

BYLAWS
EDELWEISS HOMES ASSOCIATION, INC.
Amended-April 14, 2015

ARTICLE 1
CORPORATION & OFFICE

Section 1.01 Name

The name of the corporation is Edelweiss Homes Association, Inc. hereinafter referred to as “the Association.”

Section 1.02 Principal Office

The principal office for the transaction of the business of the Association is located at Edelweiss Club House, 7201 Switzer Street, Merriam, KS, 66203. All correspondence should be addressed to Edelweiss Home Owners’ Association (HOA), P. O. Box 3398, Merriam, KS 66203.

ARTICLE 2
ASSOCIATION MEMBERSHIP

Section 2.01 Membership

Membership in the Association shall be composed of the owners of properties units within the boundaries of the Edelweiss subdivision as shown on the plats.

Section 2.02 Authorization of Membership

Subject to the limitations of Federal and State laws, the Articles of Incorporation, and the Declaration of Restrictions, the members of the Association shall be the sole judge of the qualifications of its members for voting rights.

ARTICLE 3
MEETINGS OF THE ASSOCIATION

Section 3.01 Annual Meetings

- (a) An annual meeting of the Association membership shall be held on the second Sunday of February unless otherwise designated by the board of directors.
- (b) Included in the agenda shall be:
 - i. Introduction of the board of directors and officers;
 - ii. Presentation of annual reports of the board of directors, its officers and various committees;

- iii. Presentation of financial statements showing the financial position of the Association and the results of the operations during the past year;
- iv. Such other business as may come before the meeting.

Section 3.02 Special Meetings

- (a) Special meetings for any purpose may be called at any time by the president of the board of directors, or by a majority of the board of directors, or by written request of members of not less than one-tenth (1/10) of the Association's units.
- (b) Notification of any meeting shall be by written or other means of communication. Such notice shall be given at least ten (10) and not more than sixty (60) days in advance specifying the date, time, place of the meeting, and shall include the general nature of the business to be transacted.

Section 3.03 Voting Rights

- (a) Each unit is entitled to one vote which must be cast by the owner(s), regardless of the number of owners, of that specific unit. If the vote involves "issues of assessments and fees" only those members current with their payments of monthly dues and assessments shall be entitled to vote.
- (b) The secretary and/or treasurer of the Association shall maintain an updated list of all property owners with the status of their payment of assessments.
- (c) Qualified members may vote at an annual or special meeting by written ballot or absentee ballot unless otherwise specified in the Articles of Incorporation or the Declaration of Restrictions.
- (d) A ballot must contain the owner's Edelweiss unit address, owner signature(s) and indication of their vote (Yea, Nay, or Abstain).
- (e) A quorum shall consist of one-fourth of the qualified units of the Association.

ARTICLE 4 **BOARD OF DIRECTORS**

Section 4.01 Meetings of the Board

- (a) Regular meetings of the board of directors shall be held the second Tuesday of each month.
 - i. Special meetings may be held, or the regular meeting rescheduled, by the consent of the majority of the board members.

- ii. The meetings shall be open to all members of the Association. The board may exclude members from “executive sessions” at such meetings. These sessions are held during regular or special board meetings, and they can be used to:
 - Consult with the Association’s attorney;
 - Discuss litigation or potential litigation or arbitration;
 - Discuss labor or personnel matters;
 - Discuss contracts, leases, or commercial transactions for the service;
 - Discuss matters that the board determines would violate an individual’s privacy if made public.

No final votes may be taken during these sessions.

- (b) A quorum for the transaction of business shall consist of a majority of the board members.

Section 4.02 Number and Qualifications of Elected Directors

- (a) The authorized number of directors shall be nine (9). Directors shall be elected for a three-year term of office. Each year three (3) new members are elected to replace the three (3) members that have completed their three-year term. An appointment to fill a vacancy counts as a completion of a term, only if requested to serve more than 1/2 of the 3 year term. All directors shall hold office until their respective replacements have been elected and seated.
- (b) A director must be a member of the Association.
- (c) No more than one director per unit may serve during the same term of office.
- (d) A director shall not serve more than two consecutive terms but shall be eligible for re-election after three (3) years.

Section 4.03 Power of the Directors

- (a) Subject to the limitations of Federal and State laws, the Articles of Incorporation, the Declaration of Restrictions, Bylaws, and any other restrictions authorized by the membership, the board of directors shall manage the affairs of the Association;
- (b) Select and/or remove all employees of the Association, prescribe their duties, fix any compensation and such security or fidelity bonds as necessary;
- (c) Make such rules and regulations as may be necessary for governing the use of the common areas and facilities belonging to the Association. Before adopting, amending or repealing a rule, the board shall give all members notice of:
 - i. Its intent to adopt, amend, or repeal a rule, along with the text of the proposed rule or amendment;

- ii. The date on which the board will act on the proposed rule after considering comments from the members. Following adoption, amendment, or repeal of a rule, the Association shall notify the members of its action and provide a copy of the new or revised rule.
- (d) Manage the fiscal affairs of the Association;
- (e) Adopt, make, and use a corporate seal which will comply with any provision of the law;
- (f) Appoint committees and delegate to each committee any of the powers and authority of the board necessary that pertain to the committee purpose, excluding that of entering into contracts;
- (g) Fix penalties for the violation of rules and regulations as established by the Declaration of Restriction, Bylaws, and rules that may be established from time to time by the Association;
- (h) Review bids and/or proposals submitted by contractors for maintenance and services and approve contract awards for such. Awarded contracts must be presented to the finance director for archival;
- (i) Formulate and implement policies and procedures to provide for proper and adequate care and maintenance of Edelweiss;
- (j) Maintain a complete record of all its acts and corporate affairs; and
- (k) Directors shall not receive any salary or fees for their services as directors.

Section 4.04 Board of Director Elections

- (a) Annually, not later than the July board meeting, the president shall appoint a nominating committee of at least three (3) members from the Association. At least a majority of the committee members shall not be members of the sitting board. Appointments shall be ratified by the board of directors. This committee shall develop a slate of candidates for board positions that will be vacated at the end of the year. Each nominee shall have been consulted and have agreed to serve if elected. The nominating committee chairperson will present the list of nominees to the board using accepted communications prior to the ballot mailing.
- (b) The nominating committee shall prepare ballots listing the candidates and distribute them to the Association members no later than September 15. All completed ballots shall be received at the principal office by September 30. The secretary and/or treasurer, the nominating committee chair or nominating committee member designated by the chair, and one board member designated by the president of the board shall collect, validate, and count the completed ballots and report the election results to the board of directors.

- (c) Upon completion of the count, the nominees shall be notified by the president within 24 hours of their election. The president will then notify the board members of the results.
- (d) The board of director members-elect shall attend the remaining board meetings of the current year for the purpose of organization and budget review for their term as directors.
- (e) Two concurrent board meetings will be held in December. The first meeting will conclude the term of office of the retiring board members and any open old business.

Section 4.05 Vacancies of the Board of Directors

- (a) The existing board will appoint a member of the Association to fulfill any vacancy within 45 days of that vacancy.
- (b) The vacancy appointment will be ratified by a majority vote of the remaining board members.
- (c) The vacancy appointment will serve the position until the next election.
- (d) Should three (3) or more vacancies occur simultaneously, a special election shall be scheduled as indicated below:
 - i. A nominating committee will be named by the president;
 - ii. A slate will be presented to the board for ratification within two weeks of the formation of the nominating committee;
 - iii. Upon ratification by the remaining board members, ballots will be provided to the Association members;
 - iv. Ballots are to be returned no later than thirty (30) days from the formation of the nominating committee;
 - v. The president of the board of directors, the nominating committee chairperson and one association member will collect, validate and count the ballots; and
 - vi. Upon completion of the count, the nominees shall be notified within 24 hours of their election and the requirement they attend the next board meeting.

Section 4.06 Removal of a Board of Director

- (a) A director can be removed from office at any time by a majority vote of the Association units. Such removal can only be considered when the topic has been included on the notification of meeting where the director's removal will be voted on and the individual considered for removal must have a reasonable opportunity to speak before the vote is taken.

- (b) A director can be removed from office at any time by a majority vote of the board of directors for misconduct or unexcused lack of attendance to board meetings.

ARTICLE 5
OFFICERS OF THE BOARD OF DIRECTORS

Section 5.01 Officers

- (a) Each year the board shall elect a member to serve as the president and one as vice-president. This shall take place in the second December meeting.
- (b) The members of the board of directors shall be covered by Officers and Directors Liability Insurance.
- (c) An officer shall hold office for the term elected, unless said officer should resign, be removed, or become disqualified to serve. Any officer may be removed by a majority vote of the directors at any board meeting.

Section 5.02 President

- (a) The president shall be chief executive office of the Association;
- (b) The president shall be subject to the control of the board;
- (c) The president shall have general supervision of the business and affairs of the Association;
- (d) The president preside over all meetings of the Association and the board;
- (e) The president shall serve as an ex-officio member of all standing committees;
- (f) The president shall establish special committees when required;
- (g) The president shall keep the Corporate Seal in safe custody; and
- (h) The president shall sign all contracts and affix the seal of the Association.

Section 5.03 Vice-President

The vice-president shall perform all the duties of the president in the absence or disability of the president.

Section 5.04 Secretary/Treasurer

- (a) Assure recording of the minutes and proceedings of all meetings of the Association and of the board of directors, and shall maintain a chronological file of such records;

- (b) Maintain a current membership roster of the Association, give notice of all meetings as required, and have such other powers and duties as prescribed by the board of directors;
- (c) Keep and maintain adequate accounts of the properties and business transactions of the Association. Deposit all monies and valuables in the name and to the credit of the Association in such depositories as may be designated by the board of directors. Disburse the funds of the Association as may be ordered by the board of directors;
- (d) Maintain the following items for five years:
 - i. Detailed records of receipts and expenditures affecting the operation and administration of the Association;
 - ii. Minutes of all meetings of unit owners and the board, a record of all actions taken by unit owners and the board without a meeting and a record of all actions taken by a committee in place of the board on behalf of the Association;
 - iii. Names of all unit owners in alphabetical order, showing the number of votes they are able to cast;
 - iv. The organizational documents, bylaws, amendments, and rules;
 - v. A list of the names and addresses of its board members and officers;
 - vi. Copies of the Association's current contracts; and
 - vii. Records of board or committee actions to approve or deny requests for design or architectural approval.
- (e) Keep financial statements and tax returns of the Association from the past 5 years;
- (f) Keep ballots, proxies, and other records related to voting for one year after election;
- (g) Make records available for examination and copying during reasonable business hours by any unit owner, upon the unit owner giving ten (10) days written notice;
 - i. Note: personnel, salary, medical records, contracts under negotiation, existing or potential litigation, existing federal, state or local administrative issues, attorney communication, records of executive sessions, and records of other unit owners are NOT subject to inspection.
 - ii. The Association can charge a reasonable fee for copies, and it can also choose to provide them through electronic transmission.
- (h) Render to the board of directors, whenever requested, an account of transactions and of the financial condition of the Association. The books of account shall be open to any

director or association member upon request;

- (i) Employ a Certified Public Accountant to prepare an accountant's compilation report for the year ending December 31.

ARTICLE 6 **COMMITTEES**

Section 6.01 Organization

- (a) A committee shall consist of a chairperson and a minimum of two Edelweiss home owners, one of whom may be the board liaison for that committee.
- (b) A chairperson cannot be a member of the board of directors.
- (c) A chairperson may preside over more than one committee.
- (d) Committee meetings shall be open to all association members.
- (e) The president shall appoint a chair for the following standing committees by the January board meeting:
 - i. Architectural Compliance
 - ii. Exterior Maintenance
 - iii. Clubhouse
 - iv. Communications
 - v. Finance
 - ((a)) The members of the finance committee cannot serve more than three consecutive years;
 - ((b)) Vacancies shall be filled within 45 days by the president.
 - vi. Grounds Maintenance
 - vii. Parking
 - viii. Safety/Security
 - ix. Sign Review
 - x. Socials

- xi. Street Maintenance
- xii. Swimming Pool
- (f) Ad hoc committees may be appointed by the president.

ARTICLE 7
BUDGET AND EXPENDITURES

Section 7.01 Fiscal Year

The fiscal year shall be the calendar year – January 1 to December 31.

Section 7.02 Annual Budget

- (a) In August, committee chairs will be provided with budget review forms showing the previous year budget/spend and current year budget/spend YTD.
- (b) Budget review forms are to be returned completed with the budget requests for the following year at the September board meeting.
- (c) At the October board meeting, the budget will be presented by the treasurer/finance chair to the board for review and balancing.
- (d) During the November board meeting, the board will approve a proposed budget for distribution to all HOA members.
- (e) The proposed budget will be distributed to the HOA members after the November board meeting and at least ten (10) days prior to the open association budget meeting.
- (f) Between the November and December board meetings, an association budget meeting will be held, open to all HOA members, for discussion of the proposed budget. The budget shall indicate the income and expenses for the prior year and current year and the projected expenses for the year to come. The total amount of funds held in reserve for homeowners' exterior maintenance obligations shall be included.
- (g) The budget will be adopted at the first December board meeting.

Section 7.03 Annual Assessments

Monies to operate the business of the Association shall be levied as specified in the Declaration of Restrictions, Section 6.

Section 7.04 Association Funds

With the approval of the board of directors, all funds of Edelweiss Homes Association, Inc. shall be

deposited as feasible, in accounts which are insured and which bear interest at the prudent rates.

Section 7.05 Financial Reports

- (a) A report of operational income and expense, and a balance sheet of assets and liabilities shall be made annually to members of the Association.
- (b) The financial records shall be open for inspection upon request of any association member.
- (c) A P&L and updated budget expenditure shall be provided to the board of directors at each monthly board meeting.

Section 7.06 Financial Review

- (a) October 1 of each year, the president will request the finance committee to review the financial records.
- (b) The finance committee will report their findings to the board of directors at the close of the fiscal year.

ARTICLE 8
AMENDMENTS TO THE BYLAWS

Bylaws may only be altered or repealed at a special meeting of the homeowners, by a vote of not less than 60% of the members present at the meeting. See Section 3.02 regarding “Special Meetings.”

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