

By-Laws of the Leawood Civic Association, Inc.

Article I – Purpose and Address.

Sec. 1 The purpose of the Leawood Civic Association, Inc. (the "Association") shall be to represent and inform residents of the Leawood subdivision (the "Residents") of matters affecting the Residents, to maintain a high quality of life for the Residents within South Jefferson County, and to promote community pride and spirit through the sponsoring of community events.

Sec. 2 The address of the Association shall be the home address of the duly elected President of the Association or such address or addresses as designated by the Board.

Article II – Membership and Dues.

Sec. 1 Any Resident over the age of 18 years who is a member of a dues paying household shall be considered a member of the Association eligible to vote in any election ("Member").

Sec. 2 Annual dues for household membership in the Association shall be set and collected by the Board.

Article III – Meetings of the Members.

Sec. 1 There shall be held in the month of February of each year, at a time and place designated by the Board, an annual meeting of the Members (the "Annual Meeting"). The purpose of the Annual Meetings shall be to elect the persons to serve as Directors of the Association (the "Board" or "Directors") and to conduct such other business as may come before the Members. There shall be a minimum of six persons serving as Directors of the Association. There shall be no maximum to the number of Directors of the Association. All Directors must be Members and each must meet the requirements to be a Director set forth by these By-Laws.

Sec. 2 The President of the Association presides over the Annual Meeting and shall act as chairman. The Secretary of the Association shall take the minutes of the Annual Meeting and be responsible for their distribution.

Sec. 3 The affirmative vote of a majority of the Members present at the Annual Meeting shall be sufficient to take any action on any matter coming before the meeting except that no amendment to these By-Laws shall be effective unless the procedures for amendment set for in Article VI, Sec. 1 shall have been followed.

Sec. 4 Nominations for Directors shall be made from the floor. Any nomination shall require a second to be voted on by the Members. Any person so nominated and receiving a majority vote in favor of their election to the Board shall be a Director of the Association to serve a two year term. Directors who's term has not expired as of the date of the Annual Meeting shall continue to serve as Directors of the Association until the expiration of their term.

Sec. 5 A special meeting of the Members shall be called by the President upon the request of the majority of the Board or upon the request of 10% of the Members.

Article IV – The Board.

Sec. 1 Directors shall preserve, protect, and promote the interests of the Association and its Members, and shall be responsible for formulating the general policy of the Association. The Board shall supervise all transaction of the Association and all activities sponsored by the Association.

Sec. 2 The Board shall meet monthly at a time and place set by the Board except in the month of June.

All meetings shall be open for attendance by the Members.

Sec. 3 A quorum of the Board shall consist of a simple majority of the Directors. A quorum must be present for any action to be taken by the Board at any meeting. Any decision made by the Board shall be made by a majority of the Directors present at the meeting.

Sec. 4 In the event of a vacancy on the Board, or in the event an interested Member seeks to become a Director during the period between annual meetings of the Members, the Board may appoint a person to serve as a Director until the next annual meeting of the Members.

Sec. 5 If a Director is absent for three (3) consecutive Board meetings, then if such Director does not attend the next scheduled meeting and show cause why he or she should continue to serve as a Director, such Director shall be deemed removed from the Board. Any Director so removed shall not be eligible to be a Director of the Association for three (3) months after the month in which such removal occurred.

Sec. 6 The Board shall file all required corporate reports with the Secretary of State and other authorities. The Board shall from time to time publish in the Association newsletter financial reports showing receipt and expenditures of the Association. The financial record shall be open for inspection at any reasonable time by an interested Member.

Sec. 7 The fiscal year of the Association shall begin January 1 of each calendar year and end on December 31 of such year, except for any "Short Year" required because of a change in fiscal year.

Sec. 8 The Board shall elect officers of the Association to serve for the next year at a meeting of the Board to be held immediately after the annual meeting of the Members. The Board may from time to time fill any vacancy in any office of the Association at any regular meeting.

Article V – Officers.

Sec. 1 The officers of the Association shall be President, Vice President, Treasurer, and Secretary. A single person may be elected to more than one office.

Sec. 2 The President shall preside over all meetings and shall act as Chairman on the Board. No person shall be allowed to serve as President unless and until he/she has been a member of the Board for at least one year prior to election.

Sec. 3 The Vice President shall serve in the place of the President in the absence of the President.

Sec. 4 The Treasurer shall be responsible for keeping the financial records of the Association and for preparing financial reports for the Association.

Sec. 5 The Secretary shall take the minutes of each meeting of the Board and of the Membership and shall make the same available to the Members.

Article VI – Amendments.

Sec. 1 These By-Laws may be amended only by a vote of the Board at a meeting held not less than 10 days after the date the proposed amendment is distributed in writing to each Director together with notice of the time and place of the meeting at which the proposed amendment will be presented for a vote.