

BYLAWS

MILHAVEN HOMES ASSOCIATION

Revised November 6, 2016

The by-laws are for the purpose of the preservation of the appearance and mutual enjoyment of the community known as Milhaven and to provide services for the maintenance and beautification of entrances and islands surrounding Milhaven.

Article 1 – Membership

SECTION 1– Membership is defined as any person who shall be the owner of the legal title of any tract of ground within the boundaries of the district of assessable land in Milhaven, a subdivision of Johnson County, Kansas as provided in the Homes Association Declaration and dated March 24, 1953, and recorded in the office of the Register of Deeds of Johnson County, KS in Book 58 Misc., page 230.

The acquisition or rental of any lot or residence in the Milhaven subdivision, or the occupancy of any such lot or residence shall constitute ratification and acceptance of these Bylaws.

In case legal title is held by a corporation, the Board of Directors of said corporation or its President or Vice-President may designate in writing some person to be a member of this Association and such member shall have the same rights and privileges as any other member.

In case legal title is held by a trust, a trustee of the trust shall exercise the rights and privileges of a member on behalf of the trust and its beneficiaries.

In case legal title is held by a minor, then the legal guardian may designate some other person to become a member and such guardian or person shall have the same rights and privileges as any other member.

Whenever such properties are owned in joint tenancy or tenancy in common, the membership as to such properties shall be joint and the rights of such membership, including the voting power, shall be exercised only by the joint action of all owners of such properties respectively; provided, however, that such owners or tenants in common may designate in writing one of their members to serve as a member and when so designated such member shall have the same rights and privileges as any other member.

The President of the Association shall be the sole judge of the qualifications of its members and of their right to participate in its meetings and proceedings.

SECTION 2 – No charges shall be made for membership except the dues, fees, maintenance charge or assessment as established by the Board of Directors within the power conferred upon them, or as described herein.

SECTION 3 – In case a member owns the legal title to one or more of such properties and conveys the title to another party, such party shall become a member of the Association and shall thereupon be entitled to all the rights and benefits of membership. Membership is appurtenant to, and may not be separated from, ownership of any real property in the Milhaven subdivision. An owner may not transfer, pledge or alienate membership in the Association in any way except in connection with the sale or encumbrance of any real property and then only to the purchaser of the real property. Upon the sale of the real property in the Milhaven subdivision, the membership associated with such real property shall automatically transfer to the purchaser of the real property. The President of the Association shall make the final determination on voting eligibility.

Article 2 – Directors

SECTION 1 – The corporate power of this Association shall be vested in a Board of seven (7) Directors who shall be members of the Association in good standing, and four (4) shall constitute a quorum for the transaction of business. The Directors shall receive no compensation for their service as a Director.

SECTION 2 – All Directors shall be bona fide residents of the Milhaven subdivision above described and shall be elected to serve for a term of two (2) years at the November annual meeting. No director may serve more than two (2) consecutive terms. Only one occupant per residence may serve as a Director at any given time.

SECTION 3 – Any Director may be removed from the Board, with or without cause, by majority vote of the members of the Association at any duly called meeting of members. Any Director with three (3) or more unexcused absences during a calendar year may be removed from the Board by a majority vote of the other Directors. Vacancies in the Board of Directors caused by resignation, death or removal of a Director shall be filled by a majority vote of the remaining Directors when assembled as a Board. Such Appointee shall hold office until the next annual meeting of the members at which time a successor shall be elected.

SECTION 4 – The President shall appoint a Nominating Committee consisting of at least two (2) Directors. The Committee shall contact members to obtain nominees who have consented to run for election to the Board and shall present these nominees to the Board no less than 60 days prior to the annual meeting for election. The number of nominees to be presented shall at least equal the number of Board vacancies to be filled. Nothing in this section shall preclude the nomination of Board candidates from the floor during the annual meeting, and, in fact, such nominations of interested individuals are encouraged.

SECTION 5 – Upon the expiration of the term of a Director, all records, books, inventory and supplies pertaining to or belonging to the Association which are in the possession of such Director, shall be delivered to the President.

Article 3 – Powers and Duties of Directors

The Directors shall conduct, manage and control the affairs and business of the Association and shall make all necessary rules and regulations not inconsistent with the laws of the State of Kansas or the ordinances of Mission, Kansas. They shall cause to be kept complete minutes recording their meetings, votes and acts, and the proceedings of the members. They shall present a complete statement at the regular meeting of the members, showing in detail the assets and liabilities of the Association and the condition in general of its affairs. They shall appoint and remove, at will, all agents, servants and employees of the Association, prescribe their duties, fix their compensation, and require from them security for faithful service whenever they shall, in the exercise of their discretion, believe the same necessary. The Directors shall have and exercise such other powers and duties as set forth in these bylaws.

Without limiting the generality of powers and duties set forth in this Article 3, the Board of Directors shall have the following powers and duties, subject to the limitations and hearing procedures, if any, required by applicable statutes or regulations, the Articles of Incorporation, the Home Association Declaration or these Bylaws:

(a) To administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations, and all other provisions set forth herein and in the Home Association Declaration, including prosecuting legal action to do so;

(b) To establish, make, amend and enforce compliance with such rules and regulations as are reasonably necessary for the operation, use and occupancy of the Milhaven subdivision;

(c) To impose any or all of sanctions or fines allowed herein upon Members for failure to comply with the provisions of the Home Association Declaration or the rules and regulations adopted by the Board, including (i) an order requiring the Member to comply with, or discontinue any breach of, the terms of the Home Association Declaration or the rules and regulations adopted by the Board, and (ii) monetary fines as allowed herein;

(d) To maintain and keep in good order, condition and repair the common areas of the Milhaven subdivision and all items of personal property, if any, used in the enjoyment of the common areas, including the mowing, weeding spraying of all such common areas. No approval of the Members is required for expenditures for these purposes, except as otherwise required by the these Bylaws;

(e) To fix, determine, assess and collect the Annual, Special and Default Assessments, and to decrease or increase the amounts thereof.

(f) To collect delinquent Assessments by suit or otherwise, to enjoin or seek damages from an Owner by these Bylaws and to exercise other remedies for delinquent Assessments as set forth herein; and

(g) To enter into contracts within the scope of the Board of Directors' duties and powers.

Article 4 – Officers

SECTION 1— The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer which officers shall be elected by the Board of Directors at its first meeting following the Annual meeting and hold office at the will of the Board of Directors. All officers must be members of the Board of Directors.

SECTION 2 — The President shall preside over all meetings of the members and Directors; shall sign all instruments of writing to be executed by the Association; and shall perform such other duties as are usually performed by the chief executive officer of a corporation, or as may be conferred upon the President by the Board of Directors. The President's authority shall be at all times subject to the control and direction of the Board of Directors.

SECTION 3 — It shall be the duty of the Secretary or the Secretary's designee to keep a record of the proceedings of the Board of Directors and of the members. The Secretary shall keep the corporate records of the corporation. The Secretary shall serve all notices required by law or by the bylaws of the Association. In the case of the Secretary's absence, inability, refusal or failure to do so, any Director designated by the President or Vice President of the Association may serve such notices.

SECTION 4 — The Treasurer or the Treasurer's designee shall receive and deposit in such bank or banks, as the Board of Directors may direct, all funds of the corporation. The Treasurer shall disburse such funds as directed by the Board of Directors; sign all checks of the Association; keep proper books of account; cause an annual review of the Associations' books to be made by the audit committee for each calendar year; and prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting.

SECTION 5 — The Vice President shall have all of the powers and perform all of the duties of the President in case of the death, absence, or inability of the President to serve.

SECTION 6 — No officers who are members of the Board of Directors shall receive any salary or compensation for their services.

SECTION 7 — The Board may appoint one (1) or more individual(s) with a financial background to conduct periodic reviews of the financial records as maintained by the Treasurer and present the report thereon at the next Annual Meeting.

Article 5 – Meetings

SECTION 1 — The Annual Meeting of the members of the Association for the election of Directors and for the transaction of such other business as may come before the meeting shall be held no later than November 15th of each year on a date and at a time set by the Board of Directors.

Notice in writing of any (regular or special) membership meeting stating the place, day and hour of each meeting of the members shall be delivered at least ten (10) days prior to the date of the meeting. The term “notices”, as used throughout these bylaws shall mean notice delivered personally, by first-class or registered mail, or electronically if an e-mail address is known, to each member’s address shown on the Association’s records. It shall be the duty of members with e-mail addresses to notify the Board of Directors of their current address and any subsequent changes. Notices shall be deemed delivered when deposited in the United States mail, postage prepaid, or when electronic proof of delivery is confirmed. (Notices personally delivered shall be deemed delivered upon tender of delivery to the member’s real property located in Milhaven

At the Annual Meeting of the members of the Association, only such business shall be conducted at such Annual Meeting as shall have been “properly brought before the Annual Meeting”. To be “properly brought before the Annual Meeting”, business must be (a) specified in the notice of the Annual Meeting (or any supplement thereto) given by or at the direction of the Board of Directors of the Association; (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise “properly brought before the meeting by a member” of the Association. For business to be “properly brought before a meeting by a member”, the member of the Association must have given “timely” notice thereof in writing to the President of the Association of the business to be conducted at the Annual Meeting of the members. To be “timely”, a member’s notice of the business to be conducted at the Annual Meeting shall be presented to the Board of Directors no less than ninety (90) days prior to the Association’s Annual membership meeting. Such member’s notice shall set forth (a) as to each matter the member proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, and (b) as to the member giving the notice, the name and address of the member. No business shall be conducted at the Annual Meeting of the Members unless proposed in accordance with the procedures set forth in this paragraph. The President of the Association shall, if the facts warrant, determine and declare to the Annual Meeting of the members that business was not properly brought before the meeting in accordance with the foregoing procedure and such business shall not be transacted.

Special meetings of the members may be called at any time by the President, a majority of the Board of Directors, or upon the written request to the Secretary of the Association by Members entitled to cast at least one-third (1/3) of all votes. The written request from members shall set forth the purposes of the requested meeting and shall contain the name, address and signature of the requisite number of members. The notice for any such special meeting shall designate the purpose of the meeting.

At any annual or special meeting of the members, twenty (20) members shall constitute a quorum for the transaction of business. Voting members are defined as one (1) voting member per property. It will be necessary for a majority of the members present to vote for any director, resolution, or proposition before the same may be declared elected or adopted, except as otherwise provided in these bylaws or the agreement or declaration herein before mentioned in Article 1.

If, for want of a quorum or any other cause, the annual members meeting shall not be held on or before the day above-named, or should the members fail to complete an election of Directors, or such other business as may be presented for their consideration, those present may adjourn from day to day until the same can be accomplished.

A member may appoint any person as the member's proxy by written instrument signed by the member and delivered to the Secretary of the Association at or prior to the members meeting.

Regular meetings of the Board of Directors shall be held each calendar quarter. The Annual meeting will be held in November. Notice of the regular Board of Directors meetings shall be sent to members of the Board two weeks in advance.

The President or any two (2) of the Directors may call a special meeting of the Directors at any time. Notice shall be given of such meeting setting forth the purpose of the meeting. Notices may be sent by depositing in the United States Post Office or by e-mail, addressed to each Director at their current address or e-mail address, as the case may be.

Any notice required to be given by the Articles, these Bylaws or by law may be waived, in writing, before or after the time of such meeting, whether or not the member attends the meeting. The presence of a member, in person or by lawful proxy, at any meeting shall be a waiver of all required notices unless a member's attendance is for the express and sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and the member expresses that purpose when the meeting is commenced. If the member otherwise participates in the meeting, either before or after challenging its validity, or remains at the meeting after challenging its validity, the member shall be deemed to have waived all required notices of the meeting.

Any action which may be taken by vote of the Directors at a regular or special meeting may be taken without a meeting if a written consent, setting forth the action taken, is signed by all of the members of the Board of Directors. Any notice required to be given by the Articles, these Bylaws or by law may be waived, in writing, before or after the time of such Board of Directors meeting, whether or not the Director attends the meeting.

Article 6 -- Voting

At all Annual meetings, each member must vote in person unless such member has appointed another as the member's proxy by written instrument delivered to the

Secretary or the Secretary's designee and then such appointed person shall vote in person. (Member being one vote per property).

Article 7 -- Seal

The Association shall not have a seal.

Article 8 -- Amendments to Bylaws

These bylaws may be repealed or amended, or new bylaws may be adopted, at the Annual meeting of the members, by an affirmative vote of two-thirds (2/3) of the members of the Association present at the Annual meeting.

Article 9 -- Association Dues

The annual Association dues shall be established and set by the Board of Directors and shall remain in effect until changed by said Board. The Association dues may not be raised by more than \$10 in one calendar year. A notice is to be mailed (to resident) or delivered to each home in Milhaven on or before November 30th of each year. The annual association dues are due and payable by the following January 15.

If Association dues are not paid by February 15th, a lien may be filed for nonpayment of dues, which will include the amount of the annual Association dues, plus a filing and lien release fee.

Article 10

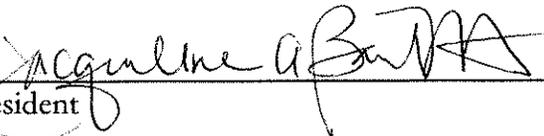
Distribution of Assets in Event of Dissolution

Upon the dissolution of the Association, after all liabilities and obligations have been satisfied and discharged, any excess assets shall be distributed under the direction of the Board of Directors for one or more exempt purposes within the meaning of Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. All excess assets shall be distributed to the local government of the City of Mission, Kansas, or any such successor entity for such public purpose as it may see fit.

Article 11

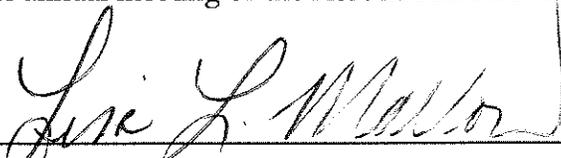
Indemnification Clause

Unless otherwise determined by the Board of Directors, this Association shall indemnify, hold harmless and defend its members, officers, directors, and agents from liability, including attorney fees, arising out of any actual or alleged acts committed with activities authorized by this Association to the greatest extent permitted by Kansas law. The Board of Directors may purchase insurance to satisfy, in whole or in part, the foregoing indemnification obligations.



President

The above revised bylaws of the Milhaven Homes Association were duly adopted at the annual meeting of the Association on November 6, 2016.



Secretary