SUNFLOWER VILLAGE HOMES ASSOCIATION

FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS

Adopted and Effective: August 31, 2020

This First Amendment to the Amended and Restated Bylaws was passed by more than a majority of the members who have cast votes on the Amendment pursuant to an Action Without a Meeting of the Sunflower Village Homes Association members which concluded on August 31, 2020. This will serve to amend, in part, Article VIII Section 1, and to add a new Section 18 to Article VIII, of the Amended and Restated Bylaws dated April 29, 2009, to provide as follows:

ARTICLE VIII

BOARD OF DIRECTORS

Section1. <u>Qualifications of Directors.</u> The affairs of the Association shall be governed by an eleven (11) member Board of Directors, all of whom must be members in good standing of the Association. No more than one member from each lot within the Association shall be allowed to serve as a Director at the same time. Directors shall serve without compensation.

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Section 18. <u>Code of Conduct.</u> The members of the Board of Directors, by agreeing to serve on the Board, agree to follow, at all times, the Code of Conduct ("Code of Conduct"), as adopted by the Board of Directors, and which may be amended from time to time by the Board of Directors, upon thirty days of notice to the members, and which is hereby incorporated by reference into these Amended and Restated Bylaws. Unless a requirement is specifically waived in writing by the Board of Directors, any Board member found to have violated the Code of Conduct agrees to resign from the Board of Directors immediately upon written notice from the Board of Directors of the violation; however, the Board member being asked to resign shall be given an opportunity to be heard at a meeting of the Board of Directors.

In all other respects, other than as hereinabove indicated, the Amended and Restated Bylaws dated April 29, 2009, are hereby ratified, confirmed and redeclared.

Note: Informational Copy Only (A signed recorded copy is on file in the office.)