

BY-LAWS
OF
PRAIRIE BROOK HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Definitions

Section 1. "ASSOCIATION" shall mean and refer to Prairie Brook Homeowners Association, Inc., a not-for-profit corporation organized and existing under the laws of the state of Kansas.

Section 2. "ARTICLES OF INCORPORATION" shall mean the Articles of Incorporation of Prairie Brook Homeowners Association, Inc., as such Articles of Incorporation may from time to time be amended.

Section 3. "BY-LAWS" shall mean the By-Laws of Prairie Brook Homeowners Association, Inc., as originally adopted and as from time to time amended.

Section 4. "DECLARATION" shall mean the Declaration of Prairie Brook filed for record on December 23, 2005 in the office of the Register of Deeds for Johnson County, Kansas and recorded in Book 200512, Page 008559, and as such Declaration may from time to time be amended and restated.

Section 5. "LOT" means each separate parcel within the Neighborhood, as shown on any recorded plat of all or part of the Neighborhood; provided, however, that if an Owner, owns adjacent lots (or parts thereof) upon which only one residence has been erected, then (i) for purposes of determining the amount of annual and special assessments due with respect thereto from time to time, such adjacent property under common ownership shall constitute such whole or partial number of Lots as may be specified in writing, and (ii) for all purposes hereunder, such adjacent property under common ownership shall be deemed to constitute only one "Lot".

Section 6. "BOARD" means the Board of Directors of the Prairie Brook Homeowners Association.

Section 7. "CITY" means the City of Olathe, Kansas.

Section 8. "COMMON FACILITIES" means all land designated by the Association for the general use, benefit or enjoyment of all owners, tenants and occupants of the Neighborhood which is (a) designated as a tract on any plat of any portion of the Neighborhood, (b) deeded to the Association, or (c) the subject of easements, leases, licenses or other rights of use granted to the Association by or at the direction of the Developer, together with all improvements, fixtures, equipment and other tangible personal property located on, used in connection with or forming a part of any of the foregoing land, including, without limitation: buildings and structures; plantings, irrigation systems and other landscape features; playgrounds, picnic areas, parking areas, swimming pools and other recreational facilities and equipment; sidewalks, trails and walkways; lighting, signs, monuments, walls, fences and sculptures; common mailboxes and appurtenant facilities; and streams and drainage facilities,

PROVIDED, HOWEVER, the foregoing does not constitute a representation or warranty that any Common Facility so enumerated will exist within the Neighborhood.

Section 9. "OWNER" means each person or persons and/or entity or entities who may from time to time own fee simple title to any Lot but excluding those having such interest merely as security for the performance of an obligation.

Section 10. "NEIGHBORHOOD" means collectively all of the above described lots and tracts in the Prairie Brook Subdivision and all Common Areas described in the Declaration and all additional property hereafter may be made subject to the Declaration in the manner provided therein.

ARTICLE II

Location

Section 1. The principal office of the Association shall be located at such place as may from time to time be designated by the Board.

ARTICLE III

Membership

Section 1. Every Owner of a Lot included within the Neighborhood, or any portion thereof as more particularly described on any document now or hereafter recorded, and made subject to all of the terms and provisions of the Declaration, Articles of Incorporation and these By-Laws, by filing for record in the Register of Deeds of Johnson County, Kansas, shall be a member of the Association. No Owner shall be permitted or allowed to disclaim said membership and the duties, obligations and benefits thereof nor withdraw from the Association for any reason; provided, that the foregoing is not intended to include persons or entities who hold an interest in a Lot merely as security for performance of an obligation.

Section 2. The rights of membership are subject to the payment of monthly, annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of a Lot, as provided in the Declaration.

Section 3. The membership rights of an Owner, including but not limited to the rights provided for in Articles III and IV of these By-Laws, may be suspended by action of the Board during the period when the assessments remain unpaid; but, upon payment of such assessments, said owner's rights and privileges shall be automatically restored. The Board may adopt and publish rules and regulations governing the use of the amenities of the Association, and the personal conduct of any person thereon, as provided in Article VIII hereof, and in the event of breach of such rules and regulations the Board may, in its discretion, suspend the rights of any person for violation of such rules and regulations, such suspension period not to exceed thirty (30) days.

ARTICLE IV

Voting Rights and Procedures

Section 1. Voting rights shall be as provided in the Declaration.

Section 2. Votes shall be cast in accordance with ARTICLE XIII and the following:

(a) a unit Owner (entitled to vote) may revoke a proxy given pursuant to ARTICLE XIII only by actual notice of revocation to the officer presiding over a meeting of the Association .

(b) A proxy is void if not dated or purports to be revocable without notice.

ARTICLE V

Association Purposes and Powers

Section 1. The Association has been organized for the purpose of protecting, maintaining, improving, operating and administering the Neighborhood. and Common Facilities, including taking necessary action to levy and collect the assessments herein provided for, pay expenses and losses and do such other things as are provided or contemplated in the Declaration, the Articles of Incorporation or these Bylaws. The Association shall not be deemed to be conducting a business of any kind, and shall hold and apply all funds it receives for the benefit of the Neighborhood in accordance with the provisions of this Declaration and the Articles of Incorporation and these Bylaws.

Section 2. The Association shall retain (in accordance with the provisions listed below), the following records for five years unless otherwise provided.

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

(b) Minutes of all meetings of unit owners and Board of Directors other than executive sessions, a record of all actions taken by a committee in place of the Board of Directors on behalf of the Association;

(c) The names of unit owners in a form that permits preparation of a list of names of all unit owners and the addresses at which the Association communicates with them, in alphabetical order showing the number of votes each owner is entitled to cast;

(d) The original or restated organizational documents, bylaws and all amendments to them and all rules currently in effect;

(e) All financial statements and tax returns of the Association for three years;

(f) A list of the names and addresses of the current Board of Director's members and officers;

- (g) The most recent annual report, if any, delivered to the Secretary of State;
- (h) Financial and other records sufficiently detailed to enable the Association to comply with other requirements of law;
- (i) Copies of current contracts to which the Association is a party;
- (j) Records of Board of Directors or committee actions to approve or deny requests for design or architectural approval from unit owners; and
- (k) Ballots, proxies, and other records related to voting by unit Owners for one year after the election, action, or vote to which they relate.

ARTICLE VI

Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of five Directors who must be members of the Association and in good standing with the Association. The annual meeting shall be held on the last Thursday of March each and every year. Beginning in March 2016, at each annual meeting in even numbered years, members shall elect two Directors. In odd numbered years, beginning in March 2017, members shall elect three Directors. After the March 2017 election, future Directors shall serve a two year term.

The number and term of Directors for the Association may, from time to time, be changed by majority vote of not less than one half (1/2) of the members entitled to vote thereon, which change in number of Directors shall be reflected by amendment to the Articles of Incorporation and resultant amendment to these By-Laws; provided that the number of Directors as authorized by the Articles of Incorporation and these By-Laws shall always be an odd number.

Section 2. Vacancies in the Board shall be filled by the remaining Directors, or the majority thereof if more than three (3). Any Director shall hold office until their successor is elected by the members, who may be elected at the next annual meeting of the members or at any special meeting duly called for that purpose.

ARTICLE VII

Election of Directors; Nominating Committee;

Section 1. Election to the Board shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded documents applicable to the Neighborhood. The names receiving the largest number of votes shall be elected.

Section 2. Nominations for election to the Board shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association.

Section 3. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and two or more members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

Section 4. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may shall be made from among members as the committee, in its discretion, shall determine. Nominations shall be placed on a written ballot which shall be sent to all members with written notice of the meeting at which any such election is to be held. At the annual or special meeting at which such election is being held, the ballots shall be collected and counted, and the results of such election shall be announced at the meeting.

ARTICLE VIII

Powers and Duties of the Board of Directors

Section 1. The Board shall have power:

(a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting owners, as provided in Article XII, Section 2.

(b) To appoint and remove at its pleasure, all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.

(c) To adopt and publish rules and regulations governing the use of the Association property and the personal conduct of the members and their guests thereon.

(d) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, including those referred to in the Declaration except those reserved to the owners.

(e) Unit owners present in person, by proxy, or by absentee ballot at any meeting of the unit owners at which a quorum (one-fourth(1/4) of the voting Owners) is present, may remove any member of the board of directors and any officer elected by the unit Owners, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal, by:

(1) The unit owners may not consider whether to remove a member of the board of directors or an officer elected by the unit owners at a meeting of the unit Owners unless that subject is listed in the notices of the meeting.

(2) At any meeting at which a vote to remove a member of the board of directors or an officer is to be taken, the member or officer being considered for removal must have reasonable opportunity to speak before the vote.

(f) To contract with a professional association management company to carry out any of the powers and duties of the Board.

(g) The Board of Director's by a majority vote and subsequent adoption by a two-thirds (2/3) affirmative action vote of the members of the Association, may amend the Declarations as set forth in Article 13.1 of the Declarations.

(h) The Board of Director's may not amend the By-Laws.

(i) The By-Laws may be amended in accordance with Article XVI.

(j) The Board of Director's may not terminate the Association.

(k) The Board of Director's may not elect Directors other than filling vacancies until the next election.

(l) The Board of Directors may not determine their own qualifications, powers, duties or term of office.

(m) The Board of Director's, at any time, may propose a special assessment. Notice and consideration of any special assessment shall follow the procedures set out in Section 2(f).

(n) If the board of Directors, by a two-thirds (2/3) vote of the membership, determines that a special assessment is necessary to respond to an emergency:

(1) The special assessment shall become effective immediately in accordance with the terms of the vote.

(2) The notice of special assessment shall be provided promptly to all owners; and

(3) The Board of Directors may spend the funds paid on an account of the emergency only for the purpose described in the vote.

Section 2. It shall be the duty of the Board:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting owners.

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c) To carry out the purposes of this Association including, but not by way of limitation, maintenance of the Association property, and if a majority of the Board approves to employ a professional real estate management company.

(d) As more fully provided in the Declaration applicable to the Neighborhood, to establish, levy and assess against the Lots, and collect the assessments, and in connection therewith:

(1) To implement and enforce the amount of the assessment against each Lot as provided in the Declaration;

(2) To prepare a roster of the Owners and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;

(3) To send written notice of each assessment to every Owner subject thereto.

(e) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

(f) Prepare and approve the annual budget and balance sheet statement at the regular annual meeting. Notice of any meeting at which the budget will be considered shall be given to the owners at least ten (10) days prior to the meeting date, and a copy of the proposal shall be available to any owner who request it. At any meeting at which the budget or budget amendment is considered, unit owners shall be given a reasonable opportunity to comment on the proposal prior to the Board taking action.

ARTICLE IX

Directors Meetings

Section 1. The board shall meet at least annually and at such times and places as may be determined throughout the year.

Section 2. A meeting of the Board at which business is not transacted is not a meeting of the Board.

Section 3. Special meetings of the Board shall be held when called by a majority of the Directors then serving after not less than three (3) days' notice to each Director.

Section 4. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is 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 the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. The majority of the Board shall constitute a quorum thereof.

Section 6. Meetings of the Board and its committees must be open to the owners except for executive sessions, which are limited to discussions involving:

- a. Consultation with the Association's attorney;
- b. Litigation or related alternative proceedings;
- c. Labor or personnel matters;
- d. Leases, commercial transactions or purchases if information released would compromise the Associations position.

Section 7. Unless the meeting is either an emergency or a schedule previously given to the members, the Board must notify members of the meeting at least 5 days in advance. Notice shall include the time, date and agenda. Copies of materials distributed to the Board, except for unapproved minutes or materials for executive sessions, shall be reasonably available to members of the Association.

ARTICLE X

Officers

Section 1. The officers shall be a President, a Vice President, a Secretary, a Treasurer and a Member at Large. All officers shall be members of the Board.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office during the pleasure of the Board.

Section 4. The President of the Board shall preside at the meetings of the Board, shall see that orders and resolutions of the Board are carried out and sign all notes, checks, leases, deeds of trust, chattel mortgages, financing statements, deeds, and all other written instruments.

Section 5. The President shall preside at all meetings of the members at which the President is present, and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned to the President by these By-Laws or by the Board.

Section 6. The Vice President shall perform all the duties of the President in the absence of the President.

Section 7. The Secretary shall be ex-officio. The Secretary of the Board shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall sign all certificates of membership. The Secretary shall keep the records of the Association. The Secretary shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

Section 8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board, provided however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board.

The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the President or the Vice President.

Section 9. The Treasurer shall keep proper books of account. The Treasurer shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet shall be presented to the membership at its regular annual meeting.

ARTICLE XI

Committees

Section 1. The Board, may in its discretion, appoint Standing Committees of the Association, including, but not limited to:

The Nominating Committee
The Design Review Committee
The Audit Committee
The Pool, Recreation and Social Committee
Lawn and Landscape Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board for board contact. The committees shall be appointed by the Board prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board may appoint such other committees as it deems desirable.

Section 2. The Nominating Committee shall have the duties and functions described in Article VII.

Section 3. The Design Review Committee shall establish design standards, shall review and approve improvements, alterations and replacements of or to any improvements within the Neighborhood, and shall perform the duties and functions described in Article 7 of the Declarations.

Section 4. The Audit Committee shall supervise any audit of the Association's books. The Treasurer shall be an ex-officio member of the Committee.

Section 5. The pool, Recreation and Social Committee shall supervise the use and operation of the swimming pool and recreational equipment and perform such other duties as the Board in its discretion determines

Section 6. The Lawn and Landscape Committee shall supervise the lawn mowing, irrigation, lawn treatment, shrubbery trimming, mulching and landscaping of the Common Areas.

Section 7. With exception of the Nominating Committee, each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 8. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association further concerned with the matter presented.

ARTICLE XII

Meetings of Members

Section 1. The regular annual meeting of the members shall be held on the last Thursday of the month of March in each year, at the hour of 7:00 p.m. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2. Special meetings of the members for any purpose may be called at any time by a majority of the Board then serving, or upon written request of the Owners who have a right to vote one-fourth (1/4) of all of the votes.

Section 3. Notice of any meetings shall be given to the Owners by the Secretary. Notice may be given to each Owner either personally, or by sending a copy of the notice through the mail, or by e-mail. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to said member at such address. Notice of any meeting, regular or special, shall be mailed at least ten (10) days nor more than (60) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VII or any action governed by the Articles of Incorporation or the Declaration, notice of such meeting shall be given or sent as therein provided if different.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each Class of membership shall constitute a quorum, unless specified otherwise in these By-Laws, for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or the Declaration shall require a quorum as therein provided.

ARTICLE XIII

Proxies

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the owner of a Lot.

ARTICLE XIV

Books and Papers

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

Section 2. Subject to subsection (c) through (f), all records retained by the Association must be available for examination and copying by a unit owner or the owner's authorized agent:

(a) During reasonable business hours or at a mutually convenient time and location; and

(b) Upon 10 days written notice reasonably identifying the specific records of the Association requested.

(c) Records retained by the Association may be withheld from inspection and copying to the extent they concern:

(1) Personnel, salary, and medical records relating to specific individuals;

(2) Contracts, leases, and other commercial transactions to purchase or provide goods or services being negotiated.

(3) Existing or potential litigation or mediation, arbitration or administrative proceedings;

(4) Existing or potential matters involving federal, state, or local administrative or other formal proceedings before a government tribunal for enforcement of the declaration, bylaws, or rules.

(5) Communication with the Association's attorney which are otherwise protected by the attorney client privilege or the attorney work-product doctrine;

(6) Information the disclosure of which would violate the law;

(7) Records of an executive session of the Board of Directors; or

(8) Individual unit files other than those of the requested owner.

(d) The Association may charge a reasonable fee for providing copies of any records under this section for supervising the unit owner's inspection.

(e) A right to copy records under this section includes the right to receive copies by photocopying or other means, including copies through an electronic transmission if available upon request by the unit owner. Copied records may be used for reasonable purposes other than for commercial purposes.

(f) The Association is not obligated to compile or synthesize information.

ARTICLE XV

Corporate Seal

Section 1. The Association at the option of the Directors shall have a seal in circular form having within its circumference the words:

"Prairie Brook Homeowners Association, Inc."

ARTICLE XVI

Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of the class of Owners entitled to vote present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as permitted in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XVII

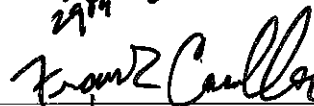
Indemnification of Officers and Directors

Each director, officer, committee member, former director, former officer, and former committee member of this Association and the legal representatives thereof shall be indemnified and held harmless by this Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with or arising out of any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; provided that this Association shall not indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of gross negligence or willful misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the

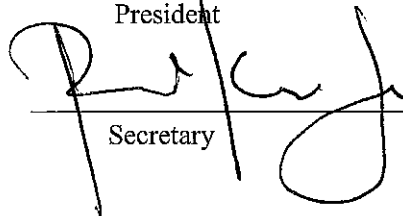
Board cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the Owners at a duly called special

meeting or at an annual meeting. In determining whether or not a director or officer was guilty of gross negligence or willful misconduct in relation to any such matters, the Board or committee appointed by the members, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, we, being the President and Secretary of Prairie Brook Homeowners Association, Inc., certify the above By-Laws were approved by members of the Association at a Special Meeting on March 29th, 2018



President



Secretary