

## Amended and Restated Bylaws of

Comotara Homeowners Association, Inc.

### Article I

#### Definitions

Section 1. "Members" shall mean and refer to every person or entity who holds membership in Comotara Homeowners Association, Inc.

Section 2. "Owner" shall mean and refer to the owner of any "Unit" within the property, or any common or joint interest therein, if such Unit is owned by more than one person or entity. "Unit" shall mean and include (I) the fee simple title to any lot within the Property; (II) the fee simple title to a Unit in any condominium development within the Property; and (III) any share, membership or other interest in any cooperative or other entity organized and operated for the purpose of making residential dwelling units available to its shareholders, members of other beneficiaries which share, membership or other interest entitled the owner thereof to possession of any residential dwelling unit within the Property, including contract sellers, but excluding those having any interest merely as security for the performance of an obligation.

### Article II

#### Government

Section 1. The government and management of the corporation shall be vested in a board of directors.

### Article III

#### Offices

Section 1. The corporation may have in addition to its registered office, offices at such other place or places within or without the State of Kansas as the Board of Directors may from time to time establish.

### Article IV

#### Corporate Seal

Section 1. The Corporate seal of the corporation shall contain the full corporate name of the corporation and the word "Kansas" in the outer circle, the word "Corporate" in the inner circle, and the word "Seal" across the center.

### Article V

#### Conveyances

Section 1. Any and all instruments of conveyance, deeds, assignments, mortgages, pledges, releases, trust indentures or other instruments of conveyance, transfer, mortgage or pledge, when approved by the board of directors, shall be deemed to be valid and sufficient when the same are signed and executed in the name of the corporation (and acknowledged where required) by either the president or vice president and when the same are attested by the secretary of the corporation, under the corporate seal thereof. Article VI

#### Members and Voting Rights

Section 1. Place of Meeting. All meetings of members shall be held at the registered office of the corporation in the state, or at such other place as may be designated by the board of directors, either within or without the State of Kansas.

Section 2. Date of Annual Meeting. The annual meeting of the members after the year 1973 shall be held on the second Thursday of January, at 6:00 o'clock P.M. when they shall elect a board of directors and transact such other business as may properly be brought before the meeting.

Section 3. Quorum. A quorum at a membership meeting shall consist of the members present, in person or by proxy, at a duly called meeting. A meeting will be considered duly called if written notice has been given as provided for in Section 6 of Article VI of these Bylaws. (Replaced by 1979-80 Board of Directors. April 1980.)

Section 4. Comotara shall have as members only Owners. All Owners shall upon becoming such, be deemed automatically to have become members and there shall be no other qualification for membership. Membership shall be appurtenant to, and shall not be separated from the ownership of any of the interests described in Article I. Section 3 thereof.

Section 5. All members, so long as the same shall qualify under this article, shall be entitled to vote on each matter submitted to a vote at a meeting of members. Members may vote by written proxy if the proxy has been executed within one month next

proceeding the date upon which the vote is cast. A proxy shall apply to only one meeting, the date of which shall be stated in the proxy. (Added by approval of the 1979-80 Board of Directors. April 1980). Each member of the Association shall have one vote, subject to the following exceptions and conditions:

A. If any member owns or holds more than one "Unit" (as defined in Article I, Section 3 thereof) such member, subject to the provisions of this article, shall be entitled to one vote for each such Unit.

B. When any such Unit or lease is owned or held by more than one member as tenants in common or joint tenancy or any other member of joint or common ownership or interest, such member shall collectively be entitled to only one vote relative to such Unit or lease and if such members cannot jointly agree as to how that vote should be cast, no vote shall be allowed with respect to such unit or lease.

C. Any member who is in violation of the Comotara Restrictions, as determined by the Board, shall not be entitled to vote during any period in which such violation continues. Any member who fails to pay any dues or any special assessment established by Comotara shall not be entitled to assessments are due and unpaid.

D. The board may make such regulations, consistent with the terms of the Comotara Restrictions and the Comotara Charter, as it deems advisable for any meeting of members in regard to proof of membership in Comotara, evidence of right to vote, the appointment and duties of inspectors of votes, registration of members for voting purposes, and such other matters concerning the conduct of meetings and voting as it shall deem fit.

Section 6. Notice of Meetings of Members. Written notice of any meeting of members, whether annual or special, shall be given not less than ten (10) nor more than fifty (150) days before the date of the meeting to each member entitled to vote as such meeting. If mailed, notice is given when deposited

in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the corporation. An affidavit of the secretary or assistant secretary, or of the transfer agent, of the corporation, that the notice has been given shall be prima facie evidence of the facts stated therein in the absence of fraud.

Section 7. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or majority of the board of directors, and shall be called by the president or secretary at the request in writing of not less than twenty percent (20%) of those eligible members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 8. Business Transacted. Business transacted at all special meetings shall be confined to the objects stated in the call, unless all members are in attendance at the meeting in person or by proxy and consent to the transaction of other business.

9. Inspection of Records. Any member, in person or by attorney or other agent, upon written demand under oath stating the purpose thereof, shall have the right during the usual hours for business to inspect for any proper purpose the corporation's bylaws, a list of its members, books of account, records of the proceedings of the members and directors and the corporation's other books and records, and to make copies or abstracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent shall be the person who seeks the right of inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in the state of Kansas or at its principal place of business.

10. Bylaws. Any member of the corporation in good standing may submit a proposed amendment in writing to the Board of Directors for consideration.

## Article VII

### Directors

Section 1. Number and Qualifications. The number of directors of the corporation shall be not less than one nor more than eleven. Directors shall be elected at the annual meeting of the members and each director shall be elected to serve for one year and until his successor has been elected and qualified. Directors must be members of the corporation.

Section 2. Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 3. Place of Meeting. The directors may hold their meeting at the registered office of the corporation in the city of Wichita, Sedgwick County, Kansas, or at such other place as they may, from time to time, determine either within or without the state of Kansas.

Section 4. Compensation of Directors. Directors as such shall not receive any salary for their services, but by resolution of the board of directors may be exempt from paying HOA Fees as long as they each remain in good standing, this meaning that (s)he must attend 4 of six meetings in the periods preceding the collection of such fees. In the event a member of the board of directors does not attend the minimum mandatory number of meetings, that member shall be held responsible for not only those fees, but will not be allowed to vote on matters before the board and must have all fees paid in full in order to serve on the board of directors in the following fiscal year. In addition, the board of directors shall receive expenses of attendance, if any, for attendance at each regular or special meeting of the Comotara Homeowners Association, Inc., provided that nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 5. Annual Meetings of the Board. The annual meeting of the board shall be held on the second Thursday of February at 6 PM or at such other time as may be fixed by the consent in writing

of all the directors; provided, however, that in the event consent in writing is not obtained from all the directors, the annual meeting shall be held on the second Thursday of February at 6 PM.

Section 6. Regular Meetings. Regular meetings of the board of directors will be announced through all media available to include signs, outgoing phone messages, and electronic means across all platforms available to ensure that all members of the HOA may have the option to attend.

Section 7. Special Meetings. Special meetings of the board of directors may be called by the president, or by a majority of the board of directors, on not less than two (2) days' notice to each director, either personally, by mail, or by email.

Section 8. Architectural Committee and Other Committees. There shall be an architectural committee composed of three or more persons who are members of the corporation who shall be appointed by and who shall serve at the pleasure of the board of directors of the corporation.

The board of directors may also designate by resolution passed by a majority of the whole board, one or more committees, each committee to consist of one or more directors of the corporation. The board may also designate one or more members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether he or they constitute a quorum may unanimously appoint another member of the board of directors to act at the meeting in the place of such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require; but no such committee shall have the power incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the members a dissolution of the

corporation or revocation of a dissolution, or amending the bylaws of the corporation.

Section 9. Meetings by Means of Telecommunication or Other Similar Communications Method. Members of the board of directors of this corporation, or any committee designated by such board, may participate in a meeting of such board or committee by any means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 10. Consent of Directors in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if a quorum of the board or committee, as the case may be, consent thereto in writing including electronic media, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 11. Resignation of Directors. Any director may resign at any time upon filing written notice with the corporation, and such resignation shall become effective when so filed unless some other effective date is set forth in the resignation.

Section 12. Filling of Vacancies. Vacancies and, unless otherwise provided in these bylaws, 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, although less than a quorum, or by a sole remaining director. If at any time by reason of death or resignation or other cause, this corporation should have no directors in office, then any officer or any member or an executor, administrator, trustee or guardian of a member, or other fiduciary trusted with like responsibility for the person or estate of a member, may call a special meeting of members in accordance with the provisions of these bylaws to fill such vacancy or vacancies.

When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, excluding those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective,

and each director so chosen shall hold office until the next election of the board of directors and until his successor shall have been chosen and qualified.

Section 13. Indemnification of Directors and Officers. This corporation shall indemnify its directors, officers, employees and agents against liability in civil, criminal, or administrative actions or proceedings incurred by reason of their positions or connection with the corporation in such capacities to the fullest extent permitted by and in accordance with the procedures set forth in Section 27 of the general corporation code of the state of Kansas. The indemnification provided herein shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any other bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

## Article VIII

### Officers

Designated Officers. The officers of the corporation shall be chosen by the board of directors, and shall be a president, vice president, secretary and treasurer. Any number of officers may be held by the same person.

Section 2. Other Officers. The corporation may have such other officers and agents as from time to time may be determined and appointed by the board of directors, and for such term as the board of directors may determine.

Section 3. Term and qualification of Officers. The officers of the corporation, except as provided in Section 2 of this Article shall hold their offices until the next annual meeting of the board of directors, and until their successors are chosen and qualified unless their respective terms of office have been terminated by resignation in writing, duly filed in the office of the secretary of the corporation.

Section 4. Salaries. The officers or agents of the corporation shall serve without salary unless the

board of directors designates by resolution passed by a majority of the whole board otherwise.

Section 5. Removal of Officers. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors.

Section 6. President. The president shall be the chief executive officer of the corporation; (s)he shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board of directors are carried into effect.

When authorized by the board of directors, (s)he shall execute contracts, bonds, mortgages, deeds and other instruments requiring the signature of the corporation, and when the corporate seal is required shall cause the same to be affixed to any instrument requiring it, and when so affixed, it shall be attested by the signature of the secretary.

Section 7. Vice President. The vice president, in the absence or disability of the president, shall perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors may prescribe.

Section 8. Secretary. The secretary shall attend all sessions of the board of directors and all meeting of the members and record all votes and the minutes of all proceedings in book to be kept for that purpose; and shall perform like duties for the board of directors. (S)He shall give, or cause to be given, notice of all meetings of the members and of the board of directors, unless such notice be waived, and shall perform such other duties as may be prescribed by the board of directors, under whose supervision (s)he shall be.

Section 9. Assistant Secretary. The board of directors may appoint one or more assistant secretaries for such term as the board of directors, may desire, and any assistant secretary, in the absence or disability of the secretary, may perform the duties and exercise the powers of the secretary and perform such other duties as the board of directors may prescribe.

Section 10. Treasurer. The treasurer shall have such duties as may be prescribed by the board of directors, and if the board of directors so requires

(s)he shall give bond indemnifying the corporation against larceny, theft, embezzlement, forgery, wrongful abstraction, willful misappropriation or other act of fraud or dishonesty, in such sum and with such sureties as may be determined from time to time by the board of directors.

Section 11. Assistant Treasurer. The board of directors may appoint an assistant treasurer for such term as the board of directors may desire, and such assistant treasurer may, in the absence or disability of the treasurer, perform the duties and exercise the powers of treasurer, and perform such other duties as the board of directors may prescribe.

Section 12. Resignation of Officers and Filling of Vacancies. Any officer of the corporation may resign at any time upon filing written resignation with the corporation and such resignation shall become effective when so filed unless some other effective date is set forth in the resignation. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise, shall be filled by the board of directors, and the person so chosen to fill such vacancy shall hold office for the unexpired term in respect of which such vacancy occurred.

## Article IX

### Miscellaneous

Section 1. Order of Business at Members' Meeting. At any and all meetings of members, whether annual or special, the following order of business shall be substantially observed so far as consistent with the purposes of the meeting:

- A. Proof of notice of meeting.
- B. Report as to quorum.
- C. Reading of minutes of preceding meeting.
- D. Report of president.
- e. Report of treasurer.
- F. Election of directors.
- G. Unfinished business.
- H. New business.

Provided, however, that the order of business may be changed by an affirmative vote of a majority of the members present.

Section 2. Order of Business at Board of Directors Meeting. The order of business at any meeting of the board of directors shall be substantially as follows, so far as is consistent with the purposes of the meeting:

- A. Proof of notice (if a special meeting).
- B. Reading of minutes of last meeting.
- C. Reports of officers or committees.
- D. Election of officers.
- E. Unfinished business.
- F. New business

Provided, however, that the order of business may be changed by an affirmative vote of a majority of the directors present.

Section 3. Execution of Checks, Demands for Money or Notes. All funds of the corporation shall be deposited in a bank or financial institution designated by the board of directors and all checks or demands for money or notes of the corporation shall be signed by such officer or officers or employees of the corporation as the board of directors may designate from time to time. The board of directors may authorize such signature(s) by other electronic means.

Section 4. Fiscal Year. The fiscal year of the corporation shall be such as may be determined from time to time by the board of directors.

Section 5. Notices. Whenever under the provisions of these bylaws notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States mail, postage prepaid, directed to such member, officer, or director, at his address as it appears on the records of the corporation.

Section 6. Waiver of Notice. Whenever notice is required to be given under any provision of the articles of incorporation or these bylaws, a written waiver thereof, signed by the person entitled to 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.

Section 7. Vacancies to Work No Dissolution. The failure to elect any officers or directors shall not dissolve the corporation. In the event of the failure to elect annually any officers or directors, or in the event of any vacancy occurring either by death, resignation, removal or otherwise in the board of directors or in any office, the remaining directors or officers shall have the power to act and carry on the business of the corporation until such time as the vacancy is filled.

## Article X

### Amendments

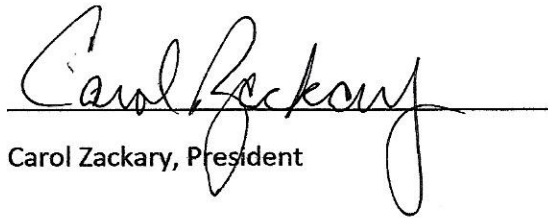
Section 1. Amendments. These bylaws may be altered, repealed or amended exclusively by the board of directors, except as specifically otherwise provided in these bylaws.

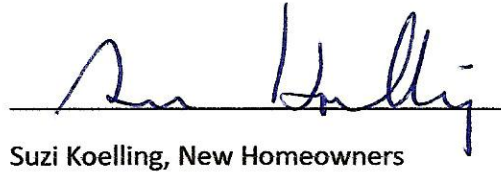
In witness whereof, the undersigned, authorized representative of the board of directors, states that the board of directors has adopted these Amended and Restated Bylaws on this \_\_\_\_ day of \_\_\_\_\_, 2020.

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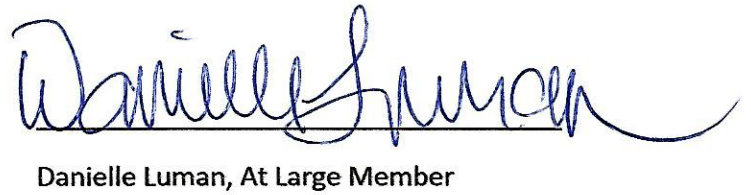
Authorized Representative of Comotara  
Homeowners Association, Inc. Board of Directors

Amendment approved on this day, September 10, 2020 by the following members of the Comotara Homeowners Association board:

  
Carol Zackary, President

  
Suzi Koelling, New Homeowners

  
John Costello, Vice President

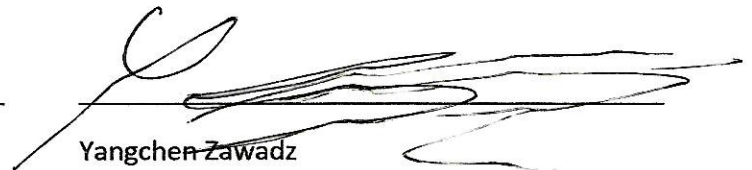
  
Danielle Luman, At Large Member

  
Renetta Gooden, Secretary/Treasurer

  
Yasmin Mitchell, At Large Member  
Bennett

  
Tony Sanderson, Architectural Committee Chair/Electrical

  
Kris Bixby, Environmental  
ki, At Large Member

  
Yangchen Zawadz