

BY-LAWS
OF
THE BRENTWOOD VILLAGE HOMEOWNERS ASSOCIATION

ARTICLE 1 – DEFINITIONS

Section 1. Declaration. "Declaration" shall mean the Declaration of Covenants and Restrictions for Brentwood Village, an addition to Wichita, Sedgwick County, Kansas, dated July 24, 1997, and recorded July 25, 1997, on Film 1710 at Page 547 of the records in the office of the Register of Deeds of Sedgwick County, Kansas, and any amendments thereto.

Section 2. Declarant. "Declarant" shall mean and refer to Brentwood Village Development, Inc., a Kansas corporation, and Clint Miller, Construction, Inc., a Kansas corporation.

Section 3. Addition. "Addition" shall mean and refer to Brentwood Village, Wichita, Sedgwick County, Kansas, except Lot 1, Block 1 and Reserve A thereof.

Section 4. Lot. "Lot" shall mean and refer to all platted lots located in the Addition.

Section 5. Owner. "Owner" shall mean and refer to any record title holder, other than Declarant, of a fee simple interest to a Lot, but not including such record title holder selling an interest in a Lot under an executory contract. During such time as such executory contract is in force, the contract purchaser shall be considered the Owner.

Section 6. Association. "Association" shall mean and refer to The Brentwood Village Homeowners Association, a Kansas nonprofit corporation.

ARTICLE 2 – MEMBERSHIP

Section 1. Membership. Every Owner, with the exception of the Owner of Lot 38, Block 2, shall be a member of the Association and shall remain a member for the period of his or her ownership of said Lot. Membership in the Association shall be appurtenant to and may not be separated from ownership of a Lot. Declarant shall also be a member of the Association for such period of time as Declarant owns any Lot.

Section 2. Classes of Voting Membership. The Association shall have two classes of voting membership.

- (a) Class A Membership. The Class A members shall be all member Owners with the exception of Declarant. There shall be one vote attributable to each Lot owned by a Class A member or members. In the event of multiple ownership of a Lot, the vote allocated to that particular Lot shall be divided equally among the member/Owners thereof and each member/Owner shall be entitled to cast his or her fractional vote.

(b) **Class B Membership.** Declarant shall be the only Class B member and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earliest.

- (1) on such date as the total number of votes of Class A members equals or exceeds the total number of votes of the Class B member; or
- (2) on such date as Declarant shall voluntarily convert its Class B membership to a Class A membership.

Section 3. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the pool house owned by the Brentwood Pool Board, LLC, *, Wichita, Kansas, unless another place within or outside the State of Kansas is designated by the Board of Directors.

Section 4. Meetings of Voting Members and Other Membership Matters. The annual meeting of the voting members shall be held during the last quarter of each fiscal year at a time specified by the Board of Directors. At such meeting, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members. Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail addressed to such member at his address appearing on the books of the corporation. All such notices shall be sent to each member not less than ten (10) days nor more than sixty (60) days before each annual meeting and shall specify the place, the day and the hour of such meeting.

Section 5. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or by one or more members holding not less than one-fifth (1/5) of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notice of any special meeting shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section 6. Voting. Members as of the day next preceding the date on which the meeting is held shall be entitled to vote. Such vote may be *viva voce* or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a member at any election and before the voting begins.

Section 7. Quorum. The presence in person or by proxy of one-third (1/3) of the voting members shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of such members present in person or represented by proxy at any meeting and entitled to vote on the subject matter shall be the act of the members. The voting members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum.

Section 8. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present in person and if, either before or after the meeting, each of the members entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Proxies. Each member shall be entitled at every meeting of members to vote by proxy, but no proxy shall be voted after three (3) years from its date, unless the proxy provides for a longer period.

ARTICLE 3 -- DIRECTORS

Section 1. Powers. Subject to the Articles of Incorporation, these By-Laws, and applicable law, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the Board of Directors.

Section 2. Number and Qualification of Directors. The authorized number of directors of the corporation shall be five (5). No one except an Owner or Declarant shall be a director.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of voting members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of voting members held for that purpose as soon thereafter as convenient. All directors shall hold office for a term of two (2) years, or the balance of said term if elected to fill an uncompleted term. Election of directors shall be accomplished by a majority vote of the voting members. Terms may be served successively without limit. A director can be removed from office at any time for good cause by a majority vote of the voting members, and he may be removed without cause by a two-thirds (2/3) vote of the voting members. A director shall be automatically removed if he or she ceases to own any Lots.

Section 4. Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until his successor is elected at an annual or special meeting of the membership.

Section 5. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at any place within or outside the State of Kansas that has been designated from time to time by the Board or by written consent of all members of the Board. In the absence of such designation, all meetings shall be held at the Pool Building owned by the Brentwood Pool Board, LLC.

Section 6. Regular Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as the Board of Directors may from time to time determine. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable to act, by the Secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice delivered in person or mailed at least two (2) days before the date of such meeting.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors shall be

as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Quorum. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, and the affirmative vote of a majority of such directors present at any meeting shall be the act of the Board of Directors.

Section 11. Meetings by Telephone. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all person participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Fees and Compensation. Directors shall not receive any compensation for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

ARTICLE 4 -- OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed by the Board of Directors, each of whom shall have authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time specify. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 4 of this Article 4, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Compensation of Officers. Officers and other employees of the corporation may receive salaries or other compensation.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.

Section 5. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office at any regular or special meeting of the Board.

Section 6. President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the conduct and officers of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-Laws.

Section 7. *Vice-President.* The vice president shall act in the place and stead of the president in the event of his 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 of Directors or these By-Laws.

Section 8. *Secretary.* The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, a membership list, showing the names of the members and their addresses, the date of membership, and the date of suspension, termination or resignation of any member.

The Secretary shall give notice of all the meetings of the members and of the Board of Directors required by these By-Laws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

Section 9. *Treasurer.* The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director or member.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President or directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws. He shall be bonded, if required by the Board of Directors.

ARTICLE 5 – ASSESSMENTS

Section 1. *Purpose.* The assessments shall be used for the purpose of discharging the obligations and responsibilities of the Association as set forth in the Declaration.

Section 2. *Provisions Governing Assessments.* Assessments shall be levied in the manner provided in the Declaration and all matters concerning assessments shall be governed by the provisions of the Declaration.

ARTICLE 6 – BOOKS AND RECORDS

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

ARTICLE 7 -- AMENDMENTS

New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof. Notice of any amendment of the By-Laws by the Board of Directors shall be given to each member having voting rights within ten (10) days after the date of such amendments. The fact that such power has been so conferred upon the directors shall not divest the members of the power, nor limit their power, to adopt, amend or repeal bylaws.

ARTICLE 8 -- CONFLICT

In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

I, THE UNDERSIGNED OFFICER, a citizen of the United States, hereby certify that these are the By-Laws of The Brentwood Village Homeowners Association, a corporation organized NOT FOR PROFIT under the laws of the State of Kansas:

Steve G. Miller
Secretary

Date

MINUTES OF SPECIAL DIRECTORS' MEETING
OF
THE BRENTWOOD VILLAGE HOMEOWNERS ASSOCIATION

A special meeting of the Board of Directors of The Brentwood Village Homeowners Association, was held in Wichita, Kansas, on the _____ day of June, 2004, at _____ .M. All members of the Board were present and participated in the meeting: Steve G. Miller.

The meeting was called to order by Steve Miller. The Board then considered and approved the attached By-Laws.

There being no further business, this special directors' meeting was adjourned.

Steve G. Miller
Secretary

APPROVED BY ACTION OF THE BOARD, THIS _____ DAY OF _____, 2004.

Steve G. Miller
President