

BYLAWS OF  
PEPPER TREE PARK HOMEOWNERS ASSOCIATION, INC.  
A Kansas Not for Profit  
[As amended July 27, 2021]

**I. Name of Association and Principal Office**

The name of this corporation is PEPPER TREE PARK HOMEOWNERS ASSOCIATION, INC., referred to hereinafter as the “Association.” The principal office of this Association shall be located at 100 Pepper Tree Lane, 3333 Burlingame Road, Topeka, Kansas, 66611. Meetings of the members and directors may be held at such places as may be designated by the Board of Directors.

**II. Definitions**

All definitions and any amendments thereto set forth in the “Pepper Tree Park Homeowners Association, Inc., Revised, Declaration of Covenants, Conditions, Restrictions and Dedication of Easements,” recorded in the office of the Register of Deeds for Shawnee County, Kansas, referred to hereinafter as Declaration and any amendments thereto shall apply to these Bylaws and the same are incorporated herein by reference and made a part hereof. The word “member” shall be defined as any person or entity who is an owner of a fee simple or equitable interest in one or more residential units in Pepper Tree Park; only one member per unit may vote in any election; multiple members per unit may not serve on the Board of Directors at the same time; no two members from the same immediate family may serve on the Board of Directors at the same time.

**III. Meetings of Members**

**A. Annual Meeting**

The Annual Meeting of the members shall be held on the fourth Tuesday of April at the hour of 6:30p.m. If the day for the annual meeting of the members is a legal holiday, the meeting shall be held at the same hour on the first day following, which is not a legal holiday.

**B. Special Meetings**

Special meetings of the members may be called at any time by the president, by the Board of Directors, or upon written request (petition) of the members who represent not less than ten percent ( 10%) of the residential units. The written petition by the members shall set out in specific detail the reason(s) for a special meeting and the business purposes for such special meeting.

**C. Notice**

Written notice of each special meeting of the members shall be given by the Secretary by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such special meeting to the residence of each member entitled to a vote and addressed to the member’s address last appearing on the books of the Association. Email or hand delivery of such notice

to the residential unit or units occupied by members will be deemed to be proper notice. The notice shall specify the place, day and hour of the special meeting and the purpose of the special meeting. No notice need be given of the regular annual meeting.

#### D. Quorum

The owners of not less than twenty-five percent (25%) of the residential units, represented in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If a quorum shall not be present or represented at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time without further notice until a quorum shall be present or represented.

#### E. Proxies

At any regular or special meetings of the membership, members may vote in person or by proxy executed in writing by a member, a single vote for each residential unit to be exercised as the owners may determine. Such proxy shall be filed with the Secretary of the Association before or at the time of a meeting. No proxy shall be valid after twelve months from the date of its execution. A proxy may only be voted by an owner/member. No one owner may vote more than one (1) additional vote by proxy.

#### F. Roberts Rules of Order

All meetings of the members will be conducted using the relaxed rules exception granted to non-profit boards of less than 13 directors as specified in the most current edition of Robert's Rules of Order.

### IV. **Board of Directors**

#### A. Number.

The affairs of this Association shall be managed by a Board of Directors, consisting of not less than five (5) in number and not more than seven (7) in number, which shall be the governing body of the Association.

#### B. Term.

At the annual meeting, the members shall elect directors for a term of three years, which shall commence at the first regular board meeting following the annual meeting, unless the vote is for a person to fill a vacant position on the Board. No member may serve more than three consecutive three-year terms.

#### C. Removal.

Any director may be removed from the Board of Directors:

1. By a majority vote of the membership of the Association, with or without cause.
2. All board members must remain a Member in good standing throughout their term in office. If a board member is not in good standing they will be suspended from the board until they regain good standing, if that occurs within 30 days. If they do not regain good standing within 30 days, they shall be deemed to have resigned from the Board of Directors.

3. If any Board member has a planned absence which will cause them to miss three or more consecutive meetings, they must notify the Board of Directors immediately. Any director absent from three consecutive Board Meetings shall be deemed to have resigned from the Board of Directors.

#### D. Replacement

In the event of the death, resignation, or removal of a director, the Board of Directors shall, if the number of directors will fall below the minimum number required, and otherwise may, appoint a replacement to serve until the next annual meeting, at which time, by nomination and election as provided below, a director will be selected by the membership to complete the unexpired term of the vacated position.

#### E. Compensation.

No director shall receive compensation for any service as a member of the Board of Directors. Directors may be reimbursed for actual expenses incurred or services provided to the Association other than services as a director.

#### F. Nomination.

Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting of the Association. 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 of Directors not less than sixty days prior to each annual meeting of the members and shall serve until the close of such annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall determine in its discretion, but not less than the number of vacancies that are to be filled on the Board of Directors. All nominees must meet the following qualifications.

1. Be a member as defined in Article II and be in good standing;
2. Have been a member for a minimum of 12 months;
3. Be willing to attend annual board member training;
4. Be willing to attend regular monthly board meetings;
5. Does not reside in the same unit as any other director or be an immediate family member with someone whose term of office would overlap with the term of the nominee if elected.

#### G. Election.

Election to the Board of Directors shall be by oral or written ballot as determined by the President. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### H. Regular Meetings of Directors.

Regular meetings of the Board of Directors shall be held two times per year, or more frequently, without notice, according to the schedule established by the board and published to the members, at such place and hour as may be fixed from time to time by resolution of the

Board of Directors. All regular meetings of the Board of Directors will be conducted using the relaxed rules exceptions granted to non-profit boards of less than 13 directors as specified in the most current edition of Robert's Rules of Order.

#### I. Special Meetings of Directors.

Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two directors, after not less than five (5) days written notice to all members. Such written notice shall include the agenda. All special meetings of the Board of Directors will be conducted using the relaxed rules exceptions granted to non-profit boards of less than 13 directors as specified in the most current edition of Robert's Rules of Order.

#### J. Quorum.

A majority of the number of directors shall constitute a quorum for the transaction of any and all business of the Board of Directors. Every act or decision done or made by a majority of the directors present at a duly-held meeting at which a quorum is present shall be regarded as the act of the Board.

#### K. Powers.

The Board of Directors shall have the power to:

1. Adopt and publish rules and regulations governing the use of the Common Area and facilities, including all recreational facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
2. Suspend the voting rights and right to use the recreational facilities that compose a part of the Common Area and facilities during any period in which such member shall be in default in the payment of any fees or charges levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations. The Board of Directors may not, in any event, revoke, limit, restrict or suspend in any way the right of any owner to use and enjoy the private drives, streets and parking areas, entrances and exits owned by the Association. There shall always be direct access by both pedestrians and vehicles to and from each lot and townhouse unit to a public street or to a private street leading to such public street;
3. Exercise for the Association all power, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
4. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
5. Employ a manager, an independent contractor, or such other employees as it deems necessary to exercise powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation of the Association or the Declaration and to prescribe their duties.

#### L. Duties.

It shall be the duty of the Board of Directors to:

1. Cause to be kept reasonable records of its acts and to present an annual report to the members at the annual meeting of the members;
2. Supervise all officers, agents, managers and employees of the Association to see that their duties are properly performed;
3. As set forth in the Declaration and subject to the limitations set forth therein, the Board shall have the right to:
  - (a. Fix the amount of any fees or charges;
  - (b. Send written notice of each fee or charge to every owner, person or entity having an equitable interest in each residential unit;
  - (c. Foreclose the lien against any townhouse unit for which any fees, fines or charges are not paid;
  - (d. Issue, or cause to be issued, a certificate setting forth whether or not any fees, fines or charges have been paid;
  - (e. Cause all officers or employees having fiscal responsibilities to be bonded in such amounts as may be determined by the Directors.

#### V. Officers

##### A. Description of Officers.

The officers of the Association shall be a president, vice-president, secretary, treasurer and any such other officers as the Board may, from time to time, by resolution determine.

##### B. Election.

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

##### C. Term.

The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year or until their successors are duly elected and qualified. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the president and the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

##### D. Multiple Officers.

The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices.

##### E. Duties.

Duties of the officers are:

1. President: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds of trust, deeds and other written instruments applicable to

- real or personal property of the Association;
2. Vice-President: The vice-president shall act in the place of the president in the event of his/her absence, inability or refusal to act and shall exercise and discharge such other duties as may be determined from time to time by resolution of the Board and shall schedule and make arrangements for the annual board training;
  3. Secretary:
    - a. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of its members; keep the corporate seal of the Association and affix it to all documents requiring the seal; serve notice of meetings of the Board and of the membership; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as may be determined by the Board;
    - b. The secretary shall make the agendas for Board meetings available to the members of the Association no later than 5 days before any meeting;
    - c. The secretary shall make the other distributed materials for Board meetings available to the members of the Association concurrent with the distribution of those materials to the Board, except for unapproved minutes and materials to be considered in executive session; the method used to make those materials available shall be at the discretion of the secretary;
  4. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts in the name of the Association, all monies of the Association; shall disburse such funds as directed by resolution of the Board of Directors; shall keep or cause to be kept proper books of account; may cause an annual audit of the Association's books to be made by a certified public accountant at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting concerning estimated assessments to provide funds to the Association for all services as provided by the Declaration.

## **VI. Books and Records**

The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any member. The Declaration, Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

## **VII. Indemnification and Immunity of Officers, Directors and Employees**

A. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that such person is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association; and

with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

B. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association, unless and only to the extent that the court in which such action or suit was brought, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs A and B above, or in defense of any claim, issue or matter therein, such director, officer, employee or agent shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.

D. Any indemnification under paragraphs A and B above, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent has met the applicable standard of conduct set forth in paragraphs A and B. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members of the Association.

E. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Association as authorized in this section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

F. The indemnification and advancements of expenses provided by, or granted pursuant to, the other paragraphs of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.

G. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such whether or not the Association would have the power to indemnify such person against such liability under the provisions of this section.

H. The indemnification and advancement of expenses provided by, or granted pursuant to paragraphs A through G of this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a trustee, director, officer, employee or agent shall inure to the benefit of the heirs, executors and administrators of such a person.

I. All of the power and authority set out in paragraphs A through G of this section are to be held and exercised in accordance with and under the provisions of K.S.A. 17-6305 and any amendments to said statute which may be made time to time.

J. Members of the Board of Directors are immune from and shall have no personal liability to this Association, or its members, for monetary damages for breach of fiduciary duty as a director, except for (1) any breach of the director's duty of loyalty to the Association or to its members, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) any transaction from which the director derived an improper personal benefit.

## **VIII. Amendments.**

These Bylaws may be amended at a regular or special meeting of the members by a vote of two-thirds of a quorum of members present in person or by proxy.

## **IX. Fiscal Year.**

The fiscal year of the Association shall be the calendar year, beginning January 1 and ending December 31 of each year.