

**CONSTITUTION AND BY-LAWS  
WHISPERING HILLS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of this Corporation shall be "WHISPERING HILLS HOMEOWNERS ASSOCIATION INC." It shall be located in the Whispering Hills Subdivision, Plats I, II, III and IV in the County of St. Louis, Missouri.

**ARTICLE II  
PURPOSE AND POWERS**

**Section 1** The purpose of the corporation shall be to promote and advance the welfare of the Whispering Hills Homeowners; to encourage and foster measures conducive to the improvement and development of their property and the surrounding community; and to execute and contract to carry out the foregoing purposes and provisions and to act as principal and/or agent for the benefit of the Members of the Association.

**Section 2** By the authority granted in Chapter 355, Laws of Missouri, 1969 supplement, pertaining to Non-profit Corporations and particularly to Improvement Associations, this Corporation shall have all powers as defined in said Laws and Statutes and shall have such additional powers as are necessary to carry out the purposes set forth in Section 1. of the Article.

**ARTICLE III  
MEMBERSHIP AND DUES**

**Section 1** The Membership in this Association shall be limited to only those Homeowners and their immediate families who own homes built in the Whispering, Hills Subdivision.

**Section 2** Proof of home ownership in the Whispering Hills Subdivision and payment of initial dues for each year shall constitute acceptance *as a* Membe<sup>3</sup> and afford the Member all privileges according to the By-Laws of the Association. Occupant tenants are not eligible.

**Section 3** Dues shall be assessed as Fees on the basis of Member Homes.

**Section 4** There shall be an Annual Fee per each Member Home payable in advance on or before the General Membership Meeting in February of each year. The amount of said Fee may be changed at the General Membership Meeting in September by a majority vote of the Members present and voting.

**Section 5** The non-payment of the Annual Fee provided for in Section 4. above for a period of thirty (30) days shall constitute a delinquency. The Treasurer shall notify each Member who shall be a delinquent. Such notice shall solicit intention of further Membership in writing, and the failure of the delinquent Member to pay said Fee within thirty days after notification shall cause said Member to be dropped from the Voting List. Any Member dropped in accordance with these provisions shall be reinstated upon payment of back due in full (but for no more than for three years back dues, nor more than \$10.00) plus a penalty of \$1.00 for Administration Costs.

**ARTICLE IV  
MEETINGS OF MEMBERS**

**Section 1** Regular **Board of Directors Meetings** and **General Membership Meeting** shall be held as follows or at practical times as set by the discretion of any three Officers of the Board of Directors:

**Board of Directors Meetings:**

- a. **Third Tuesday in January**, to prepare for February General Membership Meeting.
- b. **First Tuesday in May**, to review Committee activities, progress and Budget Expenditure Reports.

- c. **Third Tuesday in August**, to prepare for September General Membership Meeting.
- d. **First Tuesday in November** for Year End Review of Committee Activities, Progress and Budget Expenditure Reports.

**GENERAL MEMBERSHIP MEETINGS:**

- a. **Second Tuesday in February**
  - Present Committee Activities and Reports.
  - Review Income and Budget Reports.
  - Choose and elect Section Representatives, their Alternates, and Officers of the Board of Directors.
- b. **Weekday or Weekend in May/June/July - You Name It -**
  - An informal half-hour meeting followed, by a Social -
  - May be Speakers, Entertainment, Movies, Games & Prizes, etc.?
  - Picnic Baskets - Refreshments
  - Outside Barbeques - Swim Parties - Street & House Parties
- c. **Second Tuesday after Labor Day in September-**
  - Current Nar Budget Review of Income and Expenditures.
  - Following year Budget Projection Review for Assessment Level Relative to Common Grounds and Plat IV.
- d. **Second Friday/Saturday/Sunday in October/November/December ?? -**
  - An informal half-hour meeting followed by a Social
  - Parties & Get-together& - Weekend Outings - Hayrides
  - Refreshments

The Meetings will be held at a place designated by the President or the Directors. Special Meetings may be called by the President or upon written request to the Officers by Ten Percent (10%) of the paid up Members.

**Section 2** Notices of all Meetings shall be given by the Secretary at least seven (7) days before the date of such Meeting through written notice thereof to each Member of the Association. Proxy Absentee Ballots will be sent to all previously paid-up Members.

**Section 3** Fifteen percent (15%) of the paid-up Members, including (2) Officers shall constitute a quorum, which will be required for the transaction of business at a General Membership Meeting and at a Special Membership Meeting.

**Section 4** Only one Vote per Member Home per proposed Motion at the General Membership Meeting and at Special Membership Meeting will be allowed. Proxy Votes may be cast on Motions which have been stated on Proxy Absentee Ballots submitted to the Membership no later than seven (7) days prior to a scheduled Membership meeting. The Secretary will collect all Proxy Absentee Ballots and will tally their Votes. When the Membership present has voted upon an issue stated on a Proxy Absentee Ballot, the Secretary will announce the Proxy Absentee Votes and they will be added to the total Votes cast.

**Section 5** Procedure: The proceedings of all Membership meetings of the Association shall be strictly governed by the rules set forth in these By-Laws and, where the By-Laws are inadequate, by rules set forth in Roberts Rules of Order.

**Section 6** Prior to the formal opening of the Meeting, the Section Representatives and their Alternates will assist the Treasurer with the collecting of the Membership Dues - Annual Fees.

1.

**Section 7.** Order of Business: The following shall be a suggested order of Business at the regular General Membership Meetings of the Association:

2. Meeting called to order.



Section 9 The Section Representative and his Alternate will head up/serve on committees *as* proposed by the Homeowners' Trustee.

Section 10 The Section Representative, Alternates, Officers on the Board of Directors and the Homeowners Trustee will work as a body to represent the Whispering Hills Homeowners' Association when Local, State or Federal Legislation is proposed affecting the area adjacent and comprising the Whispering Hills Subdivision.

Section 11 The Section Representative, Alternates and Officers on the Board of Directors shall meet upon call by the President of the Association and at all Directors' meetings, five (5) of the voting Directors shall constitute a quorum.

Section 12 The Section Representatives, Alternates and Officers on the Board of Directors shall have the responsibility of the general management of the affairs of the Association. Each Director shall be responsible to the entire Membership for the acts of the Association. A Director may be removed for cause by a majority of the Membership present at a General Membership Meeting, Special Membership Meeting or Directors Meeting.

Section 13 No compensation shall be paid to any Member of the Board of Directors for his or her service to the Association.

Section 14 The Association shall have the power to purchase and maintain Indemnification Insurance on behalf of any person who is a Director, Officer, employee or agent, who is serving at the request of the Association. He shall be Indemnified for the reasonable expenses incurred for the Association in the lawful performance of his duties and best interest of the Association; against any liability asserted against him or incurred by him in his capacity arising out of his status as Director, Officer, employee or agent in connection with proceedings against the Association.

## A R T I C L E   V I H O M E O W N E R S '   T R U S T E E

**Section 1** The Homeowners' Trustee will preside as Chairman at the General Membership Meetings and Special Membership Meetings of the Whispering Hills Homeowners' Association, Inc.

**Section 2** The Homeowners' Trustee holds the Office for a term of one year, commencing with the General Membership Meeting in February. He may be reelected for a maximum of three (3) years in succession.

**Section 3** The Homeowners' Trustee will abide by the rules and regulations as outlined by these By-Laws and by the Indenture of Trust and Restrictions for Whispering Hills and in conjunction with any Memorandum of Understanding for Whispering Hills.

**Section 4** A Section Representative or his Alternate cannot simultaneously hold the Office of Homeowners Trustee.

**Section 5** The Homeowners' Trustee will follow the recommendations of the Board of Directors. In a case where there may be a conflict of interest or a situation of great importance to the Membership, the matter will be aired before the General Membership which time the majority vote rules and the Homeowners' Trustee will vote at Trustee Meetings the favor of the Membership

**Section 6** The duties of the Homeowners' Trustee shall be to:

1. Represent the (110) Home Owners' mandate and ownership rights in all matters pertaining to Common Grounds, Plat IV, Recreation Facilities, Club House Finances, maintenance and operations, with the two (2) Trustees representing the (330) Multiple Family Unit Apartment complex under the Indenture of Trust and Restrictions for Whispering Hills in conjunction with any Memorandum of Understanding for Whispering Hills.

2. Establish and approve Spring and Fall schedules for pool, tennis and meeting room hours as well as fees for outside membership, guests for swimming, meeting room charges for use and cleanup, and commercial rental agreements i.e. the Y.M.C.A.

3. Monitor and approve all major maintenance and repairs as scheduled in the budget and required to maintain the Common Grounds, Club House, pool and tennis courts in good operating condition.
4. Coordinate extraordinary expenditures budgeted or unbudgeted with the other two (2) Trustees and the Apartment Management charged with the Recreation Facility Operations, i.e. The Indenture of Trust and Restrictions for Whispering Hills in conjunction with the Memorandum of Understanding for Whispering Hills.
5. Monitor monthly statements of income and expenditures for Common Grounds and Plat IV. Sign yearly contract with Roger G. Larson, City & Village Tax Office (or his successor), the collector and disbursing officer of monies collected for Whispering Hills Common Grounds.
6. Meet and correspond frequently with the various Committee Chairmen involved with the Common Grounds and the Plat IV Recreation Facility Operation.
7. With final consent of the Board of Directors, empower and dis-empower the Committee Chairmen.

## ARTICLE VII OFFICERS AND THEIR DUTIES

**Section 1** The Officers of this Association shall consist of a President, Vice President, Secretary and Treasurer.

**Section 2** The duties of the President of the Whispering Hills Homeowners' Association automatically includes the duties of the Homeowners' Trustee under the Indenture of Trust and Restrictions for Whispering Hills, in conjunction with any Memorandum of Understanding for Whispering Hills. Additionally, the duties of the President shall be to serve as Chairman of the Board of Directors and shall preside at all meetings of the Members; to countersign checks, drafts, and notes drawn by the Association; to sign such papers and document as may require his signature; to call all Special Meetings on his own motion or upon the written request of ten percent (10%) of the paid-up Members; appoint all committees unless otherwise ordered by the Association; prepare an Annual Report for the February Meeting and perform all executive duties incumbent upon the Office. He shall Ex-Officio of all committees. He shall be a Member of the Board of Directors.

**Section 3** The Vice-President shall exercise the same powers and perform the same duties as the President during the absence of the President or in a case of his illness or inability to discharge the duties of his Office. He is Co-chairman of all Committees formed by these By-Laws. He shall be a Member of the Board of Directors.

**Section 4** The Secretary shall be a Member of the Board of Directors; shall keep an accurate record of all proceedings of the Association and prepare an updated Membership Directory each year; will also assist in preparing and distributing Meeting Notices and Proxy Ballots; shall be empowered to countersign checks of the Association in the absence of the President and Vice-President; will maintain Association records in his possession until the expiration of his Term of Office and then turn them over to a successor.

**Section 5** The Treasurer shall receive all Membership Fees and Dues and the proceeds from any other functions. He shall keep systematic and correct account of all monies received and paid out, shall be prepared to state at each Meeting the Cash Balance, to the Audit of the Association and prepare an Annual Report of Receipts and Expenditures. All Association Records in his possession at the expiration of the term of his office shall be turned over to his successor. He shall be authorized to establish an interest bearing account in the name of the Association in any Federally Insured Depository - Any draft on check drawn upon the account shall require the signature of the Treasurer and one of the other Officers. He shall be a Member of the Board of Directors.

**Section 6** The Association shall determine at any time that its Treasurer shall give a good and lawful bond and fix the amount of such bond. The premium thereof shall be paid by the Association.

**ARTICLE VIII  
ANNUAL ELECTION OF OFFICERS**

**Section 1** At the February General Membership Meeting, after "New Business", there shall be an Election of the Homeowners' Trustee from the Membership at large. The Homeowners' Trustee shall be elected prior to the Election of Section Representatives and Directors. Nominations will be made and seconded from the floor, and the one Homeowner receiving the majority of voiced votes of the Members present shall become the Homeowners Trustee, an Ex-Officio President of the Association. (\* Refer to ARTICLE V Sections 2, 3, 4, 5, and 6; ARTICLE VI, Section 2 and 4.) Thereupon, the newly elected President shall take the Chair and call for the Nominations for Section Representatives & Alternates, Vice-President, Secretary and Treasurer from the Membership. (A Section Representative or Alternate may also hold the Office of Vice-President, Secretary or Treasurer.) The Nominee for a position receiving the Majority of Votes of the Members Present is elected for the Nominated Position. The Section Representatives, their Alternates, and Officers shall be the Board of Directors of the Association. (A possibility of up to 14 Directors.)

**Section 2** All Officers shall be elected for a period of one year to run from the date of the General Membership Meeting in February of the year of their election to February of the following year and may be re-elected for subsequent years. (\* Refer to ARTICLE V, Section 5. and ARTICLE VI, Section 2.)

**Section 3** Vacancy in the Offices of any of the Officers shall be filled for the balance of the term by the Members of the Board of Directors.

**ARTICLE IX  
COMMITTEES**

**Section 1** The Homeowners' Trustee from time to time will form committees to look into theatre parties, lectures movies, picnics and hayrides, bus field trips, recreation equipment, activities for children, baby sitting, extra income plans and hobbies, investments, special discounts, package deals, co-operative buying, honors, landscaping and lawn mowing, etc. He will also form committees to monitor Plat IV recreation, business and social activities.

**Section 2** These various committees may be grouped and designated as the Party Committee, Picnic Committee, Home Owners Improvement Committee, etc.

**Section 3.** Every Member is urged to participate by either belonging to a committee or attending committee meetings and functions.

**Section 4** There will be created by the President a standing committee of three who will be the Special Occasion Committee. They will welcome new home owners to Whispering Hills and introduce them to the benefits of membership of the Whispering Hills Homeowners' Association. They will, together with the Section Representative, provide the new homeowner with copies of the By-Laws of the Association, the Indenture of Trust and Restrictions for Whispering Hills, any Memorandum of Understanding for Whispering Hills, and a Whispering Hills Homeowners Directory.

**Section 5** The Special Occasion Committee will act for the Association as a condolence committee in times of sorrow and a congratulations committee in times of happiness. They are authorized to spend up to thirty dollars (\$30) from the General Dues per commemoration in the performance of this function. This amount may be changed, as the need arises, by the Board of Directors.

**Section 6** Each Section Representative may form committees within his own Section.

**Section 7** The Homeowners' Trustee may appoint a Section Representative or Alternate to head up a committee, in which case, the Section Representative Alternate will usually act as Chairman of that committee.

**Section 8** At present there are three permanent standing committees: The Special Occasion Committee, The Common Grounds Committee and The Home Owners Improvement Committee. (Charters attached.) There are also ad hoc committees: Social Committee Special Projects, Clubhouse Liaison Committee, Legal Committee, Garden Club, Newsletter, etc.

**Section 9** On April 3, 1987, approximately one-half acre of Common Land was sold for \$70,000.00 for the benefit of the Common Grounds Fund of Whispering Hills. After paying expenses of the sale the principal, now in the Whispering Hills Common Grounds Account held by the City & Village Tax Office, was invested. The interest derived from this investment will inure to the benefit of the Common Grounds. The principal will remain intact, except as follows: When the Homeowners' Trustee and two Trustees representing the Apartments determine that expenditure to the Common Grounds cannot be met by current reserves and income, then the following will be triggered:

1. A letter will be drafted by the three (3) Trustees to the City & Village Tax Office notifying this office to poll the 110 Homeowners of Whispering Hills and advise them of their decision.
2. A ballot will be sent to each owner of title to the 110 Homes.
3. This ballot will fully explain the reason for the poll with the following explanation:

WHISPERING HILLS HOMEOWNERS' BALLOT  
NAME OF TITLE OWNER/S \_\_\_\_\_

LOT NUMBER \_\_\_\_\_

You, the Homeowner of record in the Whispering Hills Subdivision, are entitled to notification, representation and relief from undo assessment. Under the Indenture of Trust and Restrictions of Whispering Hills, you may be assessed whenever there is insufficient monies to maintain the Common Grounds. You may, though, exercise this option: You may empower the Trustees to pay this shortfall by using principal monies now in a Common Grounds Funds Deposit. .."

"..(Reason for the shortfall need and the amount needed for cure).."

"..I/WE empower the Homeowners' Trustee as well as the Three Trustees of Whispering Hills to act collectively as my/our agents as follows:

ACT "FOR" THE PURPOSE AS EXPLAINED ABOVE - [ ]

ACT "AGAINST" THE PURPOSE AS EXPLAINED ABOVE - [ ]

I/WE realize that a ballot vote by at least sixty-seven percent (67%) of the total Home owners in the Whispering Hills Subdivision choosing "FOR", is necessary for the Trustees to make their decision to attach the principal and to base their decision to assess or not to assess.

Date \_\_\_\_\_ Title Holder's Legal Signature \_\_\_\_\_

Date \_\_\_\_\_ Title Holder's Legal Signature \_\_\_\_\_

Last day for submitting ballot, \_\_\_\_\_

Send to:

Trustees of Whispering Hills Subdivision  
c/o CityVillage Tax Office  
3450 Hollenberg Drive  
Bridgeton, Mo. 63044

All Ballots will be counted by the impartial City & Village Tax Office. The Common Grounds Committee chairman will then be informed of the decision of the Homeowners and will inform the Homeowners' Trustee, who will inform the other

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two Trustees. The Homeowners Trustee is bound by the decision of the Homeowners. (All three Trustees must agree unanimously by this decision to attach or not to attach the principal.)

**Section 10** The Homeowners will be given a minimum of thirty (30) days to respond to the Whispering Hills Homeowners' Ballot. When 74 Ballots or more are cast "FOR" or 37 Ballots or more are cast "AGAINST", the majority of needed Ballots have been cast. If this quantity is not reached fourteen (14) day prior to this "Last day for submitting ballot", the City & Village Tax Office will inform the Common Grounds Committee Chairman of the names of those Homeowners who haven't voted, who will inform the Officers of the Board of Directors, who will attempt to have the necessary Ballot Votes mailed in by the due date.

**Section 11** If the necessary Ballot Votes have not been cast by the due date the remaining uncast Ballots will be prorated. i.e. If 60 Ballot Votes have been cast with 40 FOR and 20 AGAINST, then the ratio of the uncast 50 Ballot Votes is  $2/3$  to  $1/3 = 33$  FOR and 17 AGAINST. (Fractional Votes will be rounded to the closest whole number.) In this illustration, the 33 FOR plus the cast 40 FOR equals a total 73 FOR, and the proposition is DEFEATED. The three Trustees agree unanimously to follow the decision of the Homeowners.

## ARTICLE X

**Section 1** The Whispering Hills Homeowners' Association shall be incorporate( *as a* Non-profit Corporation under the laws of Missouri and upon completion of said incorporation, this Constitution and these By-Laws shall become the Constitution and By-Laws of the Corporation, and the use of the word "Association' shall be deemed to mean the "Corporation".

## ARTICLE XI

### AMENDMENT OF CONSTITUTION AND BY-LAWS

**Section 1** Amendments to the Constitution and By-Laws of this Association may be made any General Membership Meeting or Special Meeting of the Association in the following manner:

Any five (5) Members of the Association may submit in writing a proposed Amendment, which proposed Amendment shall be set forth therein and the proposal signed by all five (5) Members. Said proposed Amendment shall be submitted to the Board of Directors who shall consider the same and said proposed Amendment shall be submitted at a General Membership Meeting or Special Meeting of the Membership, provided written notice of said Meeting is given to all Members ten (10) days prior to said General Membership Meeting or Special Meeting, which notice shall contain the statement in full of the proposed Amendment. The passage of said proposed Amendment at a General Membership Meeting or Special Meeting will require the approval of two-thirds ( $2/3$ ) of the Members present and voting at that Meeting, in which case said proposed Amendment shall be adopted.

The above Constitution and By-Laws adopted by the Whispering Hills Homeowners' Association at a General Membership Meeting of the Association held on February 15, 1988.

Secretary Jane Sheets