Rights. Each regular member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Any member who is not current in their association dues or any other financial obligations to the HOA per this document, shall be considered not in good standing, and therefore ineligible to vote in any elections or on any matters related to the HOA.

Section 2. Eligible Voter List. The list of members entitled to vote shall be prepared at least ten (10) days before every meeting of members by the board of directors and shall be open to inspection by any member, for any purpose germane to the meeting, for at least five (5) days prior to such meeting.

### **Article IV - Assessments and Liens**

Section 1. Assessments. Each Lot shall be subject to an annual assessment to be paid to the Association annually in advance on the 31<sup>st</sup> Day of March. The Board may allow with a written request, the annual assessment to be paid in semi-annual installments.

Section 2. Determination of Assessments. Each year before February 28<sup>th</sup>, the Board shall determine and notify the members by mail to the last known address of record, the total amount of assessment funds per household necessary to discharge its responsibilities and authorized activities for the next year. Said annual assessment on each single family residential lot within said Central Park Addition shall not exceed \$252.00 for the year 2006. This annual amount shall not exceed 5% per annum increase whether or not assessed.

Section 3. Use of Assessments. The assessments shall be used to discharge the responsibilities of the Association, to pay indebtedness for installing and constructing Common Area amenities and monuments, to pay expenses authorized elsewhere in this document, and as the Board shall determine advisable for the following purposes: improving and maintaining the Common Areas and other property of the Association; mowing, planting trees and shrubbery and the care thereof; collecting and disposing of refuse; security; utilities; postage; mailings; publishing a directory of the membership of the Association; taxes; insurance premiums; welcome gifts; Christmas lights; property management; Association administration; expenses incidental to the enforcement of restrictions; operating expenses of the Common Areas; any other action for the general welfare of the Owners; and any other purpose for which the Association is incorporated. A portion of this assessment may also be paid to the City of Bel Aire for the members usage of the Bel Aire Swimming Pool located in Central Park.

Section 4. Personal Obligation for Assessments. By the acceptance of title to any Lot, the Owner (not including thereby a mortgagee as long as it is not the Owner) shall have personally agreed to pay to the Association all assessments thereafter falling due during the ownership thereof.

Section 5. Returned Check Fee. Any checks written to the Central Park Homeowners Association for the payment of dues returned unpaid by a bank shall be subject to a \$30.00 returned check fee, plus any accrued late fees on dues affected by this returned check.

Section 6. Delinquent Assessments. Assessments unpaid by March 31<sup>st</sup> by any member, shall thereafter be subject to interest at the rate of 10 percent per year. If the Association engages the services of an attorney or a collection agency, the Owner shall also pay the compensation and expenses of the attorney and agency.

Section 7. Lien for Delinquent Assessments. All assessments on a Lot including annual, special or individual, together with interest and collection expenses as provided in this Article, shall become a lien against such single family residential lot by the filing of a notice of non-payment of assessment in the office of the Register of Deeds of Sedgwick County, Kansas against each single family residential lot on which an assessment is due and unpaid for a period of 60 days. Additionally, a member whose dues have not been paid within the allotted period, forgoes the right to vote on any matters that may come before the HOA annual or special meetings.

Section 8. Special Assessments. Additionally, by a 2/3 vote of the members present at an annual meeting or special meeting of the members called for such purpose, the corporation may from time to time, establish a special assessment to be levied equally against each Lot to provide additional funds to carry out its duties. All additional assessments shall be due and payable upon written notification to the owner of said single family residential lot by this corporation. Any unpaid assessments for a period of 60 days, shall become a lien against such single family residential lot by the filing of a notice of non-payment of assessment in the office of the Register of Deeds of Sedgwick County, Kansas against each single family residential lot on which an assessment is due and unpaid.

Section 9. Individual Homeowner Assessments for Breach of Contract. The Board shall also have the authority to establish and fix a special assessment on any Lot to secure the liability of the Owner to the Association for any breach by the Owner of any provision of this Declaration, or the Covenants and Restrictions Document, which breach shall result in an expenditure by the Association for repair or remedy.

### **Article V - Annual Meetings**

Section 1. Annual Meeting. The annual meeting of the regular members shall be held on the second Sunday in February of each year, provided that the board of directors may designate a different date. Such date to be not later than fifteen (15) days after the second Sunday in February.

Section 2. Notice. Written notice of each annual meeting specifying the date, time and place of the annual meeting shall be mailed to the address of record, or hand delivered to the residence of each member at least fifteen (15) days prior to said meeting. If notice is hand delivered, the notice shall be personally delivered to a responsible person at such residence, or if there is no one present, by firmly affixing a copy thereof to the door of such residence.

Section 3. Purpose of Annual Meeting. It shall be the duty of the regular members at the annual meeting to elect or re-elect two (2) directors in odd numbered years and three (3) directors in even numbered years for a total sitting membership of five (5) directors, who shall serve for staggered two (2) year terms, or until their successors are elected and qualified. 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.

Section 4. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by at least twenty (20) regular members upon signing a written notification to the Chairman of this corporation that the meeting be held, specifying the purpose of the meeting. Notice of such special meeting shall be given in the same manner as for annual meetings of members. The notice of the 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 5. Voting. Unless the board of directors has fixed in advance 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. Unless otherwise provided in the Articles of Incorporation, all election of directors shall be by written ballot. Each eligible voting member shall have one vote for each director and all other matters which may properly come before the members at any annual or special meeting.

Section 6. Quorum. The presence in person of 20 percent (rounded down) of the eligible voting members as determined by the Board Secretary 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 from the meeting of enough members to leave less than a quorum. A lesser number can adjourn from time to time until a quorum is secure.

Section 7. Nominations. At least fifteen (15) days before the annual meeting of the regular members, the board of directors at a regular or special meeting shall select and cause to be sent to the regular members with the notice of annual meeting, the names of two/three (2/3) current directors seeking re-election or regular members to be presented at the annual meeting and voted on for the two/three (2/3) elected director positions up for election. Additional names may be nominated by the regular members from the floor of the annual meeting.

### **Article VI - Inspection of Corporate Records**

Section 1. Inspection of Corporate Records. The membership ledger, the books of account and minutes of proceedings of the meetings of the members and the board of directors shall be open to inspection, upon the written demand of any member within fifteen (15) days of such demand, if for a purpose reasonably related to his interest as a member, in the judgment of the HOA chairman. Such inspection shall 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 an annual meeting of the members shall be made in writing to the Secretary of this corporation.

Section 2. Inspection of Bylaws. The corporation shall keep for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, which shall be open to inspection by the members in response to a demand of inspection, made in writing to the Secretary of this corporation.

### **Article VII - Directors**

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to the 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:

- A. To alter, amend or repeal the bylaws of the corporation.
- B. 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 or the bylaws, fix their compensation, and require from them security for faithful service.

C. To conduct, manage, and control the affairs and business of the corporation, including entering into contracts for the care and maintenance of corporate assets, and to make such rules and regulations thereof not inconsistent with the laws, or with the Articles of Incorporation or the bylaws.

D. To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I; to fix and locate from time to time one or more subsidiary offices of the corporation.

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

F. To appoint an executive committee and other committees, and to delegate to such committee 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.

G. To enforce the Covenants and Restrictions document by incurring expenses to bring any lot into compliance and to charge such expenses to the homeowner of record for any related expenses, subject to all the applicable regulations as stated elsewhere in this document.

Section 2. Number of Directors. The authorized number of directors of the corporation shall be seven (7), unless changed by amendment to this bylaw. Five (5) regular directors are elected and must be members in good standing of the CPHOA. The additional, two (2) directors are ex-officio directors as defined in Section 4 below.

Section 3. Election and Term of Office. Regular member 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 at the annual meeting, these directors may be elected at a special meeting of members held for that purpose as soon thereafter as it conveniently may be held. These directors shall hold office until their respective successors are elected. These directors can be removed from office at any time by a two-thirds vote of the eligible voting members.

Section 4. Two Ex-Officio Directors. The Director of Parks and the Recreation Director of the City of Bel Aire, Kansas, or if those titles change, the city officials which assume those responsibilities, or their designees, shall serve ex-officially as voting members of the board of directors, with all rights and responsibilities of the other elected members.

Section 5. Vacancies. Vacancies of elected members of the board of directors may be filled by a majority vote of the remaining directors, although less than a quorum. Each director so elected shall hold office until his 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 any director or directors elected shall refuse to serve. No reduction of the authorized number of directors shall have the effect of removing any regular director prior to the expiration of his or her term of office.

Section 6. 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.

Section 7. Organizational Meeting. Immediately following each annual meeting of members, or as soon as possible thereafter, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notification of the newly elected officers shall be sent or delivered, to the HOA membership within 30 days following the meeting.

Section 8. Other Regular Meetings. Other regular meetings of the board of directors shall be held at such time as the board of directors may from time to time designate in advance of such meetings. Notice of all such regular meetings of the board of directors is hereby waived.

Section 9. Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the chairman 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 there at or by written consent to the holding of the meeting, shall be given by written notice mailed at least ten (10) days before the date of such meeting or be hand-delivered at least five (5) days before the date such meeting is to be held.

Section 10. Quorum. Three regular 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 at least 3 regular 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 from the meeting of enough regular directors to leave less than a quorum.

Section 11. Meetings by Telephone. Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. 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 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 13. Inspection of Books and Records. Any director shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for any purpose.

Section 14. Fees and Compensation. Directors shall not receive any stated salary for their services as directors. However, if at the annual meeting there are not enough nominations received for the required positions, as an incentive to serve, a two-thirds (2/3) vote from the members in attendance at the annual meeting can suspend the payment of dues for the directors for the following fiscal year. For this action to occur there must not be enough nominations to fill the open seats on the board, and in that event, a proper motion must be made from the membership. 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 for that service.

## **Article VIII**

### **Qualification of Directors**

Directors should be expected to set a positive example to all the residents of the community by following the rules and guidelines as spelled out in the covenants and restrictions and the bylaws documents associated with the CPHOA. They should also show proper and sincere dedication to the position as could reasonably be expected by the community they represent. As such, the following qualifications shall be met in order to remain in good standing with the Board of Directors.

- A. Each director must be confirmed to be current on any annual dues or required special assessments. Failure to meet this requirement as stated in this document, shall be cause for removal from the board of directors.
- B. Each director shall be reasonably expected to make every effort to attend scheduled board meetings. A director that regularly and routinely misses an inordinate number of meetings as judged by the majority of the regular directors, may be cause for removal from the board of directors.
- C. Any director upon placing their home for sale in a formal or public manner, shall be required to resign from their position as director within 30 days.
- D. Any blatant disregard for the rules described in the CP covenants and restrictions or this document, may after consideration by the majority of the regular directors, be considered cause for removal from the board of directors.

## **Article IX**

### **Officers**

Section 1. Officers. The initial officers of the corporation shall be a chairman, a secretary, and a treasurer. The corporation may also have, at the discretion of the board of directors, one or more vice-chairman, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appropriate. The chairman must be a member of the board of directors, however the other officers do not have to be directors. Except for the chairman, any number of offices may be held by the same person.

