

BYLAWS
OF
REFLECTION RIDGE MASTER ASSOCIATION

ARTICLE I
Name and Location

The name of the Corporation is the Reflection Ridge Master Association (the Association). The principal office of the corporation shall be located at 140 North Hydraulic Street, Suite 100, Wichita, Sedgwick County, Kansas, 67214. Meetings of members and directors may be held at such places within Sedgwick County, Kansas as may be designated by the Board of Directors (the "Board"). The official website for the Reflection Ridge Master Association is www.reflectionridgehoa.org.

ARTICLE II
Definitions

Section 2.01. "Assessment" shall mean the sum attributable to each unit and due to the association pursuant to the budget adopted under Article XIII, Section 13.02, and amendments thereto.

Section 2.02. "Association" shall mean the home owners association (HOA).

Section 2.03. "Board of Directors" shall mean the body, *regardless of name, designated in the declaration or Bylaws* which has the power to act on behalf of the Association.

Section 2.04. "Bylaws" shall mean the instruments, *however denominated, that contain the procedures for conduct of the affairs of the Association*, regardless of the form in which the Association is organized, including *any* amendments to the instrument.

Section 2.05. "Common Area" shall mean those portions *of the* property not owned individually by home owners, but in which an individual interest is held by all home owners, generally including the grounds, parking areas and recreational facilities.

Section 2.06. "Common Interest Community" (HOA) shall mean real estate described in a declaration with respect to which a person, by virtue of the person's ownership of home, is obligated to pay for a share of real estate taxes, insurance premiums, maintenance, or improvement of, or services or other expenses related to, common areas, other units, or other real estate described in that declaration..

Section 2.07. "Declarant" shall mean and refer to Reflection Ridge, Inc., a Kansas Corporation and its successors and assigns.

Section 2.08. "Declaration" shall mean the instrument, however denominated, that creates a Homeowner's Association, including covenants, conditions, restrictions *and*

amendments thereto applicable to the properties recorded in the office of the Register of Deeds of Sedgwick County, Kansas.

Section 2.09. “Member or Home Owner” shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 2.10. “Person” shall mean an individual, corporation, estate, trust, partnership, a limited liability company, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity. *In the case of a land trust, the term means the settler of the trust rather than the trust or the trustee.*

Section 2.11. “Record” shall mean information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

Section 2.12. “Rule” shall mean a policy, guideline, restriction, procedure, or regulation of an association which is not set forth in the declaration or bylaws and which governs the conduct of persons or the use or appearance of property.

Section 2.13. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties used or zoned for use for residential purposes and shall not include the Common Areas as otherwise defined in the Declaration.

Section 2.14. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or home which is a part of the Association, including contract purchasers, but excluding those having such interest merely as security for the performance of an obligation.

ARTICLE III Meetings of Owners

Section 3.01. Annual Meeting. *The Association shall hold a meeting of home owners annually in Sedgwick County, Kansas, at least sixty (60) days before the beginning of each new fiscal year for the purpose of electing directors and transacting any other business authorized to be transacted.*

Section 3.02. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as determined by the Board.

Section 3.03. Special Meetings. The Association shall hold a special meeting of Home Owners to address any matter affecting the Homeowners Association if its president, a majority of the Board of Directors or Home Owners having at least 10% of the votes in the homeowners association request that the secretary call a meeting. If the Board of Directors does not notify the Home Owners of a special meeting within thirty (30) days after the requisite percentage of Home Owners request the secretary *to do so, the*

requesting members may *directly* notify all the Home Owners of the meeting. Only the following items described in the meeting notice may be considered at a special meeting:

- (a) A statement of the general nature of any proposed revisions to the declaration or bylaws;
- (b) any budget proposals or changes;
- (c) a proposal to remove an officer or *member of the Board of Directors*. .

Section 3.04. Notice of Meetings. The Board of Directors shall notify Home Owners by electronic media, news media, newsletter or visible signage posted at the entrances of the Association of the time, date, place and agenda of each annual meeting, regular business meeting or special meeting not less than ten (10) or more than sixty (60) days before the meeting date. The minimum time to give notice may be reduced or waived for an emergency meeting.

Section 3.05. Executive Sessions. Meetings of the Board of Directors and its committees of the Board authorized to act for the association must be open to the Home Owners 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 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.
- (d) discuss labor or personnel matters.
- (e) Discuss contracts, leases, or other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids and proposals, if premature general knowledge of those matters would place the Association at a disadvantage, or
- (f) Prevent public knowledge of the matter to be discussed if the Board of Directors or the committee determines that public knowledge would violate the privacy of any person.

Section 3.06. Social Gatherings. A gathering of the Board of Directors at which the board members do not conduct association business is not a meeting of the Board of Directors.

Section 3.07. Home Owner Comment. At each Board of Director's meeting the board shall *provide* a reasonable opportunity for Home Owners to comment regarding any matter affecting the Association.

Section 3.08. Policy Implementation. Policies adopted by the board following placement of those proposed policies on a Board meeting agenda and allowing for Home Owner comment may be carried out by the duly appointed committees without additional notice of meeting.

Section 3.09. Validity. Even if any action taken by the Board of Directors is not in compliance with this section, it is valid unless set aside by a court. A challenge to the validity of an action of the Board of Directors for failure to comply with this section may not be brought more than sixty (60) days after the minutes of the Board of Directors of the meeting at which the action was taken are approved or the record of that action is distributed to Home Owners, whichever is later.

ARTICLE IV Powers of the Association

Section 4.01. The Association made up of the Home Owners acting through the Board of Directors shall:

- (a) adopt and may amend bylaws and may adopt and amend rules;
- (b) adopt and may amend budgets;
- (c) have the power to require that disputes between the Association and Home Owners or between two or more home owners regarding the Homeowners Association be submitted to nonbinding alternative dispute resolution as a prerequisite to commencement of judicial proceedings.
- (d) promptly provide notice to the home owners of any legal proceeding in which the association is a party other than proceedings involving enforcement of rules, covenants or declarations of restrictions, or to recover unpaid assessments or other sums due the Association.
- (e) establish a reasonable method for Home Owners to communicate among themselves and with the Board of Directors concerning the Association.
- (f) have the power to suspend any right or privilege of a Home Owner that fails to pay an assessment, but **may not**:
 - (1) suspend a Home Owner's right to vote except in involving issues of assessments and fees, or
 - (2) withhold services provided to a Lot or Home Owner by the Association if the effect of withholding the service would be to endanger the health, safety, or property of any person.
- (g) have all other powers that may be exercised in this state by organizations of the same type as the Association.

Section 4.02. Enforcement Powers. The Board of Directors may determine whether to take enforcement action by exercising the association's powers to impose sanctions or commencing an action for a violation of the declaration, bylaws, and rules including whether to compromise any claim for unpaid assessments or other claim made by or against it. The Board of Directors does not have a duty to take enforcement action if it determines that, under the facts and circumstances presented:

- (a) That the Associations legal position does not justify taking any or further enforcement action;
- (b) the covenant, restriction, or rule being enforced is, or is likely to be construed as inconsistent with law;
- (c) although a violation may exist or may have occurred, it is not so material as

- to be objectionable to a reasonable person or to justify expending the Associations resources; or
- (d) it is not in the Associations best interest to pursue an enforcement action.

The Board of Director's decision not to pursue enforcement under one set of circumstances does not prevent the Board of Directors from taking enforcement action under another set of circumstances, but the Board of Directors may not be arbitrary or capricious in taking enforcement action.

ARTICLE V Board of Directors

Section 5.01. Powers and Limitations. The Association shall have a Board of Directors created in accordance with its declarations and bylaws. Except as otherwise provided in the declaration and the bylaws, the Board acts on behalf of the Association. The Board may not, without Association approval:

- (a) Amend the declaration except as provided by law other than amendments as provided by Kansas House Bill 2472;
- (b) amend the bylaws;
- (c) terminate the Homeowners Association,
- (d) elect members of the Board of Directors, 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 of Directors' members;
- (e) determine the qualifications, powers, duties, or terms of office of Board of Directors' member.

Section 5.02. Number of Board Members. Until otherwise determined by the Association, the affairs of the Association shall be managed by a Board of not less than nine (9) directors who shall be Home Owners of the Association.

Section 5.03. Term of Office. Directors shall serve three (3) year staggered terms and shall be elected at the annual meeting by the members of the Association and until their successors are duly elected and qualified or until their earlier death, resignation, or removal.

Section 5.04. Removal. At any meeting specifically called for such purpose, any one director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor. Any director absent from three (3) consecutive Board meetings shall be considered to have vacated his/her position on the Board.

Section 5.05. Compensation. No member of the Board of Directors shall receive compensation for any service he or she may render to the Association. A Board

member may be reimbursed for his/her actual expenses incurred in the performance of his/her duties when approved by the Board.

Section 5.06. Duties necessary to implement adopted policy. Board members serving on committees shall have the right to meet and implement duties and task in accordance with adopted policies approved by the Association.

Section 5.07. Employ a manager. The Board may employ a manager(s), independent contractors or other employees as it deems necessary to carry out their prescribed duties.

ARTICLE VI Meetings of the Board of Directors

Section 6.01. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board.

Section 6.02. Special Meetings. Special meetings of the Board may be held when called by the Board president of the Association, or any two (2) directors, after not less than ten (10) days notice. *See Article III, Section 3.04, Notice of Meetings.*

Section 6.03. Quorum. A quorum for a meeting of the Board of Directors shall be the number needed to cast a majority of votes.

Section 6.04. Protocol. Meetings of the Board shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE VII Nomination and Election to the Board of Directors

Section 7.01. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee appointed by the Board President with the consent of the Board. The Nominating Committee shall be appointed prior to the annual meeting and shall serve until the appointment of a new Nominating Committee before the next annual meeting. The Nominating Committee shall select one of its members to serve as chair. The Nominating Committee shall submit as many nominations for election to the Board as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations shall also be received from the floor at the annual meeting. Nominees shall be Home Owners of the Association.

Section 7.02. Election. The election of the Board shall take place at the Annual Meeting by members of the Association. The Nominating Committee shall present the list of nominees by name, and following any additional nominees from the floor, the Board Chair shall call for a show of hands of those in favor or opposed to the nominees.

A majority of the votes cast shall determine the outcome.

Section 7.03. Staggered Terms. The initial election of directors shall provide for one (1) director to be elected to a three (3) year term; two (2) directors to be elected to a two (2) year term, and; two (2) directors elected to a one (1) year term. Additionally, the president of the Morning Dew Homeowners Association and the president of the Garden Ridge Homeowners Association shall be members of the Board. Thereafter directors shall be elected for three (3) year terms as provided by Article V, Section 5.03.

ARTICLE VIII Duties of the Board

Section 8.01. Board duties. It shall be the duty of the Board of Directors acting on behalf of the Association to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and make all records available to Association member as provided in *Article XI* of these Bylaws.
- (b) Supervise all officers, agents, and employees of the Association and to determine their duties are properly performed.
- (c) Fix the amount and provide written notice of the annual assessment against each Home Owner of the Association as provided in *Article XIII* of these Bylaws
- (d) Foreclose by lien against any property for which assessments have not paid within six (6) months after the due date or to bring an action at law against the Home Owner personally obligated to pay the same.
- (e) Procure and maintain adequate liability and hazard insurance on common areas owned by the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (g) Cause the common areas to be maintained.
- (h) Cause an independent annual review of the books maintained by the accountant employed by the HOA.
- (i) Cause an annual review of the Asset Inventory, the Investment Portfolio and the Strategic Plan.

ARTICLE IX Duties of the Officers

Section 9.01. Officer duties. The duties of the officers of the Board of Directors are as follows:

- (a) President. The president shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign instruments and promissory notes; and shall approve all bills for which a check is written out of the RRHOA account.
- (b) 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 as may be required of him or her by the board.

- (c) 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 of the corporation; if any, and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of its members; shall keep appropriate current records showing the members of the Association, together with their addresses; and shall perform such other duties as required by the Board.
- (d) Treasurer. The treasurer shall sign all checks and promissory notes of the Association. If unavailable, the President or Vice-President may sign in the Treasurer's absence. The Treasurer will continue to be notified of any checks written. In addition, the treasurer shall prepare an annual budget; prepare periodic statements of income, expenditures and fund balances; to be presented and made available to all Board and Association Members at the Annual meeting.

ARTICLE X Committees

Section 10.01. Committee appointments. The Board of Directors shall appoint committees to carry out the policies of the Association. These committees shall include the Architectural Control Committee and Nominating Committee as provided by these Bylaws. The Board may appoint additional committees as deemed appropriate in carrying out its duties.

ARTICLE XI Records

Section 11.01. Maintenance of Records. The Board, acting on behalf of the Association, shall retain the following 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 except executive sessions.
- (c) The names of Home Owners in a form that permits preparation of a list of the names of all home owners and the addresses at which the Association communicates with them, in alphabetical order showing number of votes each owner is entitled to cast.
- (d) The original or restated organizational documents including the declaration, bylaws 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 address of current Board of Director members and officers.

- (g) The most recent annual report, if any, as delivered to the Kansas Secretary of State.
- (h) Copies of current contracts to which the Board is a party.
- (i) Record of Board of Director or committee actions to approve or deny any request for design or architectural approval from Home Owners.
- (j) All ballots, proxies and other records relating to voting by Home Owners for one year after the election, action or vote to which they pertain.

Section 11.02. Records Availability. All records, except for those being withheld, shall be available during reasonable business hours at a mutually convenient location for inspection and copying by the owners or their agents upon ten (10) days written notice reasonably identifying the specific records of the association being requested. Board members or their agent are not obligated to compile or synthesize information. A reasonable fee may be charged for copying.

Section 11.03. Records NOT Available.

- (a) Personnel, salary or medical records
- (b) Commercial contracts being negotiated.
- (c) Documents relating to existing or potential legal proceedings.
- (d) Documents relating to existing or potential governmental enforcement actions.
- (e) Communications with legal counsel.
- (f) Records of executive sessions of the Board of Directors.
- (g) Individual owners' files, and
- (h) Any document that the disclosure of which would violate some other law.

ARTICLE XII Rules

Section 12.01. Adoption of Rules. Prior to the adoption, amending or repealing any rules, the Board shall notify the Home Owners of its intent and provide the text of the rule and the date on which the proposed action will be considered. Following the adoption, amending or repealing of rules the Board shall provide owners with a copy of the text of the adopted, amended or repealed rules. The Board may adopt the following rules:

- (a) Rules regarding construction, design, and aesthetic standards.
- (b) Rules governing the time, place and manner of assembly on common areas.
- (c) Rules of behavior for home owners to implement provisions of the declaration; or to regulate behavior that adversely affects the use and enjoyment of other Home Owners or the common areas.
- (d) Any other rule that may be necessary and reasonable.

ARTICLE XIII Budgets and Assessments

Section 13.01. Budget. The Board of Directors shall propose and adopt an annual budget for the Association. Prior to adoption:

- (a) all home owners shall receive notice at least ten (10) day in advance of adoption;
- (b) a copy of the proposed budget shall be made available to any home owner upon request;
- (c) home owners shall be given a reasonable opportunity to comment on the proposed budget before the Board takes formal action.

Section 13.02. Assessments. As more fully provided in the Declaration, each member is obligated to pay annual and special assessments to the Association which is secured by a continuing lien on the property against which the assessment is made. Any assessments which are not paid when due shall be deemed delinquent. If the assessment is not paid with thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency, as provided in the Declaration, and the Association may bring an action at law against the Home Owner personally obligated to pay the same or foreclose the lien against the property, and interest, cost and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Home Owner may waive or otherwise escape liability for the assessments provided for herein by the non-use of the common areas or abandonment of his or her lot or home.

Section 13.03. Special Assessments. The Board of Directors may propose a special assessment at any time. The same procedure as is provided in Section 13.02 above shall be followed for any proposed special assessment.

Section 13.04. Emergency Assessment. The Board of Directors, by two-thirds (2/3) vote, may pass an emergency assessment without following the procedure described in Section 13.01 above, provided:

- (a) notice is given to all home owners; and
- (b) the emergency funds shall be spent only for the purposes described in the vote for an emergency assessment.

ARTICLE XIV Fiscal Year

Section 14.01. Fiscal Year. The fiscal year of the Reflection Ridge Master Association shall begin on the first (1st) day of January and end on the thirty first (31st) day of December of every year commencing January 1, 2011.

ARTICLE XV Liability

Section 15.01. No Liability. No director or officer shall be liable to any home owner or to any person, firm, corporation or other entity for any damages arising from his or her performance or nonperformance of his or her duties or function provided for herein, except for misappropriation of funds.

ARTICLE XVI
Amendments

Section 16.01. Notice. Notice of any amendment to these Bylaws shall be accomplished in conformance to the requirements of these Bylaws. Notice of the subject matter on a proposed amendment shall be included in the notice of any meeting at which proposed amendment is to be considered.

Section 16.02. Resolution. A resolution adopting a proposed amendment to these Bylaws may be proposed by the Board of Directors or by members of the Association. Amendments must be approved by at least two-thirds (2/3) of the entire membership of the Board and by not less than fifty-one (51%) percent of the members voting for an amendment.

Section 16.03. Effective. A copy of each amendment shall be certified by the President and Secretary of the Board as having been duly adopted and shall be effective as of the date of the vote approving the same.

Section 16.04. Conflict. In the event of a conflict between the Declaration and these Bylaws, the Declaration shall control.

IN WITNESS WHEREOF, the undersigned certify the adoption of these Bylaws effective this 26th day of October, 2016.

John B. Lowman, President

Connie L Lowman, Secretary