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**AMENDED AND RESTATED BYLAWS OF
DEER CREEK COURTS HOMES ASSOCIATION, INC.**

**ARTICLE I
OFFICES**

1.1 Name. The name of the corporation is Deer Creek Courts Homes Association, Inc. It is incorporated under the laws of the State of Kansas as a not-for-profit, non-stock corporation. The corporation is the homes association referenced in the Declaration (as defined below).

1.2 Location. The principal office of the corporation shall be located in Overland Park, Kansas, but except as otherwise required by law, meetings of members and directors may be held at such other places in Johnson County, Kansas as may be designated by the Board of Directors from time to time in accordance with applicable law.

**ARTICLE II
DEFINITIONS**

2.1 “Association” means Deer Creek Courts Homes Association, Inc., its successors and assigns.

2.2 “Board” means the Board of Directors, which has the power to act on behalf of the Association.

2.3 “Bylaws” means these Bylaws, as may be amended from time to time.

2.4 “Common Area” has the meaning set forth in the Declaration.

2.5 “Declaration” shall mean the Deer Creek Courts Homes Association, Inc. Amended and Restated Declaration of Covenants, Conditions, Restrictions, Easements and Assessments recorded in Book _____ at Page _____ in the Office of the Register of Deeds of Johnson County, Kansas, as such may be amended and supplemented from time to time which relate to the District in Overland Park, Kansas commonly known as “Deer Creek Courts”.

2.6 “Developer” means the “Developer” (or its assignee) under the Declaration.

2.7 “District” means all of the property which is now or hereafter within the jurisdiction of the Association as provided in the Declaration.

2.8 “Lot” has the meaning set forth in in the Declaration.

2.9 “Owner” has the meaning set forth in the Declaration.

2.10 All other terms used in these Bylaws that are not expressly defined herein shall have the meanings set forth in the Declaration, as the same may be amended from time to time.

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These should be filled in after the Amended and Restated Declaration is recorded with the County. The Bylaws should be formally adopted after the Declaration and should reference the new Declaration's Book and Page number.

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ARTICLE III **MEMBERSHIP**

3.1 **Membership Generally.** Membership in the Association shall be limited to persons or entities who are the Owners of the fee interest in any Lot which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the payment or performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

3.2 **Suspension of Membership.** During any period in which a member shall be delinquent in the payment of any assessment levied by the Association as provided in the Declaration, the voting rights of such member shall be automatically suspended for matters involving assessments and fees (and for no other matters) until such assessment has been paid. In addition, the Board may, in accordance with applicable law, suspend the rights of the member to receive services provided by the Association and the right to use any Common Area in or available to the District until such assessment has been paid. Such rights of a member may, in accordance with applicable law, be suspended by the Board, after notice and hearing, for a period not to exceed 90 days, for violation of any of the rules and regulations established by the Board pursuant to the Declaration or these Bylaws.

ARTICLE IV **VOTING RIGHTS**

4.1 **Voting.** Each member shall have one vote for each Lot in which he or she is the Owner; provided, however, when more than one person is the Owner of a Lot, all such persons shall be members, and the vote for each Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to any such Lot. The vote of a Lot must be cast as a single Lot, and fractional votes of such Lot's allocated vote shall not be allowed. Any one of the joint Owners of a Lot may cast their vote on the matter in question. In the event that differing votes are cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

4.2 **Representatives.** Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

4.3 **Proxies.** Votes may be cast in person or by proxy. A proxy may designate any member who may cast the vote, but must be filed with the Secretary before the appointed time of each meeting.

(a) Votes allocated to a Lot may be cast pursuant to a directed or undirected proxy duly executed by an Owner.

(b) An Owner may revoke a proxy given pursuant to this section only by actual notice of revocation to the person presiding over a meeting of the Association.

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

(d) A proxy is valid only for the meeting at which it is cast and any recessed session of that meeting.

(e) A person, other than a member of the Board may not cast undirected proxies representing more than fifteen percent (15%) of the votes in the Association.

ARTICLE V **USE OF COMMON AREAS**

5.1 Common Areas. The Owners of the Lots within the District shall have the non-exclusive right to use all Common Areas for their intended purpose subject to any restrictions set out in the Declaration.

5.2 Rules and Regulations. The Association shall have the right and the power to make and enforce reasonable rules and regulations which shall govern the use of the Common Areas.

ARTICLE VI **BOARD OF DIRECTORS**

6.1 Number and Term.

(a) The affairs of the Association shall be managed by a Board of Directors composed of at least three (3) directors. The directors shall be elected by the members. Each individual elected as a director shall serve for a term of two (2) years. Each individual elected as a director shall serve until the next applicable annual election and until his or her successor is duly elected and has commenced his or her term of office or until his or her earlier resignation or removal. There are no term limits for directors.

6.2 Qualification. Each director must be and remain a member (or designated representative of an entity that is a member) of the Association in good standing in order to be elected and remain as a director. No more than one (1) individual residing in or owning a Lot may serve on the Board of Directors at any given time.

6.3 Removal and Vacancies. Except as provided by applicable law, at any regular or special meeting duly called, any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association entitled to vote on the election of such director. However, Owners may not consider whether to remove a member of the Board or an officer elected by the Owners at a meeting unless that subject was listed in the notice of the meeting. At any meeting at which a vote to remove a member of the Board is to be taken, the member being considered for removal must have a reasonable opportunity to speak before the vote. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board (even if less than a quorum) and shall serve for the unexpired term of his or her predecessor, or, if earlier, until the next regularly scheduled election of directors.

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6.4 Compensation. No director shall receive compensation for the service he or she may render to the Association as a director. However, any director may be reimbursed for his or her reasonable out-of-pocket expenses incurred in the performance of his or her duties as a director, in accordance with a reimbursement policy adopted by the Board.

6.5 Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, unless it is otherwise provided in the Articles of Incorporation or these Bylaws, and the directors so chosen shall hold office until the next annual election of directors and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are not directors in office, then an election of directors may be held in the manner provided by statute.

ARTICLE VIII **MEETING OF DIRECTORS**

7.1 Annual Meetings. Annual meetings of the Board shall be held within fifteen (15) days following the annual meeting of the members. Such annual meetings shall be held at such place as may be fixed by the Board in accordance with applicable law.

7.2 Regular Meetings. Regular meetings of the Board may be held at such place and time as may be fixed from time to time by the Board.

7.3 Special Meetings. Special meetings of the Board shall be held at such place and time as may be specified by and when called by the President of the Association or by any director.

7.4 Notice of Meetings. Written notice stating the time, date, place and agenda of a meeting of the Board and, for any special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each director and (unless the meeting was included in a schedule of Board meetings previously given to the members or is called to address an emergency) to the members, not less than five (5) days before the date of the meeting, either by hand delivery, by mail or by e-mail, by or at the direction of the person(s) calling the meeting; provided that notices may be sent by e-mail only to directors or members who have provided a written consent to the Association indicating their desire to receive notices at a specific e-mail address. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director or member at his or her address as it appears on the records of the Association, with postage thereon prepaid, or when e-mailed to the director or member at his or her designated e-mail address.

7.5 Quorum and Vote Requirements. Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, 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.

7.6 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting, without notice other than

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announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

7.7 Meetings by Conference Telephone or Similar Communications Equipment. Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all directors, members and other persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

7.8 Actions Taken Without a Meeting. To the extent permitted by applicable law, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

7.9 Meetings Open to Members. All meetings of the Board and committees thereof shall be open for attendance by all members of the Association to the extent required by law, except during executive sessions of the Board. The Board and 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. At any meeting the Board shall provide a reasonable opportunity for members to comment regarding any matter affecting the common interest community and the Association.

7.10 Conduct of Meeting. Meetings of the Board shall not be required to be conducted in accordance with Robert's Rules of Order Newly Revised (or any other edition thereof) unless specified by the Board for the specific meeting of the Board.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board may be made in writing by any member delivered to the secretary of the Association in advance of the annual meeting or from the floor at the annual meeting of the members.

8.2 Election. Election to the Board shall be by written ballot, voice vote, show of hands, standing, or any other method for determining the votes of unit owners as designated by the person presiding at the meeting. At any such election, the members entitled to vote or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

8.3 Commencement of Term of Office. A director shall be deemed elected at the time of his or her election, but he or she shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director until the time he accepts the

office of director either by a written acceptance or by participating in the affairs of the Association at a meeting of the Board.

ARTICLE IX
POWERS OF THE BOARD OF DIRECTORS

In exercising its duties imposed by law, these Bylaws, the Declaration or by resolutions of the Association, the Board shall exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under, and be subject to the conflict of interest rules governing directors and officers under existing law.

The Board shall have the power to:

9.1 Scope. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by law or by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

9.2 Rules and Regulations. In accordance with applicable law, adopt rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon and governing other matters within the authority of the Association, and to establish, levy and enforce fines and penalties for the infraction thereof.; provided, however, that the Board may not, in any event, revoke or suspend in any way the right of any Owner to use and enjoy any street for ingress or egress.

(a) Before the Board adopts, amends or repeals any rule, it must provide all members notice of:

(1) its intention to adopt, amend, or repeal a rule and provide the text of the rule or the proposed change; and

(2) a date on which the Board will act on the proposed rule or amendment after considering comments from members.

(b) Following adoption, amendment, or repeal of a rule, the Association shall notify Owners of its action and provide a copy of any new or revised rule.

(c) A rule regulating display of the flag of the United States must be consistent with federal law. In addition, the Association may not prohibit display on a Lot or on a limited common element adjoining a Lot of the flag of this state, or signs regarding candidates for public or association office or ballot questions. The Association may adopt rules governing the time, place, size, number, and manner of those displays that are not inconsistent with K.S.A. 58-3820, and amendments thereto.

(d) Association rules that affect the use of or behavior in improved property that may be used for residential purposes, shall be adopted only to:

(1) implement a provision of the Declaration; or

(2) regulate any behavior in or occupancy of an improved property which violates the Declaration or adversely affects the use and enjoyment of other Improved Properties or the common elements by other Owners.

(c) Every rule must be reasonable.

(f) Owners may peacefully assemble on the common elements to consider matters related to the common interest community, but the Association may adopt rules governing the time, place, and manner of those assemblies.

9.3 Amend Declaration. To the extent permitted by applicable law, adopt or otherwise approve amendments to the Declaration and authorize the president and secretary of the Association to prepare, execute, certify and record such amendments to the Declaration.

9.4 Employment. Employ (and contract with for such periods of time and on such terms as may be deemed appropriate) agents, independent contractors, managers and employees, and to prescribe their duties and responsibilities.

9.5 Records and Reports. Cause books and records of the Association and of the corporate affairs of the Association to be kept and maintained (or delegate such duties to a managing agent).

9.6 Supervision. Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

9.7 Assessments. As more fully provided in the Declaration, provide for the establishment, levying and collection of assessments against each Lot and take all actions necessary or appropriate to collect the same, in accordance with applicable law.

9.8 Certificates. Issue, or cause an appropriate officer to issue, upon request by any member, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Association for the issuance of these certificates.

9.9 Insurance. Procure and maintain liability insurance, property insurance and other insurance on property owned or controlled by and the activities of the Association, and officer's and director's liability insurance, all with such coverages and in such sums as may be deemed appropriate by the Board.

9.10 Bonding. Cause officers or employees have fiscal responsibility to be bonded, as the Board may deem appropriate.

9.11 Maintenance. Cause the Common Areas and other areas to be maintained as provided in the Declaration.

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9.12 Committees. Appoint one or more committees. Any such committee shall be composed of at least two (2) members as the Board shall designate. Not all members of a committee need be directors unless otherwise provided in the Declaration, Articles of Incorporation or by law. A quorum of any committee so designated by the Board shall be any number of the members designated by the Board, but that quorum shall not consist of less than one-half (1/2) of the total number of members appointed to such committee. The Board may designate one (1) or more individuals as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

9.13 Reserved.

9.14 Alternative Dispute Resolution. Require that disputes between the Association and a member be submitted to nonbinding alternative dispute resolution as a prerequisite to commencement of judicial proceedings.

9.15 Performance. Perform all acts and do all things required or permitted to be done by the Association by the Declaration or otherwise; and perform all acts and do all things permitted or required of a Board of a not-for-profit corporation or home owners association under the laws of the State of Kansas.

9.16 Limitation to Powers. The Board may not:

- (a) amend the Declaration except as provided by law other than the Act;
- (b) amend the Bylaws;
- (c) terminate the common interest community;
- (d) elect members of the Board, but may fill vacancies in its membership for the unexpired portion of any term or, if earlier, until the next regularly scheduled election of Board members;
- (e) determine the qualifications, powers, duties, or terms of office of Board members;
- (f) meet in executive session except to:
 - (1) consult with the association's attorney concerning legal matters;
 - (2) discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;

(3) discuss labor or personnel matters;

(4) 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

(5) prevent public knowledge of the matter to be discussed if the board of directors or committee determines that public knowledge would violate the privacy of any person.

(g) use incidental or social gatherings of Board members or any other method to evade the open meeting requirements of these Bylaws. For purposes of this section, a gathering of the Board at which the Board members do not conduct Association business is not a meeting of the Board;

(h) act by unanimous consent except to undertake ministerial actions or to implement actions previously taken at a meeting of the board;

9.17 Challengers to Board Action. Even if an action by the Board is not in compliance with this article IX it is valid unless set aside by a court. A challenge to the validity of an action of the Board for failure to comply with this article may not be brought more than sixty (60) days after the minutes of the Board of the meeting in which the action was taken are approved or the record of that action is distributed to members, whichever is later.

ARTICLE X

MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meeting of the members of the Association shall be held on the second Wednesday November of each year, or on such date and at such place and time as may be fixed by the Board. At each annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered, and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board, or upon written request of members holding at least ten percent one-tenth (1/10) of the votes of the members. As each special meeting of the members, the members may consider and vote upon only such matters as are set forth in the notice of the meeting.

10.3 Place and Notice of Meetings. All meetings of the members shall be held in Johnson County, Kansas at such place as may be designated in the notice of the meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the person(s) duly calling the meeting, by hand delivery, by mailing or by e-mailing a copy of such notice not less than ten (10) days (two (2) days in case of an emergency) nor more than sixty (60) days prior to such meeting to each member, addressed to the member's address or e-mail address last appearing

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on the books of the Association or by giving such notice within such timeframe by any other method reasonably calculated to provide notice to the member; provided, however, notices may be sent by e-mail only to members who have provided a written consent to the Association indicating their desire to receive notices at a specific e-mail address. Such notice shall specify the time, date, and place of the meeting and the items on the agenda, and, in the case of a special meeting, the specific matters to be addressed at the meeting. Such notice shall be deemed to be delivered when it is hand delivered, or deposited in the United States mail with postage thereon so addressed to the member, or when it is e-mailed to the member at his or her designated e-mail address, or when it is given by any other method reasonably calculated to provide notice to the member.

10.4 Quorum and Vote Requirements. The presence at a meeting, in person, by proxy, or (if applicable) by absentee ballot, of members entitled to cast at least ten percent (10%) of the total votes of the membership on the specific actions shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be obtained. Except as otherwise provided in these Bylaws, the Declaration or Articles of Incorporation or by law, a majority vote of those entitled to vote and present at a meeting (in person, by proxy or (if applicable) by absentee ballot) at which a quorum is present shall be necessary to transact any business entitled to be transacted by the members.

10.5 Absentee Ballots. Voting by absentee ballot may be allowed if the Board specifically authorizes in advance the use of absentee ballot for a specific meeting. If absentee ballots are authorized by the Board for a specific meeting, then such absentee ballot voting will be conducted in accordance with the procedure approved by the Board in accordance with applicable law.

10.6 Voting Method. Members (including proxy holders) who are present in person at a meeting of the members 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.

10.7 Conduct of Meetings. Meetings of the members shall be conducted as authorized by the Board. Meetings of the members shall not be required to be conducted in accordance with Roberts Rules of Order Newly Revised (or any other edition thereof) unless specified by the Board for the specific meeting of the members. At any meeting of the members, Owners must be given a reasonable opportunity to comment regarding any matter affecting the common interest community or the Association.

10.8 Voting Without a Meeting. The Association may conduct a vote of the members without holding a meeting of the members in accordance with the provisions of applicable law.

ARTICLE XI

OFFICERS AND THEIR DUTIES

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11.1 Enumeration of Offices. The officers of the Association shall be a president, vice president, a secretary and a treasurer. The president and vice president shall be elected from among the members of the Board of Directors. The Association may have such other officers as the Board of Directors may from time to time elect.

11.2 Election of Officers. At each annual meeting of the Board of Directors, the newly elected Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

11.3 Special Appointments. The Board may appoint such other officers and agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties consistent with these Bylaws as the Board may, from time to time, determine.

11.4 Resignation and Removal. Any officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board, which may be by delivery of such notice to the president or secretary. Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.5 Vacancies. A vacancy in any office may be filled by the board at any time. The officer elected to such vacancy shall serve for the remainder of the term of the office he or she replaces.

11.6 Multiple Offices. Except as may be prohibited by law, any two (2) or more offices may be held by the same person.

11.7 Duties. The duties of the officers are as follows.

President. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He or she shall preside at all meetings of the membership and at all meetings of the Board. He or she shall be a non-voting *ex officio* member of all standing committees (and may also be a voting member of any such committee, in the capacity of an official appointee, as the case may be) and shall have the general powers and duties of management usually vested in the officer of president and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Vice President. The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, shall keep the corporate seal, if any, of the

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Association and affix it on all papers required to have the seal affixed thereto, shall keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties, and have such other powers as may be prescribed by the Board or usually vested in the office of secretary.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers as may be prescribed by the Board or usually vested in the office of treasurer. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

11.8 **Compensation.** Officers of the Association shall not receive any compensation or salary for their services as officers, but may be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the duties as an officer, in accordance with a reimbursement policy adopted by the Board of Directors.

ARTICLE XII

ASSESSMENTS AND BUDGETS

12.1 **Purpose.** The assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers, maintain the improvements and render the services provided for in these Bylaws, the Declaration and the Articles of Incorporation.

12.2 **Provisions Governing Assessments.** Assessments shall be levied in the manner provided in the Declaration and any applicable law.

12.3 **Annual Operating Budget.** The Board shall prepare and adopt an annual budget covering the estimated costs of operating and administering the Association for the following fiscal year and determine the level of assessments in the manner provided in the Declaration and any applicable law. ~~§ Notice of any meeting of the Board at which the annual budget will be considered shall be given to the members at least ten (10) days prior to the meeting date and a copy of the proposed budget must be made available to any member who requests it. The Board shall cause the budget and notice of assessments to be levied against each Lot for the following fiscal year to be delivered to each member at least thirty (30) days prior to the beginning of the Association's fiscal year, but in all events a copy of the annual budget shall be made available, within thirty (30) days after adoption, to each member of the Association upon the request of such member.~~

Deleted: The total annual assessment/dues

Deleted: may be increased or decreased at the annual meeting by a majority vote of the Owners present at the meeting in which the quorum requirements have been met.

ARTICLE XIII

BOOKS AND RECORDS

13.1 **Retention.** The Association, or its agents, must retain the following for five years unless otherwise provided:

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- (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 its Owners and Board other than executive sessions, a record of all actions taken by the Owners or Board without a meeting, and a record of all actions taken by a committee in place of the Board on behalf of the Association;
- (c) the names of Owners in a form that permits preparation of a list of the names of all 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) its 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 the past three years;
- (f) a list of the names and addresses of its current Board, members and officers;
- (g) its 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 it is a party;
- (j) records of Board or committee actions to approve or deny any requests for design or architectural approval from Owners; and
- (k) ballots, proxies, and other records related to voting by Owners for one year after the election, action, or vote to which they relate.

13.2 Access and copying. Subject to subsections (c) through (f), records retained by the Association must be available for examination and copying by an Owner or the Owner's authorized agent:

- (a) during reasonable business hours or at a mutually convenient time and location; and
- (b) upon ten (10) days' written notice reasonably identifying the specific records of the Association requested.

13.3 Exceptions. 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;

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- (b) contracts, leases, and other commercial transaction 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, 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 law other than the Act;
- (g) records of an executive session of the board of directors; or
- (h) individual Lot files other than those of the requesting Owner.

13.4 The Association may charge a reasonable fee for providing copies of any records under this section and for supervising the Owner's inspection.

13.5 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 Owner. Copied records may be used for any reasonable purposes other than for commercial purposes.

13.6 The Association is not obligated to compile or synthesize information.

13.7. None of the requirements or restrictions imposed by this section shall apply to any member or members of the Board, who may have free access to any and all books and records of the Association at any time.

ARTICLE XIV **GENERAL PROVISIONS**

14.1 Depositories and Checks. The moneys of the Association shall be deposited in such banks or financial institutions and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board from time to time.

14.2 Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.

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14.3 Absence of Personal Liability. The directors, officers and members of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.

14.4 Indemnification.

(a) Indemnification and Advancement of Expenses. The directors and officers of the Association shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of the Association in defending a civil or criminal action, suit or proceeding shall 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 by the Kansas General Corporation Code. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancements of expenses to which any such director or officer may be entitled by agreement, vote of members or of disinterested directors, or otherwise.

(b) Continuation of Rights. All rights of indemnification and advancement of expense under these Bylaws and under the Kansas General Corporation Code shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such a director or officer.

(c) Indemnification Insurance. The Association may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Association against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

ARTICLE XV
AMENDMENT

These Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted by a two-thirds (2/3) vote of the members of the Association entitled to vote who are present, in person, by proxy, or (if applicable) by absentee ballot, at a meeting at which a quorum is present. Notwithstanding the foregoing, these Bylaws may not be amended in any manner that would cause the provisions hereof to conflict with any of the lawful provisions of the Declaration or the Articles of Incorporation or conflict with any applicable law.

ARTICLE XVI
CONFLICT

The principles of law and equity, including the law of corporations and any other form of organization authorized by the law of Kansas, the law of real estate, and the law relative to capacity to contract, principal and agent, eminent domain, estoppel, fraud, misrepresentation, duress, coercion, mistake, receivership, substantial performance, or other validating or invalidating cause supplement the provisions of these Bylaws and the Act except to the extent inconsistent therewith.

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If there is a conflict between the Act and other law of this state, the Act prevails. In the case of any conflict between the Act, Articles of Incorporation of the Association and these Bylaws, the Act shall control. In the case of any conflict between the Articles of Incorporation 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 XVII
FISCAL YEAR

The Board of Directors shall have power to fix and from time to time change the fiscal year of the Association. In the absence of action by the Board of Directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XVIII
WAIVER OF NOTICE

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.

The undersigned President of Deer Creek Courts Homes Association, Inc., a Kansas not-for-profit corporation, hereby certifies that the foregoing Amended and Restated Bylaws are the bylaws of said corporation adopted by the Board of Directors as of the date below.

Dated: _____

Printed Name: _____
Title: _____