

**AMENDED AND RESTATED BYLAWS  
OF  
GREENWAY FIELDS HOMES ASSOCIATION**

These Amended and Restated Bylaws of Greenway Fields Homes Association (these "Amended and Restated Bylaws") are hereby established by Greenway Fields Homes Association (the "Association") this 10<sup>th</sup> day of January, 2009.

**RECITALS**

WHEREAS, the Association's annual meeting was held on January 10, 2009 (the "2009 Annual Meeting");

WHEREAS, a quorum of the Members (as defined below) was present at the 2009 Annual Meeting; and

WHEREAS, two-thirds (2/3) or more of the Members (as defined below) present at the 2009 Annual Meeting voted to amend and restate the Bylaws of the Greenway Fields Homes Association (as amended).

NOW, THEREFORE, in consideration of the Recitals and of the promises and covenants contained herein, it is agreed as follows:

These Amended and Restated Bylaws shall be subject to the restrictions (the "Restrictions") governing Blocks 1, 2, 3, 4, 5, 6, 7, 8, 9, and 10 of Greenway Fields and Blocks 1, 2, 3, 4, 5, 6, 7, and 8 of Wornall Manor (Blocks 1 through 10 of Greenway Fields and Blocks 1 through 8 of Wornall Manor are referred to collectively as, the "Neighborhood"), which have been recorded with the Recorder of Deeds of Jackson County, Missouri (the "Recorder of Deeds").

**ARTICLE 1. MEMBERS**

A. CLASSES OF MEMBERS. The Association shall have one (1) class of members (each, a "Member" and collectively, the "Members"), as follows:

1. The Association, through its board of directors (the "Board of Directors"), shall be the sole judge of its membership and any acts or proceedings of the Association made or done in the manner herein described shall be conclusive against any person, corporation, limited liability company, partnership, or other organization (individually referred to herein as "Person" and collectively as "Persons"). Any Person who is the owner of legal title to any lot or parcel of ground within the Neighborhood ("Parcel") shall be a Member of the Association.

2. Any Member shall be entitled to a total of one (1) vote per Parcel owned. When more than one Person holds an interest in any Parcel, all such Persons shall be Members and the vote for such Parcel shall be exercised as they among themselves

determine, but in no event shall more than one vote be cast with respect to any one Parcel.

3. Membership in the Association may continue only during the ownership of any Parcel in the Neighborhood by the Member. Membership in the Association shall terminate when a Member ceases to be a legal title owner of a Parcel within the Association, and Membership in the Association is non-transferrable except upon the transfer of legal title to a Parcel as recorded with the Recorder of Deeds. The Association shall maintain in its corporate records (the "Records") a complete list of the Members, indicating whether each Member is in good standing, and any change of the Members resulting from a transfer of legal title to a Parcel.

4. If legal title to a Parcel is held by a corporation or other organization, then its board of directors or other governing body may designate in writing an individual person to serve as the Member, and such Member shall have the same rights and privileges as any other Member.

B. VOTING RIGHTS. Each Member in good standing shall be entitled to vote on each matter submitted to a vote of the Members conditioned upon the above qualifications.

1. Each meeting of the Association shall be held within Kansas City, Missouri, at a location convenient to the Members, as may be designated from time to time by the Board of Directors.

2. At meetings at which any Member is entitled to vote, all votes shall be cast in person or by proxy as provided for in Article 2 hereof.

C. ASSIGNMENT OF RIGHTS. Voting rights as described above are not assignable by legal title holders to any other Person or authorized representative.

## **ARTICLE 2. MEMBERS' MEETINGS**

A. ANNUAL MEETING. An annual meeting ("Annual Meeting") of the Association for the purpose of hearing reports from all directors (the "Directors"), Officers (as defined below), and standing committees, and for electing Directors, shall be held in the City of Kansas City, Missouri, before June 30 of each year. The time and place of the Annual Meeting shall be fixed by the Board of Directors. The Board of Directors shall have the right to fix any other date and time for the Annual Meeting, either on or after June 30 of each year by appropriate order entered in the minutes of the Association. Notwithstanding any other section, all votes for the election of any Director at the Annual Meeting shall be done by secret ballot, unless the Members present at such Annual Meeting unanimously agree otherwise. Votes on any matter, other than for the election of the Directors, at any meeting, shall be conducted by secret ballot or otherwise as the Board of Directors shall determine from time to time. At each Annual Meeting, the Board of Directors shall present a statement showing in detail the assets and liabilities of the Association, and the general condition of its affairs.

B. REGULAR MEETINGS. In addition to the Annual Meeting, regular meetings shall be had at such time and place as shall be determined by the Board of Directors.

C. SPECIAL MEETINGS. A special meeting of the Members may be called at any time by the President, by two or more Directors, or by at least ten (10) Members in good standing.

D. NOTICE OF MEETINGS. Written notice stating the place, day, and hour of any meeting of Members shall be delivered personally, by mail, or by electronic mail (“e-mail”) to each Member entitled to vote at such meeting, not less than ten (10) days before nor more than sixty (60) days in advance of the date of such meeting. Special meetings may be called in like manner after five (5) days notice, but any such notice shall designate the purpose of the meeting. In all cases, the notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to each Member at the address shown for such Member in the Records, or in the case of e-mail, when the e-mail message is sent. It shall be the responsibility of any Member to keep the Association apprised of any changes with regards to a mailing address or e-mail address by providing written notice of any such change to the Secretary. Notice of meetings may be waived in writing by any Member.

E. QUORUM. At any meeting at which the Members are entitled to vote, ten (10) Members shall constitute a quorum. In the absence of a quorum, a majority of the Members present may adjourn the meeting from time to time without further notice.

F. VOTING BY PROXY. A vote may be cast in person or by proxy. A proxy must (i) be in writing, (ii) be signed by all Persons who have legal title to the Parcel pursuant to which such Persons have the right to vote, (iii) state the duration of such proxy, which duration shall not be for more than one (1) year, (iv) be only to another Member, and (v) be filed with the Secretary before any vote can be cast by such proxy. A proxy may be revoked at any time by delivering to the Secretary a notice in writing signed by all Persons making up the ownership of such Parcel who gave the proxy stating that such proxy has been terminated.

G. MANNER OF ACTING. When a quorum is present at a meeting, any question brought before the meeting shall be decided by a majority of the Members present in person or by proxy, unless express provisions of applicable law, the Restrictions, or these Amended and Restated Bylaws require a greater vote.

H. CUMULATIVE VOTING. There shall be no cumulative voting.

### **ARTICLE 3. BOARD OF DIRECTORS**

A. GENERAL POWERS. The affairs of the Association shall be managed by its Board of Directors, subject to instructions of the Members of the Association at a regular meeting or subject to the approval of the Members as expressed by a vote of the Members. The Board of Directors may appoint, hire, fire, and remove at will all agents and/or employees of the Association, prescribe their duties, and set their compensation, if any. The Board of Directors shall keep a complete Record of all of its minutes and acts, and of the proceedings and meetings of the Members.

B. NUMBER, TENURE, AND QUALIFICATIONS. The number of Directors constituting the Board of Directors on January 10, 2009, shall be between five (5) and nine (9), as determined by elections at the 2009 Annual Meeting. Directors serving terms existing prior to

the 2009 Annual Meeting which do not expire in 2009 shall continue to serve in such capacity until the natural expiration of their respective terms. The number of Directors constituting the Board of Directors may be changed by the Board of Directors at any time, except that the number of Directors shall never be less than five (5) or more than nine (9). Each Director shall be a Member of the Association and shall be elected by the Members at the Annual Meeting for a term of two (2) years or until the election of Directors at the first Annual Meeting occurring after such Director's second anniversary. The terms of the Directors shall be staggered. If the Board of Directors is comprised of an even number of Directors in any given year, one-half (1/2) of the Directors' terms must expire in such year. If the Board of Directors is comprised of an odd number of Directors in a given year, the minimum number of Directors' terms that must expire in such year is determined by subtracting one (1) from the total number of the Directors and dividing the resulting number by two (2). Thus, if the Board of Directors is comprised of nine (9) Directors in a given year, at least four (4) Directors' terms must expire in such year.

C. REGULAR MEETINGS. The Board of Directors shall meet regularly at such times and places as the Board of Directors may designate. No notice of the regular meetings of the Board of Directors shall be given. Special meetings of the Board of Directors may be held at any time on call of the President, the Vice President or two (2) Directors with actual written notice of the meeting, by hand delivery, by written notice mailed to the last known address of the Directors, or by e-mail addressed to the last known e-mail address of the Directors at least five (5) days before the date of the meeting stating the time, place, and purpose of the meeting. The notice shall be deemed delivered when hand delivered, when deposited in the United States mail addressed to each Director at the last known address, with postage prepaid, or when sent electronically to the last known e-mail address. Notice may be waived by unanimous vote of the Board of Directors.

D. QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time and without further notice.

E. MANNER OF ACTING. Each Director shall be entitled to one (1) vote, and the act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors unless the act of a greater number is required by these Amended and Restated Bylaws, the Restrictions, or by applicable law. The Board of Directors is authorized to establish regulations providing for voting by mail, e-mail, facsimile, by proxy.

F. VOTING BY PROXY. A vote may be cast in person or by proxy. A proxy must (i) be in writing, (ii) be signed by the Director entitled to vote, (iii) state the duration of such proxy, which duration shall not be for more than one (1) year, (iv) be only to another Director, and (v) be filed with the Secretary before any vote can be cast by such proxy. A proxy may be revoked at any time by delivering to the Secretary a notice in writing signed by the Director who gave the proxy stating that such proxy has been terminated.

G. BOARD ACTION WITHOUT MEETING. Notwithstanding any other section, any action required by law to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent

in writing setting forth the action so taken, is signed by all Directors. Any consent required to be in writing or otherwise pursuant to this Section may be satisfied by e-mail or by facsimile.

H. **COMPENSATION OF DIRECTORS RESTRICTED.** Unless approved by the vote or written consent of a majority of the Members, Directors shall receive no compensation for their services, but may be paid for all out-of-pocket expenses incurred in the performances of their duties as Directors.

I. **RESIGNATION AND REMOVAL.** Any member of the Board of Directors may resign at any time by providing written notice to the President (or to the Secretary if by the President) stating that the Director will resign as well as the effective date of the resignation. Any member of the Board of Directors may be removed, with or without cause, by a vote of two-thirds (2/3) of all Directors present and entitled to vote, at any meeting of the Board of Directors at which a quorum is present, and a successor may then and there be elected by the Board of Directors to serve for the balance of the predecessor's term.

J. **VACANCIES.** Any vacancy occurring on the Board of Directors as a result of death, resignation, removal, disqualification, or otherwise, and any Director position to be filled by reason of the increase in the number of Directors, shall be filled by election by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor's office.

#### **ARTICLE 4. OFFICERS**

A. **OFFICERS.** The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer (the "Officers").

B. **QUALIFICATIONS AND METHOD OF ELECTION.** The Officers shall be Members of the Association and the Board of Directors, shall be elected by the Board of Directors, and shall serve for a term of one (1) year or until the election of Officers at the first Board of Directors meeting occurring after such Officer's first anniversary.

C. **PRESIDENT.** The President shall preside at all meetings of the Association and of the Board of Directors at which the President is present. The President shall exercise general supervision of the affairs and activities of the Association and shall serve as a member ex officio of all standing committees.

D. **VICE PRESIDENT.** The Vice President shall assume the duties of the President during the President's absence.

E. **SECRETARY.** The Secretary shall keep the minutes of all of the meetings and Board of Director meetings, which shall be an accurate and official record of all business transacted. The Secretary shall be the custodian of all Records. The Secretary shall (i) call special meetings of the Board of Directors and of the membership whenever requested by the President, two (2) or more Directors, or ten (10) or more Members; (ii) keep a list of all Members of the Association and their addresses; and (iii) do and perform all other duties that usually and properly pertain to the office of the Secretary. In the case of the failure, absence, inability, or refusal of the Secretary to perform, the President may appoint someone to act as

Secretary until the next meeting of the Board of Directors. The Secretary shall turn over to the successor in office all Records, papers, books, and other property belonging to the Association. An assistant secretary (the "Assistant Secretary") may be appointed to aid and assist the Secretary of the Association, and said Assistant Secretary shall be subject to the direction of the Secretary.

F. TREASURER. The Treasurer shall receive all corporate funds, keep such funds in a bank approved by the Board of Directors, and pay out funds only on notice signed by the President. The Treasurer shall make a true and detailed account of all monies received and paid out and shall make a financial report in writing at each Annual Meeting of the Members, and at any special meeting of the Members or any meeting of the Board of Directors whenever requested to do so. The Treasurer shall turn over to the successor in office all monies, Records, papers, and other property then on hand belonging to the Association and do and perform all other duties that usually and properly pertain to the office of the Treasurer. An assistant treasurer (the "Assistant Treasurer") may be appointed by the Board of Directors to aid and assist the Treasurer, and said Assistant Treasurer shall be subject to the direction of the Treasurer.

G. RESIGNATION AND REMOVAL. Any Officer may resign at any time by providing written notice to the President (or to the Secretary if by the President) stating that the Officer will resign as well as the effective date of the resignation. Any Officer may be removed, with or without cause, by a vote of two-thirds ( $\frac{2}{3}$ ) of all Directors present and entitled to vote, at any meeting of the Board of Directors at which a quorum is present, and a successor may then and there be elected by the Board of Directors to serve for the balance of the predecessor's term.

H. VACANCIES. Any vacancy occurring in any office as a result of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the Board of Directors for the unexpired portion of the term.

## **ARTICLE 5. FEES, DUES, AND ASSESSMENTS**

A. RECORD OWNERSHIP. Record ownership of any Parcel(s) within the Neighborhood shall establish the owner as a Member of the Association subject to the requirements heretofore mentioned.

B. ANNUAL ASSESSMENTS. Assessments shall be levied, collected, and enforced as described in the Restrictions, that certain Agreement, dated as of April 21, 1922, by and between the Association and the Members, the other governing documents, and the other agreements made between the Members and the Association (collectively, the "Assessment Documents").

C. DEFAULT IN PAYMENT OF ASSESSMENTS. When any Member shall be in default in the payment of a legally enforceable assessment (an "Assessment") for a period of ninety (90) days from the date on which such Assessment became due, such Member shall not be considered a Member in good standing and shall not be entitled to vote on any matter as provided herein. In addition, such Member shall be listed as "not in good standing" in the Records. Such Member shall not be entitled to vote on any matter until all Assessments have been paid in full, and until such Member is listed "in good standing" in the Records. This

paragraph shall not limit the remedies and rights of the Association to enforce the Assessments, as provided in the Assessment Documents or by law.

D. TRANSFER OF OWNERSHIP. In the event any Member's membership shall terminate due to the sale or transfer of that Member's Parcel, the transferee will be required to pay a pro rata share of the Assessment for the remainder of the current year in order for the transferee Member to be entitled to the benefits of membership in the Association.

**ARTICLE 6. INDEMNITY**

The Association shall indemnify and hold harmless the Directors and Officers of the Association from any loss, damage, liability, or expense incurred or sustained by them by reason of any act performed by them or any omission of theirs, for or on behalf of the Association and in furtherance of its interest, it being understood, however, that the foregoing shall not apply to or relieve the Directors and Officers from liability for gross negligence or willful malfeasance.

**ARTICLE 7. FISCAL YEAR**

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

**ARTICLE 8. AMENDMENTS AND CONFLICTS**

These Amended and Restated Bylaws may be amended, restated, supplemented, or otherwise modified from time to time, at any meeting of the Members, by a vote of two-thirds (2/3) of the Members present at any such meeting, or by the Board of Directors when authorized at any meeting of the Members, or by the evidenced written consent of a majority of the Members.

In the case of any conflict between these Amended and Restated Bylaws and the Restrictions, the Restrictions shall control.

**ARTICLE 9. RULES AND REGULATIONS**

The Board may promulgate from time to time such rules and regulations as it deems reasonable and necessary governing the administration, management, operation, and use of the common areas in the Neighborhood so as to promote the common use and enjoyment thereof by owners and occupants, and for the protection and preservation thereof.

**ARTICLE 10. CORPORATE SEAL**

The Association shall not have a corporate seal.

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**CERTIFICATE**

The undersigned, as Secretary of the Association, hereby certifies this 10<sup>th</sup> day of January, 2009, that the foregoing Amended and Restated Bylaws were adopted at the 2009 Annual Meeting at which a quorum of the Members was present, by a vote of two-thirds (2/3) of the Members present thereat.

  
Aaron M. House, Secretary