

**Amended and Restated
Bylaws
Of the
Wornall Homestead Homes Association**

These Amended and Restated Bylaws of the Wornall Homestead Homes Association (the "Bylaws") are adopted to amend, restate, and supersede in their entirety those bylaws enacted on or about April 12, 1924 and amended from time to time including, but not limited to, September 22, 1969, November 28, 1972, and January 25, 1984.

ARTICLE I – MEMBERSHIP

Section 1. Any person who shall be the owner of the legal title to any lot or tract of ground within the following described limits, to-wit: A tract of land bounded on the North by 57th Street, on the east by the Right-of-Way of the Kansas City Area Transportation Authority, on the south by 63rd Street, and on the west by Wornall Road, shall be entitled to membership in the Wornall Homestead Home Association (the "Association"), subject to the consent of the Board of Directors of the Association.

Membership in said Association shall be non-transferable except on transfer of legal title to the lot and then only when such transfer is made on the books or records of the Association or with the consent by resolution of the Board of Directors, or by the exceptions noted below which require approval of the Board of Directors of the Association.

In case legal title is held by a corporation or other business entity then, its governing body may designate in writing some person to be a member of this Association and such member shall have the same rights and privileges as any other member.

In case legal title is held by a minor or a person who is incapacitated, then the legal guardian of such minor or incapacitated person may designate some other person, including such guardian, to become a member and such guardian or such other person shall have the same rights and privileges as any other member.

In case legal title is held by one spouse, he or she may designate in writing his or her spouse and such designated spouse may become a member with the same rights and privileges as any other member.

Whenever such lots or tracts of land are owned in joint tenancy, tenancy by the entirety, or tenancy in common, the membership as to such lots shall be joint and the rights of such membership, including the voting power, shall be exercised only by the joint action of all owners of such lots or tracts respectively; provided, however, that such owners or tenants in common may designate in writing one of their members to serve as a member and when so designated such member shall have the same rights and privileges as any other member.

Section 2. No charge shall be made for the privilege of membership except the maintenance charge or assessment as set forth in the agreement which now affects a portion of the land within the above described limits, which agreement was dated April 12, 1924, and recorded under document A in the office of the Recorder of Deeds in Jackson County, Missouri, plus a flat fee for "other services" assessed from time to time by the Association members. Specifically: The assessment for maintenance charge is calculated by multiplying the square footage of a property owner's real estate, up to the first 150 feet of depth, by one mil. For square footage between 150 and 300 feet of depth, the multiplication factor is .5 mill. Because those rates cannot be raised, the Association from time to time added and at times adjusted a flat fee for "other services." The fee for "other services" on the date of the Bylaws is \$10 per property owner member.

Any increase in the fee for "other services" can only be made by a majority vote of the members taken at a meeting of the membership scheduled in accordance with the provision of Article V, Sections 1 or 2. Any such increase in the fee for "other services" must be passed in accordance with Article V, Section 3.

Section 3. The record holder of a membership as shown by the records of the Association shall be entitled to vote at any members' meeting of the Association, unless (a) such membership has been, by resolution of the Directors, previously declared forfeited and void because of the transfer of the legal title to real estate within the limits of the above described land, or (b) such member is delinquent in payment of any maintenance charge or assessment imposed under Section 2 of the Article I at the time of such meeting.

ARTICLE II – BOARD OF DIRECTORS

Section 1. The corporate power of this Association shall be vested in a Board of nine Directors who shall be members of the Association, and five shall constitute a quorum for the transaction of business.

Section 2. All Directors shall be bona fide residents of the area described in Section 1 or Article I. All Directors shall be elected to serve for three years or until their successors are elected and qualified.

As of November 1, 2001, Annual Meetings, three Directors shall have a term that expires November 30, 2001, three Directors shall have a term that expires November 30, 2002, and three Directors shall have a term that expires November 30, 2003. At each annual election there shall be elected three Directors to fill the vacancies of the Directors whose terms will expire in the year of the meeting. Directors shall be elected by ballot at the annual meeting of the members.

Section 3. Any Director who is absent from three successive regular Board of Directors meetings can be removed from office by the Board, unless the absences are excused by the President of the Association. Any such vacancy will be filled by the Board in accordance with Section 4 of the Article II

Section 4. Vacancies in the Board of Directors caused by the absence from three consecutive Board meetings without a reasonable excuse, resignation, death or removal from the area described in Section of Article I shall be filled by the remaining Directors when assembled as a Board. Such appointee shall hold office until the expiration of the term of the director whose place he or she has taken.

ARTICLE III - POWERS AND DUTIES OF DIRECTORS

Section 1. The Directors shall conduct, manage and control the affairs and business of the Association, and shall make all necessary rules and regulations not inconsistent with the laws of the State of Missouri or those for guidance of officers and management of the affairs of a corporation.

Section 2. The Directors shall cause to be kept a complete record of all their minutes and acts, and of the proceedings of the members, and they shall present a complete statement at the regular meeting of the members, showing in detail the assets and liabilities of the Association, and the condition in general of its affairs.

Section 3. The Directors shall appoint and remove at will all agents, servants and employees of the Association, prescribe their duties, fix their compensation, and require from them security for faithful service whenever they shall, in the exercise of their discretion, believe the same necessary.

Section 4. The Directors shall have and exercise such other powers and duties as are set forth in the Bylaws.

ARTICLE IV – OFFICERS

Section 1. The Officers of the Association shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected by and hold office at the will of the Board of Directors. The Board of Directors shall fix and determine the compensation and tenure of office of all the officers of the

Association, other than Directors. The President and Vice President must be Directors; the offices of Secretary and Treasurer may be held by the same person; neither the Secretary nor the Treasurer need be a member or director of the Association.

Section 2. The President shall preside over all meetings of the members and Directors, shall sign all instruments of writing to be executed by the Association, and as he or she may be directed by the Board of Directors, and he or she shall perform such other duties as are usually performed by the chief executive officer of a corporation, or as may be conferred upon him or her by the Board of Directors, but his or her authority shall at all times be subject to the control and direction of the Board of Directors.

Section 3. The Secretary shall keep a record of the proceedings of the Board of Directors and of the members. The Secretary shall keep the corporate seal and records of the Association. The Secretary shall serve all notices required either by law or by these Bylaws, but in case of his or her absence, inability, refusal, or failure so to do, then such notices may be served by any person so directed by the President or Vice President of the Association.

Section 4. The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may direct, all funds of the Association, subject to the check of such officers as the Board of Directors shall designate. The treasurer of the Board shall submit to the Board of Directors no less frequently than quarterly a written report of all monies received, deposited, and/or spent for the fiscal year then current.

Section 5. The Vice President shall have all of the powers and perform all of the duties of the President in case of the President's death, resignation, or removal, or, as determined by the Board of Directors, President's inability to serve in such capacity.

Section 6. The officers of the Association who are also Directors shall not receive any salary or compensation for their services.

ARTICLE V – MEETINGS

Section 1. The annual meeting of the members of the Association for the election of Directors and for the transaction of such other business as may come before the meeting, shall be held in Kansas City, Missouri, on the first Thursday in November of each year and shall be called by notice in writing mailed at least ten days prior to the date of the meeting to each member at each member's last known place of residence or business, unless this address shall be changed and a different address be given by such member to the Secretary of the Association, in which case such notice shall be sent to the address so given; provided, however, that the Board shall have the right to fix any other time either on or after the first Thursday in November to hold such annual meeting.

Section 2. Special meetings of the members shall be called in like manner after five days' notice, but the call for any such special meeting shall designate the purpose of the meeting.

Section 3. At any meeting of the members, ten members shall constitute a quorum for the transaction of business and it will be necessary for a majority of the quorum to vote for any Director, resolution or proposition before the same may be declared elected or adopted, except as otherwise provided in these Bylaws or the agreement or declaration hereinbefore mentioned in Section 2. Article I.

If, for want of a quorum or any other cause, the annual members' meeting shall not be held on the day above named, or should the members fail to complete an election of Directors, or such other business as may be presented for their consideration, those present may adjourn from day to day until the same can be accomplished.

Section 4. Regular meetings of the Board of Directors shall be held at such times as may be provided by the Board of Directors by resolution. No notice of the regular meetings of the Board of Directors need be given to members other than Directors.

Section 5. The President or any two of the Directors may call a special meeting of the Directors at any time and notice shall be given of such called meeting by (a) depositing in the United States Post Office, a written or printed notice thereof, with the postage thereon prepaid, addressed to each Director at the last address left with the Secretary or (b) by electronic mail addressed to each Director at the last address left with the Secretary, at least two days before the time of the meeting, or by serving personally such notice on each Director one day before such meeting.

Section 6. Notices specified in this article for members need to be given only to members appearing as such on the books of the Association.

ARTICLE IV -- VOTING

At all member meetings of the Association each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. In all proceedings of the members' meetings, each member shall have one vote, provided that the voting member has not outstanding maintenance charge or assessment. All votes shall be by ballot or voice vote unless waived by unanimous consent.

ARTICLE VII -- AMENDMENTS TO BYLAWS

These Bylaws may be repealed or amended, or new Bylaws may be adopted, at any meeting of the members, by a vote of no less than two-thirds of the members of the Association present at any such meeting, if there be a quorum, or by the Board of Directors at any Director's meeting by a vote of no less than three-fourths of those Directors present if there is a quorum.

04/08/2002