

**BYLAWS
OF
PERSIMMON POINTE HOMES ASSOCIATION**

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OF
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**Article I
MEETING OF MEMBERS**

Sec. 1. ANNUAL MEETING. The annual meeting of Members shall be held on the last Monday of January of each year, or at such place in Johnson County, Kansas as the Board of Directors may determine. Not less than 15 days prior to the annual meeting, the Secretary shall serve, personally or by mail, a written notice thereof, addressed to each member at his address as it appears on the records of the Association.

Sec. 2. QUORUM. Twenty percent of members present at a regular or special meeting of the members shall constitute a quorum. A majority of all votes cast, whether in person or by proxy, at any meeting of the members present in person or by proxy shall determine any question, unless otherwise provided by these Bylaws.

Sec. 3. SPECIAL MEETINGS. Special meetings of members other than those regulated by statute, may be called at any time by a majority of the directors. Notice of such meeting stating the purpose for which it is called shall be served personally or by mail, not less than 10 days before the day set for such meeting. If mailed, it shall be directed to a member at his address as it appears on the records of the Association. The Board of Directors shall also, in like manner, call a special meeting of members whenever so requested in writing by 51 percent of the members of the Association. No business other than that specified in the call for the meeting shall be transacted at any meeting of the Members.

Sec. 4. VOTING. At all meetings of the Members all questions, the manner of deciding which is not specifically regulated by the Articles of Incorporation of this Association or by these Bylaws or by the "Homes Association Declaration" filed in the Office of the Register of Deeds of Johnson County, Kansas on June 4, 2003, in Book 9058 at Page 957 and any amendment thereto, shall be determined by a majority vote of the members present in person or by proxy, shall be entitled to cast one vote for each assessable lot or tract owned by him within the District as the same is defined by the Declaration of the Association. All voting shall be viva voce, except that a membership vote shall be by ballot, each of which shall state the name of the member voting and the number of assessable lots or tracts within the District, as aforesaid, owned by him, and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. In the event of a membership vote, aforesaid, not more than one vote shall be cast for each assessable lot or tract within said District.

Sec. 5. ORDER OF BUSINESS. The order of business at all meetings of the members shall be as follows:

1. Roll Call and certification of proxies.
2. Verification of quorum.
3. Proof of notice of meeting or waiver of notice.
4. Reading of minutes of preceding meeting.
5. Reports of Officers.
6. Reports of Committees.
7. Election of Inspectors of Election.
8. Election of Directors.
9. Unfinished Business.
10. New Business.
11. Adjournment.

Roberts Rules of Order (latest edition) shall govern the conduct of all meetings unless Kansas law provides differently. The failure to adhere to *Roberts Rules of Order* shall not render a decision of the Association or Directors invalid unless a member timely objects to the failure to adhere to such procedures.

Article II DIRECTORS

Sec. 1. NUMBER. The affairs and business of this Association shall be managed by a Board of five (5) directors, who must be members of record.

Sec. 2. HOW ELECTED. At the annual meeting of members, the persons receiving a majority of the votes cast shall be the directors and shall constitute the Board of Directors of the ensuing year.

Sec. 3. TERM OF OFFICE. The term of office of each of the Directors shall be two years, and thereafter until his or her successor has been elected. In odd-numbered years, three Directors shall be elected. In even-numbered years, two Directors shall be elected.

Sec. 4. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs and business of the company. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these Bylaws and the Laws of the State of Kansas, the Articles of Incorporation of this Association, and the aforementioned "Homes Association Declaration" as may be hereinafter amended. Directors shall have the duty and obligation to determine and cause to be determined and levied on or before January 1 of each calendar year, the annual assessment as authorized by Section 7 of the said Homes Association Declaration.

Sec. 5. DIRECTORS' MEETINGS. Regular meetings of the Board of Directors shall be held at least quarterly. Emergency and special meetings of the Board of Directors may be called

by the President at any time, and shall be called by the President or the Secretary upon the written request of two directors.

Sec. 6. NOTICE OF MEETINGS. Notice of meetings, including special meetings, other than the regular annual meetings shall be given by service upon each Director in person, or by mailing to him or her at his or her last known post office address, at least five days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof, specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Sec. 7. QUORUM. At any meeting of the Board of Directors, three of the Board shall constitute a quorum for the transaction of business.

Sec. 8. VOTING. At all meetings of the Board of Directors, each Director is to have one vote.

Sec. 9. REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed either with or without cause, at any time, by a majority vote of the members, present in person or by proxy, at any special meeting called for the purpose.

Article III OFFICERS

Sec. 1. NUMBER. The officers of this Association shall be:

1. President
2. One or more Vice Presidents (optional)
3. Secretary
4. Treasurer

Sec. 2. ELECTION. All officers of the Association shall be elected annually by the Board of Directors of its meeting held immediately after the Annual Meeting of the members, and shall hold office for the term of one year or until their successors are duly elected.

Sec. 3. DUTIES OF OFFICERS. The duties and powers of the officers of the Association shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and members.

He or she shall present at each annual meeting of the members and Directors a report of the conditions of the business of the Association.

He or she shall cause to be called regular and special meetings of the members and directors in accordance with these Bylaws.

He or she shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Association other than the duly elected officers, subject to the approval of the Board of Directors.

He or she shall sign and make all deeds, contracts and agreements in the name of the Association.

He or she shall sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He or she shall enforce the aforementioned Homes Association Declaration and these Bylaws and perform all the duties incident to the position and office, and which are required by law.

VICE PRESIDENT

During the absence and inability of the President to render and perform his or her duties or exercise his or her powers, as set forth in these Bylaws or in the acts under which this Association is organized, the same, including the execution of deeds of the Association, shall be performed and exercised by the Vice President, successively in the order named (i.e. First Vice President, Second Vice President, etc.); and when so acting, he or she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.

He or she shall give and serve all notices of the Association.

He or she shall be custodian of the records.

He or she shall keep accurate records reflecting the owners of the real estate within the District, alphabetically arranged, their respective places of residence, their post-office address, the number of lots or tracts owned by each, and the time at which each person became such owner; and keep such records, subject to the inspection of any member of the Association, and permit such member to make extracts from said books to the extent and as prescribed by law.

He or she shall present to the Board of Directors at their stated meetings all communications addressed to him or her officially by the President or any officer or member of the Association.

He or she shall attend to all correspondence and perform all the duties incident to the office of Secretary.

TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association, and deposit or cause to be deposited all such funds in the name of the Association in such bank or banks, savings and loans, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He or she shall sign, make and endorse, or cause to be signed, made or endorsed, in the name of the Association, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.

At all reasonable times, the Association's books and accounts shall be available to any director or member of the Association upon application at the office of the Association during business hours.

The Treasurer shall render or caused to be rendered a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors, and at such other times as shall be required of him or her and a full financial report at the annual meeting of the members.

The Association shall keep at the office of the Association, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

The Association shall notify members of their annual assessment as levied by the Board of Directors, and under direction of the Board, effect collection of same.

Sec. 4. BOND. If any duties of the Treasurer are delegated to a third party, such as a property management company, the third party shall, if required by the Board of Directors, give to the Association such security for the faithful discharge of its duties as the Board may direct.

Sec. 5. VACANCIES, HOW FILLED. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specifically called for that purpose.

Sec. 6. COMPENSATION OF DIRECTORS OR OFFICERS. No Officer or Director may receive compensation for serving the Association.

Sec. 7. REMOVAL OF OFFICERS. The Board of Directors may remove any officer by 3/5 vote at any time with or without cause.

Article IV
BILLS, NOTES, ETC.

Sec. 1. HOW MADE. All bills payable, notes, checks or other negotiable instruments of the Association shall be made in the name of the Association, and shall be signed by the Agent, President, or the Treasurer. No officer or agent of the Association either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Association, or contract or cause to be contracted any debt or liability in the name or on behalf of the Association, except as herein expressly prescribed and provided.

Article V
FISCAL YEAR

Sec. 1. The fiscal year of the Association shall be the calendar year.

Article VI
INDEMNIFICATION

Sec. 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS. When a person is sued or prosecuted in a criminal action, either alone or with others, because he is or was a director or officer of the Association, or of another corporation serving at the request of this corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or with others, because he is or was a director or officer of the Association, or of another corporation serving at the request of this corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the Association, he shall be indemnified for his reasonable expenses, including attorney's fees incurred in the defense of the proceedings, if both of the following conditions exist:

(a) The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.

(b) The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assigned against the Association, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceedings, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fee and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceedings. The court may order notice to be given also to the members in the

manner provided in Article I, Section 1 for giving notice of members' meetings, in such form as the Court directs.

Article VII 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 VIII NOTICES AND WAIVER OF NOTICE

Any notice to members given by the Association under any provisions of these Bylaws may be given by a form of electronic transmission (electronic mail or facsimile) consented to by the member to whom the notice is given. Any such consent shall be revocable by the member upon written notice to the Association. Any such consent shall be deemed revoked if: (1) the Association is unable to deliver by electronic transmission two consecutive notices given by the Association in accordance with the consent; and (2) such inability becomes known to the Association's Secretary or property manager.

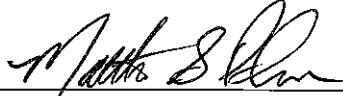
Whenever any notice is required to be given under the provisions of the statutes of Kansas, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members, directors or members of a committee of directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

Article IX AMENDMENTS

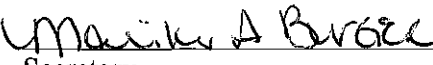
Sec. 1. HOW AMENDED. These Bylaws may be altered, amended, repealed or added to by a 2/3 vote of members present in person or by proxy at any annual meeting, or at a special meeting called for such purpose.

All prior Bylaws are rescinded.

The undersigned certify these Bylaws were adopted by 51 percent of the members who attended a meeting of members this 29th day of JANUARY, 2017. ~~2018~~



President
Printed Name: MATTHEW S. PALMER



Secretary
Printed Name: Mariko A Buzze