

**BYLAWS
OF
GRAND MERE VILLAGE ASSOCIATION**

ARTICLE I
Names, Offices, and Definitions

- Section 1. Name. The name of the corporation is Grand Mere Village Association (hereinafter the "Village Association").
- Section 2. Definitions. The capitalized words and terms used but not otherwise defined herein shall be deemed to have the same meanings as are given those words and terms in that certain Declaration of Easements, Covenants, Conditions, and Restrictions for Grand Mere Village dated May 11, 2006, which was recorded, in the office of the Register of Deeds of Riley County, Kansas, in Book 823 at Page 3020, et seq (hereinafter the "Village Association Declaration"), as the same may be from time to time amended.
- Section 3. Principal Office. The principal office shall be located at 2021 Vanesta Place, Suite A, in the City of Manhattan, Riley County, Kansas 66503.
- Section 4. Other Offices. The Village Association may also have offices at such other places both within and without the State of Kansas as the Board of Directors may from time to time determine or the business of the Village Association may require.

ARTICLE II
Meetings of Members

- Section 1. Place of Meeting. All meetings of the Village Association Members shall be held at such hour and place either within or without the State of Kansas as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. In the event that the Board of Directors shall fail to fix the place for a meeting of Village Association Members, such meeting shall be held at the Village Association's principal office.
- Section 2. Annual Meeting. Annual meetings of Village Association Members then entitled to vote shall be held on the 15th day of January of each fiscal year (unless otherwise designated by the Board of Directors), or if that day be a legal holiday, on the next succeeding day not a legal holiday, at which they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.
- Section 3. Special Meetings. Special meetings of the Village Association Members then entitled to vote, for any purpose or purposes, unless otherwise prescribed by statute

or by the Articles of Incorporation, may be called by the Developer, by the President, by the Board of Directors, or upon the written request of not less than fifty percent (50%) of the Village Association Members then entitled to vote. Such request shall state the purpose or purposes of the proposed meeting, as described in Section 4 of this Article II. Business transacted at any special meeting of Village Association Members shall be limited to the purposes stated in the notice.

Section 4. Notice. Written notice of each meeting of Village Association Members stating the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or given to each Village Association Member then entitled to vote not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, notice shall be deemed to have been given when deposited in the United States mail, postage prepaid, directed to the Village Association Member at his or her address as it appears on the records of the Village Association. An affidavit of the Secretary or Assistant Secretary or of the transfer agent of the Village Association that notice has been given shall be *prima facie* evidence of the facts stated therein in the absence of fraud.

Section 5. Village Association Members' List. The officer, or any person designated by the Village Association, who has charge of the membership records of the Village Association shall prepare and make, at least ten (10) days before every meeting of Village Association Members, a complete list of the Village Association Members then entitled to vote, arranged in alphabetical order, and showing the address of each Village Association Member. Such list shall be open to the examination of any Village Association Member then entitled to vote, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Village Association Member then entitled to vote who is present.

Section 6. Quorum. A majority of the Village Association Members then entitled to vote at any meeting, represented in person or by proxy, shall constitute a quorum at all meetings of the Village Association Members for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the Village Association Members, the Village Association Members then entitled to vote at any meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented; provided, however, if the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for

the adjourned meeting, a notice of the adjourned meeting shall be given to each Village Association Member of record then entitled to vote at the meeting. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Action by Village Association Members. When a quorum is present at any meeting, the vote of a majority of the Village Association Members then having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Articles of Incorporation, a different vote is required, in which case, such express provision shall govern and control the decision on such question.

Section 8. Voting. As contemplated by the Grand Mere Village Association Declaration, until such time as Developer shall own less than two (2) acres in the Residential District, as such term is defined in the Declaration of Easements, Covenants, Conditions, and Restrictions for the Grand Mere Property Residential District Master Association. Developer shall have the sole and controlling vote as a Member in the Village Association. Thereafter, each Member of the Village Association shall at every meeting of the Village Association Members be entitled to one vote in person or by proxy, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period. The Developer may at any time (but shall not be required to) relinquish all or any part of Developer's control and rights under this section.

Section 9. Informal Action by Village Association Members. Any action required to be taken at any annual or special meeting of Village Association Members then entitled to vote, or any action which may be taken at any annual or special meeting of such Village Association Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the Village Association Members then entitled to vote with respect to the subject matter thereof. Such agreement or consent shall be filed by the Secretary in the Minute Book of the Village Association.

ARTICLE III

Directors

Section 1. Management of Village Association. The business of the Village Association shall be managed by its Board of Directors which may exercise all such powers of the Village Association and do all such lawful acts and things which are not otherwise

required by statute, by the Village Association Declaration, by the Articles of Incorporation, or by these Bylaws to be done by the Village Association Members.

Section 2. Number. The initial number of Directors which shall constitute the whole Board shall be three (3). The initial three directors' terms shall be staggered with one Director elected for one year, one Director elected for two years, and one Director elected for three years. Thereafter, the terms of the Directors shall be for three years. The number of Directors shall be never be more than five (5), and shall be determined by resolution adopted by a vote of the Village Association Members. Upon the expiration of a Director's term, a Director shall be elected at the annual meeting of the Village Association Members, except as provided in Section 13 of this Article, and each Director elected shall hold office until his or her resignation, his or her removal, or his or her successor is elected and qualified, whichever first occurs.

Section 3. Meetings of the Newly Elected Board; Notice. The first annual meeting of each newly elected Board of Directors shall be held (i) at such time and place either within or without the State of Kansas immediately after the meeting of Village Association Members at which such newly elected Board was elected, and no notice of such meeting shall be necessary to the newly elected Directors to legally constitute the meeting, provided a quorum shall be present, or (ii) if a quorum shall not be present, at such time and place as shall be consented to in writing by a majority of the newly elected Directors, provided that written notice of such meeting shall be given to each of the other Directors in the same manner as provided in Section 6 of this Article III with respect to the giving of notice for special meetings of the Board except that it shall not be necessary to state the purpose of the meeting in such notice, or (iii) at such time and place as shall be consented to in writing by all of the newly elected Directors.

Every Director of the Village Association, upon his or her election, shall qualify by accepting the office of Director, and his or her attendance at, or his or her written approval of the minutes of, any meeting of the Board subsequent to his or her election shall constitute his or her acceptance of such office; or he or she may execute such acceptance by a separate writing, which shall be placed in the Minute Book.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place, either within or without the State of Kansas, as shall from time to time be determined by the Board and in any manner, including by means of conference telephone or similar communications equipment as provided in Section 7 of Article III of these Bylaws, permitted under the Kansas Corporation Code, as amended.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Developer, the President, or by any two (2) or more of the Directors. The

place may be within or without the State of Kansas as designated in the Notice, as described in Section 6 of this Article III.

- Section 6. Notice of Special Meetings. Written notice of each special meeting of the Board, stating the place, day, and hour of the meeting and the purpose or purposes thereof, shall be mailed to each Director addressed to him or her at his or her residence or usual place of business at least three (3) days before the day on which the meeting is to be held, or shall be sent to him or her by telegram, or delivered to him or her personally, at least two (2) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the Director at his or her residence or usual place of business. The notice may be given by any officer having authority to call the meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all Directors shall be present.
- Section 7. Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles of Incorporation, Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.
- Section 8. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Village Association Declaration, or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- Section 9. Informal Action by Directors. 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 all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.
- Section 10. Designation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence of disqualification of a member of a committee, the member or members thereof present

at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any 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 Village Association. No such committee shall have the power or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the Village Association members the sale, lease, or exchange of all or substantially all of the Village Association's property and assets, recommending to the Village Association Members a dissolution of the Village Association or a revocation of a dissolution, or amending the Bylaws of the Village Association. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

- Section 11. Minutes of Committee Meetings. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.
- Section 12. Compensation of Directors. The Board of Directors shall have the authority to fix the compensation of Directors. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payments shall preclude any Director from serving the Village Association in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.
- Section 13. Vacancies. Any vacancies, however created, and 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, even if less than a quorum, or by a sole remaining Director. The Directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the Directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), the Developer, in its discretion, may summarily fill any such vacancies or newly created directorships, or replace the directors chosen by the Directors then in office.
- Section 14. Removal of Director. One or more Directors, whether elected or appointed by the Directors, may be removed from office, with or without cause, at any time by a majority of the Members then entitled to vote at an election of Directors.

- Section 15. Resignations. Any Director may resign at any time upon written notice to the Village Association. Such resignation shall take effect at the time specified therein or, if no time is specified therein, shall take effect upon receipt thereof by the Village Association, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV

Officers

- Section 1. Manner of Selection; Authorized Officers. The officers of the Village Association shall be elected by the Board of Directors at each annual meeting, or at such other time as the Board deems necessary or appropriate, as provided in Section 2 of this Article IV, and such officers shall include a President, a Secretary, and a Treasurer. The Board of Directors may also elect a Chairman of the Board, one (1) or more Vice Presidents, and one (1) or more Assistant Secretaries or Assistant Treasurers, and such other officers as it deems necessary to hold offices, to exercise such powers and to perform such duties as shall be determined from time to time by the Board of Directors. Any number of offices may be held by the same person.
- Section 2. Time for Selection of Officers. Officers of the Village Association shall be elected by the Board of Directors at each of its annual meetings, immediately following the annual meeting of Village Association Members, or at such other time as the Board deems necessary or appropriate to fill vacancies as provided by Article IV, Section 5.
- Section 3. Appointment of Agents. The Board of Directors may appoint such other agents as it shall deem necessary or advisable to exercise such powers and perform such duties as shall be determined from time to time by the Directors.
- Section 4. Compensation. The compensation of all officers and agents of the Village Association shall be fixed by the Board of Directors.
- Section 5. Term. Each officer of the Village Association shall serve for a term of one year and shall hold office until his or her resignation, his or her removal, or his or her successor is duly elected and qualified, whichever first occurs. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Village Association shall be filled by the Board of Directors.
- Section 6. Powers and Duties. The officers of the Village Association shall have the following powers and duties:

President

The President shall be the chief executive and operating officer of the Village Association and shall perform such duties and have such powers as are provided in the Village Association Declaration or as the Board of Directors may from time to time prescribe. The President shall preside at all meetings of the Village Association Members and Directors, except that if the President is not available to preside at a meeting of the Board of Directors, the President shall designate a member of the Board to so preside.

Vice President

The Vice President or Vice Presidents, if elected, shall perform such duties and have such powers as the Board of Directors may from time to time prescribe or which the President may from time to time delegate. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President in his or her capacity as an officer (and not as a Director) of the Village Association, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Secretary and Assistant Secretary

The Secretary or Assistant Secretary, if elected, shall record all proceedings of the meetings of the Board of Directors and all meetings of the Village Association Members in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary may also give, or cause to be given, notice of all meetings of the Village Association Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed in the Village Association Declaration or by the Board of Directors or which the President may from time to time delegate.

The Assistant Secretary, or if there be one, shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe, or which the President may from time to time delegate.

Treasurer and Assistant Treasurer

The Treasurer shall have the custody of the Village Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Village Association and shall deposit all moneys and other valuable effects in the name and to the credit of Village Association in such depositories as may be designated by the Board of Directors.

Subject to the provisions of Article VI, Section 3, the Treasurer shall disburse the funds of the Village Association, keeping appropriate record of such disbursements, and shall render to the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Village Association.

If required by the Board of Directors the Treasurer, or any Assistant Treasurer, shall give the Village Association a bond (which shall be renewed at least every six (6) years, unless sooner required by the Board of Directors) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office.

The Assistant Treasurer, if there shall be one, shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe, or which the President may from time to time delegate.

ARTICLE V

General Provisions

- Section 1. Prohibition of Dividends. No dividends may be declared by the Board of Directors. The Village Association is a corporation not organized for profit under Kansas law, and no part of its net earnings or income shall be distributed to its Members.
- Section 2. Special Purpose Reserves. As contemplated by the Village Association Declaration, there may be set aside out of any funds of the Village Association such sum or sums as the Directors from time to time, in their absolute discretion, deem proper as a reserve or reserves to meet contingencies, or for repairing or maintaining any property of the Village Association, or for such other purpose as the Directors deem conducive to the interests of the Village Association, and the Directors may modify or abolish any such reserve in the manner in which it was created.
- Section 3. Checks. All checks or demands for money and notes of the Village Association shall be signed by the Treasurer or such officer or officers or such other person or persons as the Board of Directors may from time to time authorize.
- Section 4. No Seal. The Village Association shall have no seal.

ARTICLE VI

Indemnification of Directors, Officers, Employees, and Agents

Section 1. Indemnification Generally. The Village Association shall indemnify the Developer, Grand Mere Realty, LLC, any Director, officer, employee, or agent of the Village Association ("Indemnified Person") who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Village Association, by reason of the fact that the Indemnified Person is or was a Director, officer, employee, or agent of the Village Association, or is or was serving at the request of the Village Association as a director, officer, employee, partner, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such action, suit, or proceeding, including attorney fees, if the Indemnified Person acted in good faith and in a manner the Indemnified Person reasonably believed to be in, or not opposed to, the best interests of the Village Association; and, with respect to any criminal action or proceeding, had no reasonable cause to believe the Indemnified Person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the Indemnified Person did not act in good faith and in a manner which the Indemnified Person reasonably believed to be in, or not opposed to, the best interests of the Village Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the Indemnified Person's conduct was unlawful.

Section 2. Indemnification in Derivative Actions. The Village Association shall indemnify any Indemnified Person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Village Association to procure a judgment in its favor by reason of the fact that the Indemnified Person is or was the Developer or a Director, officer, employee, or agent of the Village Association, or is or was serving at the request of the Village Association as a director, officer, employee, partner, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses actually and reasonably incurred by the Indemnified Person in connection with the defense or settlement of such action or suit, including attorney fees, if the Indemnified Person acted in good faith and in a manner the Indemnified Person reasonably believed to be in, or not opposed to, the best interests of the Village Association and except that no indemnification shall be made in respect of any claim, issue, or matter as to which the Indemnified Person shall have been adjudged to be liable to the Village Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view

of all the circumstances of the case, the Indemnified Person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- Section 3. Amount of Indemnification. To the extent that an Indemnified Person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter therein, the Indemnified Person shall be indemnified against expenses actually and reasonably incurred in connection therewith, including attorney fees.
- Section 4. Insurance. The Village Association may purchase and maintain insurance on behalf of any Indemnified Person, including the Declarant or any person who is or was a Director, officer, employee, or agent of the Village Association, or is or was serving at the request of the Village Association as a director, officer, employee, partner, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Village Association would otherwise be authorized to indemnify him or her against such liability under the provisions of this Article.
- Section 5. Extent of Indemnification. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to an Indemnified Person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the Indemnified Person's heirs, executors, and administrators, unless otherwise provided by written contract between the Village Association and the Indemnified Person or by resolution adopted by the Village Association's Board of Directors at any time in its sole discretion, with respect to which resolution no notice need be given to the Indemnified Person. If the Indemnified Person performs services or duties for the Village Association which entitle the Indemnified Person to be indemnified or to receive advanced payment of expenses hereunder, and is at the same time also entitled to receive indemnification with respect to such services or duties from a third party, then the Village Association shall indemnify or advance only that portion of the Indemnified Person's expenses which the Indemnified Person has been unable to receive (after making a reasonable effort satisfactory to the Village Association) from the third party.

ARTICLE VII

Amendments

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted upon approval of not less than a majority of the Board of Directors; no amendment shall be contrary to or supersede the provisions of the Village Association Declaration and the Articles of Incorporation.

ARTICLE VIII

Miscellaneous

- Section 1. Construction. The titles of the paragraphs and subparagraphs have been inserted as a matter of convenience and reference only, and shall not control or affect the meaning or construction of these Bylaws.
- Section 2. Conflict with Village Association Declaration; Incorporation of Village Association Declaration Provisions in Bylaws. These bylaws are intended to be construed and interpreted in a manner consistent with the Village Association Declaration; however, if such consistency is not possible through reasonable construction and interpretation of these bylaws, the provisions of the Village Association Declaration shall control. Any right, power, authority, discretion, or obligation granted, authorized, or imposed by the provisions of the Village Association Declaration shall be deemed to be so granted, authorized, or imposed to the same extent and with the same effect as if such provisions were set forth at length in these bylaws.

CERTIFICATION

I, Mary L. Vanier, Secretary of the Grand Mere Village Association, hereby certify that the above and foregoing is a true and complete copy of the Bylaws of the Grand Mere Village Association as adopted by the Directors on the 3rd day of October, 2007.

Dated: October 11, 2007.



Mary L. Vanier, Secretary