

BY-LAWS OF BEL-AIR HEIGHTS HOMEOWNERS ASSOCIATION¹

ARTICLE I – NAME, ORGANIZATION AND LOCATION

- Section 1. The name of the Association is BEL-AIR HEIGHTS HOMEOWNERS ASSOCIATION. The Association is a not-for-profit corporation organized under the laws of the State of Kansas.
- Section 2. The principal office of the Association is located within the geographical limits of the Bel-Air Heights subdivision, a subdivision in the City of Overland Park, Johnson County, Kansas, generally described as follows: Lamar Avenue (95th Street to 91st Street) on the west, 91st Street (Lamar to Nall) on the north, Nall Avenue (91st Street to 95th Street) on the east, and the 95th Street (Nall to Lamar) on the south (hereafter “Bel-Air Heights”).
- Section 3. The mailing address of the Association is Bel-Air Heights Homeowners Association, P.O. Box 6072, Overland Park, Kansas 66206. (The Secretary shall notify the Membership in the event of any change of this mailing address.)

ARTICLE II – PURPOSES AND POWERS

The objects and purposes to be transacted and carried on by the Association are:

- A. To operate a homeowners association within Bel-Air Heights to provide facilities and services to Bel-Air Heights and such other outside homeowners accepted as Members of the Association, and to protect the health, safety and welfare of the homeowners within Bel-Air Heights;
- B. To acquire, hold, improve, build upon, operate, construct, manage, maintain, sell, lease, transfer and care for or dispose of Association property for the charitable, educational or recreational benefit of the homeowners within Bel-Air Heights;
- C. To foster and encourage pride in the community and enthusiasm for it by working for better schools, roads, libraries, fire and police protection, recreation areas and playgrounds, and transportation within and near Bel Air Heights and for the benefit of the homeowners within Bel-Air Heights;
- D. To develop neighborhood awareness of issues, situations and problems affecting Bel-Air Heights, to develop a spirit of cooperation and unity among the neighbors and homeowners in Bel-Air Heights, to promote crime prevention, to protect property values, and to enforce covenants, conditions and restrictions applicable to Bel-Air Heights;
- E. To fix, levy, collect and enforce payment by any lawful means, of all dues, assessments and other charges pursuant to the terms of the Declaration of Restrictions of Bel-Air Heights or these By-laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the Association’s affairs including licenses, taxes or governmental charges levied or imposed against the Association or property of the Association;
- F. To conserve and protect property values for the benefit of the homeowners within Bel-Air Heights; and
- G. To have and exercise in furtherance of the corporate purposes set forth in paragraph (A) through (F) hereof, any and all powers, rights and privileges which a corporation organized under the general corporation code of Kansas may now or hereafter have or exercise under K.S.A. 176001 et seq. and amendments thereto.

¹ Revised at Membership Meeting on May 9, 1986, on June 23, 2015, on June 21, 2016, and on June 21, 2022.

ARTICLE III – NAME, ORGANIZATION AND LOCATION

- Section 1. Membership in the Association shall consist of two classes:
- (A) Residents of Bel-Air Heights
 - (B) Non-residents (Rolling Hills)
- Section 2. Any individual or family unit owning or leasing a residence in Bel-Air Heights shall be eligible for Membership in the Association as a resident Member, subject to the provisions of these Bylaws.
- Section 3. Any individual or family unit owning or leasing a residence in Rolling Hills Addition, which is just adjacent to Bel-Air Heights, shall be eligible for Membership in the Association as a non-resident Member, subject to the provisions of these By-laws.
- Section 4. Applications for Membership shall be made on forms provided and approved by the Board of Directors and shall be submitted to the Secretary of the Association. Membership acceptance shall not be complete until payment of the initial applicable dues.
- Section 5. Both classes of Membership shall be entitled to vote at all meetings of the Membership and for the election of the Directors and Officers. Each Member or family unit or residence shall be entitled to one vote.
- Section 6. In order to maintain good standing in the Association, a Member must not at any time be more than thirty (30) days in arrears in the payment of dues. When a Member's dues are in arrears for thirty (30) days, the Secretary shall notify such Member that the Member's Membership has been suspended. However, such suspension shall not include:
- (A) Preventing the Member or other occupant access to the Member's residence;
 - (B) Suspending the Member's right to vote except on issues involving dues, assessments and other charges; or
 - (C) Withholding of services provided to a Member's residence or a Member if the effect of withholding the service would be to endanger the health, safety, or property of any person.
- Section 7. Any Member may resign from the Association by giving notice in writing to the Secretary. No resignation shall be accepted until the resigning Member's obligations to the Association have been paid in full. If the resigning Member's obligations to the Association have been paid in full, the Board of Directors shall accept the resignation and the Secretary shall acknowledge the acceptance of the resignation in writing.
- Section 8. In the event a Member sells or transfers the Member's residence, then the Membership and any funds paid to the Association will pass to the gaining homeowner. If said Member desires to recover those paid-in funds, then said Member must obtain them from the new homeowner. Upon learning of the sale, a designee of the Board of Directors will contact the new homeowner and brief them as to the aims and needs of the Association.

ARTICLE IV – DUES, ASSESSMENTS AND OTHER CHARGES

- Section 1. All Members shall pay dues and assessments as determined and cited by the Board of Directors. Provided, however, any special assessments or any increase of the annual dues and assessments in an amount greater than ten (10%) percent of the previous year must first be approved at a duly called meeting of the Membership. The purpose of the dues and assessments is for trash collection fees and

other necessary and beneficial expenses of the Association being exercised pursuant to Article II or any other provision of these By-laws.

Section 2. For good reason, the Board of Directors may from time to time alter, amend or suspend the dues, assessments or other charges payable by the Membership.

Section 3. A late fee of ten (\$10.00) dollars per month shall be incurred when any Member's dues and assessments become past due. Once the dues and assessments are one hundred and eighty (180) or more days past due, the Board of Directors may file a lien on the residence of the Member on behalf of the Association; provided, a release of the lien shall be filed upon payment in full. The cost of filing the lien and the release shall be included in the amount due to the Association.

Section 4. The Board of Directors shall have the right to seek collection of any delinquent dues and assessments once a late fee has been incurred. The Board of Directors may utilize the services of a collection agency, attorney or court action, and the cost of said collection agency, attorney or court action shall be added to the amount due to the Association.

ARTICLE V – BOARD OF DIRECTORS AND OFFICERS

Section 1. The property, business and affairs of the Association shall be controlled and managed by a Board of Directors, which shall include the President, Vice-President, Treasurer and Secretary (collectively the "Officers") and up to five (5) "At-large" Directors. Any two of the aforesaid offices may be filled by the same person; provided, however, that the President and Vice President must not be the same person.

Section 2. The Membership shall elect the Board of Directors (including Officers) at the annual meeting of the Membership. In order to qualify for election to the Board of Directors, an individual must be a Member in good standing. Each Director shall hold office for one year and until their successors are chosen and qualified; provided, however, a Director may be elected to a new term.

Section 3. A majority of the whole Board of Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the laws of Kansas, The Articles of Association or these By-laws.

Section 4. If the office of President becomes vacant, the Vice President shall automatically assume such office. Any other vacancy on the Board of Directors shall be filled by the remaining Directors. A Director filling a vacancy shall complete the unexpired term of the Director's predecessor.

Section 5. The Board of Directors is hereby authorized to act on behalf of the Association and to exercise the purposes and powers set forth in the Articles of Incorporation and these By-laws, subject to the limitations therein and the laws of Kansas.

Section 6. All lawful decisions, orders, prohibitions, agreements, rules and regulations of the Board of Directors shall be final and obligatory upon each and every Member and shall be complied with, obeyed, and observed in good faith by every Member.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. The President shall: (1) preside at all meetings of the Membership; (2) serve as Chairman of the Board of Directors; (3) have general supervision of the business and finances of the Association; and (4) see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to

the right of the Board of Directors to delegate any specific powers to any other Officer or Officers except such as may be exclusively conferred upon the President by Kansas Statute, the Articles of Association or these By-laws.

- Section 2. The Vice President shall perform such duties as shall be assigned and shall exercise such powers as may be granted by the Board of Directors or by the President. In the absence of the President, the Vice President will perform the duties and exercise the powers of the President with the same force and effect as if performed by the President. If the office of President becomes vacant, the Vice President shall automatically assume such office.
- Section 3. The Treasurer shall keep the monies and property of the Association and discharge the usual duties of a Treasurer. The Treasurer shall collect and distribute the funds; provided, however, disbursements other than routine accounts may only be made after the approval by the President or the Board of Directors. The Treasurer shall otherwise discharge the usual duties of the Treasurer.
- Section 4. The Secretary shall provide any notice required by these By-laws, shall keep the meeting minutes, and shall keep the Association's records. (See Article XIII.) The Secretary shall perform any other duties specified in these By-laws and shall otherwise discharge the usual duties of the Secretary.

ARTICLE VII – MEETINGS OF MEMBERS

- Section 1. The annual meeting of the Membership shall be held during the month of June each year; provided, however, the Board of Directors may select a different date if at least thirty (30) days notice is provided to the Membership. The purpose of the annual meeting is twofold: (1) to provide a financial accounting for the past year; and (2) to elect a Board of Directors and Officers.
- Section 2. The Association shall hold a special meeting of the Membership to address any matter affecting the Association if the President, a majority of the Board of Directors, or Members having at least 10% of the votes in the Association, requests that the Secretary call the meeting. If the Association does not notify the Membership of a special meeting within thirty (30) days after the requisite number or percentage of Members request the Secretary to do so, the requesting Members may directly notify all of the Membership of the meeting. Only matters described in the meeting notice may be considered at a special meeting.
- Section 3. The Association shall notify the Membership of the time, date and place of each annual and special meeting of the Membership not less than ten (10) days or more than sixty (60) days before the meeting date; provided, however, this minimum time to give notice may be reduced or waived for a meeting called to deal with an emergency. Notice may be by any method reasonably calculated to provide notice to the Membership. The notice for any meeting must state the time, date, and place or mode of the meeting. In case of a National, State or Local emergency, or in case the Officers consider that meeting in-person is impossible or inadvisable, a virtual meeting mode will be used, or a mixed form of in-person with virtual modes, that assures that all participants can hear each other at the same time and that each participant has the opportunity to speak. The notice must list the items on the agenda, including:
- (A) A statement of the general nature of any proposed amendment to the Declaration or these By-laws;
 - (B) Any budget proposal or changes; and
 - (C) Any proposal to remove an Officer or Director.

- Section 4. Twenty (20) Members shall constitute a quorum at any meeting of the Membership. The vote of a majority of Members present shall be necessary for the adoption of any matter voted upon by the Membership, unless a greater proportion is required by the Laws of Kansas, the Articles of Association, or these By-laws. No proxy voting or absentee voting for or by Members shall be permitted. Under all circumstances, members who wish to vote on a particular matter must be present in-person at the meeting, or virtually if the virtual meeting provision of Section 3 has been invoked.
- Section 5. Members who are present in person may vote by voice vote, show of hands, standing, or any other method for determining the votes of Members, as designated by the person presiding at the meeting.
- Section 6. Members must be given a reasonable opportunity at any meeting of the Membership to comment regarding any matter affecting Bel-Air Heights or the Association.

ARTICLE VIII – COMMITTEES

- Section 1. The Board of Directors by resolution may provide for any standing or special committees of three or more persons as it deems desirable and may discontinue the same at its pleasure. Each committee shall have such powers and perform such duties not inconsistent with law as may be assigned to it by the Board of Directors.
- Section 2. The President, Vice-President, Secretary and Treasurer shall constitute an Executive Committee which shall have the authority to exercise the functions of the Board of Directors, subject to supervisory control by the Board of Directors, between meetings of the Board of Directors.
- Section 3. A majority of the committee members shall constitute a quorum at any meeting of a committee. The vote of a majority of committee members present shall be necessary for the adoption of any matter voted upon by the committee, unless a greater proportion is required by the Laws of Kansas, the Articles of Association or these By-laws. No proxy voting or absentee voting for or by committee members shall be permitted. Committee members who wish to vote on a particular matter must be present at the meeting.

ARTICLE IX – OPEN MEETINGS

- Section 1. Meetings of the Board of Directors and committees of the Association authorized to act for the Association must be open to the Members except during executive sessions. The Board of Directors and those committees may hold an executive session only during a regular or special meeting of the Board or a committee. No final vote or action may be taken during an executive session. An executive session may be held only to:
- (A) Consult with the Association’s attorney concerning legal matters;
 - (B) Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;
 - (C) Discuss labor or personnel matters;
 - (D) Discuss contracts, leases and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage; or
 - (E) Prevent public knowledge of the matter discussed if the Board of Directors or committee determines that public knowledge would violate the privacy of any person.

For purposes of this Section, a gathering of Board of Directors at which the Directors do not conduct Association business is not a meeting of the Board of Directors. The Board of Directors and its

Directors may not use incidental or social gatherings of the Directors or any other method to evade the open meeting requirements of this Article.

Section 2. At each Board of Directors meeting, the Board shall provide a reasonable opportunity for Members to comment regarding any matter affecting Bel-Air Heights or the Association.

Section 3. Unless the meeting is included in a schedule given to the Membership or the meeting is called to deal with an emergency, the Secretary shall give notice of each Board of Directors meeting to each Director and to the Membership. The notice must state the time, date, place and agenda of the meeting and be given at least five (5) days prior to the meeting date, unless otherwise provided in K.S.A. 58-4611(c), 58-4620 or amendments thereto.

Section 4. If any materials are distributed to the Board of Directors before the meeting, the Board at the same time shall make copies of those materials reasonably available to Members, except that the Board need not make available copies of unapproved Minutes or materials that are to be considered in executive session

ARTICLE X – AMENDMENTS

Section 1. These By-laws may be amended or repealed, and new By-laws may be adopted at any annual or special meeting of the Membership by a vote of the majority of the Membership represented in person and entitled to vote at such meeting. Before any such meeting, the Secretary shall provide the Membership with notice and the text of the proposed change. Following the adoption of any amendment or repeal of these By-laws, the Secretary shall notify the Membership of the change and provide a copy of any new or revised By-laws.

ARTICLE XI – DISSOLUTION

In the event of dissolution, the assets of the Association are to be distributed as follows:

- (A) All liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
- (B) Assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and
- (C) Any remaining assets shall be divided among the Members of the Association in good standing at the date of dissolution in the same proportion as their average yearly dues and assessments paid into the Association for the preceding five (5) years to the aggregate of the average yearly dues, and assessments of all Members participating in the distribution.

ARTICLE XII – FINANCES

Section 1. The capital of the Association shall consist of the payments submitted by the Membership to the Association in payment of the dues and assessments upon the Membership as set forth in Article IV.

Section 2. The Association may borrow from any agency selected by the Board of Directors, but the total of such borrowing shall at no time exceed twenty-five (25%) percent of the capital, surplus or reserve fund of the Association, and said borrowing is conditioned upon authority therefore given by a majority of the Membership present at the annual meeting or at a special meeting called for that purpose by the Board of Directors; except that, in cases of extreme emergency, the Board of Directors may authorize borrowing to the limit herein indicated by a two-thirds vote its members.

- Section 3. Money which in the opinion of the Board of Directors is not immediately needed for operating or other expenses may be invested only in one or more of the following:
- (A) Deposited in savings banks, state banks, national banks and trust companies doing business in the State of Kansas and insured by the Federal Deposit Insurance Corporation.
 - (B) Invested in bonds of the United States or of any State thereof, or of any municipality whose bonds are legal investment for savings banks for the State of Kansas.
- Section 4. The Officer assigned responsibility for day-to-day financial activities of the HOA, typically the Treasurer or Secretary, will use electronic or check payments of invoices and bills to execute required financial actions. Any notes taken out on behalf of the HOA will be signed by a minimum of two Officers. All financial actions will be documented through electronic records of HOA and bank records. Read-only access shall be available for all Officers and Directors. All financial actions shall be reviewed on a regular basis, no less than monthly, by a designated Board member, who cannot be the officer assigned responsibility for day-to-day financial activities of the HOA.
- Section 5. The Board of Directors shall propose and adopt a budget at least annually. Notice of any meeting at which a budget will be considered must be given to the Membership at least ten (10) days prior to the meeting date and a copy of the proposal must be made available to any Members who request it. (Per K.S.A. 58-4612(g) and amendments thereto.) At any meeting at which a budget or budget amendment is considered, Members must be given a reasonable opportunity to comment on the proposal prior to the Board taking action. (Per K.S.A. 58-4612(d) and amendments thereto.)

ARTICLE XIII – RECORD KEEPING

- Section 1. The Association, or its agents, must retain the following records for five (5) 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 the Membership and the Board of Directors other than executive sessions, a record of all action taken by the Membership or the Board of Directors without a meeting, and a record of all action taken by a committee in the place of the Board of Directors on behalf of the Association;
 - (C) The names of the Membership in a form that permits preparation of a list of the names of all Members 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 Association's original or restated organization documents, if required by law, these By-laws and all amendments to them, and all rules currently in effect;
 - (E) All financial statements and tax returns of the Association for the past three (3) years;
 - (F) A list of the names and addresses of the Association's current Board of Directors and Officers;
 - (G) The Association's 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 Members; and

(K) Ballots, proxies, and other records relating to the voting by the Membership for one (1) year after the election, action, or vote to which they relate.

Section 2. All records retained by the Association must be available for examination and copying by a Member or the Member's authorized agent during reasonable business hours or at a mutually convenient time and location, and upon ten (10) days written notice reasonably identifying the specific records of the Association requested. At the discretion of the Board of Directors and subject to applicable law, records may be provided in an electronic format.

Section 3. Records retained by the Association may be withheld from inspection and copying to the extent that they concern:

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

(B) Contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated;

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

(D) Existing or potential matters involving federal, state or local administrative or other formal proceedings before a governmental tribunal for enforcement of the Declaration, these Bylaws, or Rules;

(E) Communications with the Association's attorney which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine.

(F) Information the disclosure of which would violate any applicable law;

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

(H) Individual Member files other than those of the requesting Member.

Section 4. The Association may charge a reasonable fee for providing copies of any records and for supervising the Member's inspection.

Section 5. The Association shall not be obligated to compile or synthesize information.

ARTICLE XIV – ELECTRONIC NOTICES

The Board of Directors may take steps to create a system to provide required notices electronically; provided, however, that adequate safeguards are taken and that the electronic notice system complies with any applicable law, including K.S.A. 58-4618.