

**Constitution and By-Laws of the  
Whispering Hills Homeowners Association, Inc.**

(Please note that the following is merely a summary and you are directed to the original documents for more specific information)

In 1988 the Whispering Hills Homeowner's Association was incorporated as a "Non-profit Corporation" under the laws of Missouri. The following Constitution and By-Laws, which defines the powers and purpose of the corporation, were adopted at the General Membership Meeting on February 15 of that year. It contains eleven Articles which establish a management structure and the rules of governance. These articles are summarized below:

**Article I Name:** The name of the Corporation shall be the "Whispering Hills Homeowners Association and shall consist of Plats I through IV of the Whispering Hills subdivision located in St. Louis County, MO.

**Article II Purpose and Powers:** The purpose of the Corporation is to promote and advance the welfare of the Whispering Hills homeowners and to foster and enforce those measures which will improve and enhance their property and the surrounding community.

**Article III Membership and Duties:** Membership in the Association shall be limited to Whispering Hills homeowners. Each "household" will be granted one vote on any matters voted on during a general membership meeting. Homeowners will be assessed an annual fee to cover administrative costs of the association. The Trustees will determine the amount of the fee which shall be payable prior to the general membership meeting in February. Prior to the meeting the section leaders will collect the membership fees. The failure of any homeowner to pay the annual fee will cause his/her voting rights to be suspended. Reinstatement will require payment of all back dues but no more than \$10 plus a \$1.00 penalty.

**Article IV Meetings of Members:** The Association shall meet at the discretion of its elected officers to review committee activities, budgetary items, and other items of interest. The Board of Directors shall meet at least four times a year in January, May, August and November. They shall also convene a general membership meeting on the second Tuesday in February of each year to report on committee activities, conduct a review the budget report (fiscal year ending 12/31/XX), make motions on specific proposals (i.e. projects) and elect section leaders and officers for the coming year. The President shall designate the time and place of each meeting and notices shall be sent to all association members at least 7 days prior to the meeting date. Special meetings can be called by the President or upon written request to the Officers by 10% of the paid-up members. Proxy Absentee Ballots shall also be sent to all paid-up members who give notice that they will not be able to attend. Fifteen percent

(15%) of the paid-up members including 2 officers (a quorum) shall be required to approve motions put before the members for consideration. The Secretary must receive proxy ballots on proposed motions at least 7 days prior to the meeting date.

Election of Offices will begin with the Association President (and Homeowner's Trustee). Nominations will be made and seconded from the floor. The individual receiving a majority of voiced votes will become the Trustee. Thereupon, the newly elected President will call for nominations for Vice President, Secretary, Treasurer, and Section Representatives. Each Representative will choose his/her own Alternate.

**Article V thru VIII: Directors, Homeowners' Trustee, Officers and their Duties, and Election of Officers:**

The officers of the association shall consist of the President, the Vice-President, the Secretary, the Treasurer and five Section Representatives. All offices shall be elected for a term of 1 year to run from the date of the general membership meeting in February and may be re-elected for subsequent years. The President, however, shall be limited to a maximum of 3 years.

- a. The President will act simultaneously as the Homeowner's Trustee and also serve as the Chairman of the Board of Directors. As President and Trustee, he/she shall preside over all meetings and carry out all duties required by the Indenture. He/she shall have the power to initiate and sign documents on behalf of the Association to include countersigning drafts, checks or notes drawn upon the Association. He/she shall also have the power to call special meeting on his own motions or to convene them based on the written request of 10% of the paid up members. Further specifically in his/her capacity as Trustee, he/she will represent the homeowners in their dealings with the two Trustees representing the Multiple Family Apartment Complex on all matters pertaining to the maintenance and operations of the Recreation Facilities, the Club House, the Common Grounds including the setting of schedules and fees for use of these facilities and monitoring and approving all major expenditures for maintenance and repairs.
- b. The Vice-President shall have the same powers and perform the same duties as the President during his/her absence. He/she shall also be a member of the Board of Directors and is automatically co-chairman of all committees.
- c. The Secretary shall keep an accurate record of all proceedings and prepare an updated Membership Directory each year. They will also assist in preparing and distributing Meeting notices and Proxy Ballots and have the power to countersign checks in the absence of the President and Vice President. He/she will also be a member of the Board of Directors.

- d. **The Treasurer shall keep an accurate accounting of all monies received and paid out by the Association and will be prepared to provide a “cash balance” at each meeting. He/she shall also be authorized to establish an interest bearing account in the name of the Association in any federally insured depository. Any draft or check drawn on the account will require the signature of the Treasurer and one other Officer. He/she shall also prepare an Annual Report of Receipts and Expenditures, which will be presented at the general membership meeting in February of each year. He/she will also be a member of the Board of Directors. The Board may require at any time that a bond be issued covering the faithful and lawful acts of the Treasurer.**
- e. **Section Representatives: The homeowners shall elect five individuals at the general membership meeting each year to act as their representatives and to voice majority or dissenting opinions on behalf of their members at special and/or general meetings during the year. These individuals will be selected based on the following lot groupings:**
  - (1) **Section 1: lots 1 thru 23**
  - (2) **Section 2: lots 24 thru 36 & 60 thru 67**
  - (3) **Section 3: lots 37 thru 59**
  - (4) **Section 4: lots 68 thru 89**
  - (5) **Section 5: lots 90 thru 111**

**Each section representative will also choose an alternate to perform their duties when and if they are unable to do so themselves. Representatives shall serve a term of 1 year and may succeed themselves. Representatives are “ex-officio” members of the Board of Directors and do have the right to vote on behalf of the homeowners they represent. A Representative cannot simultaneously hold the position of section representative and President/Trustee.**

**Article IX Committees:**

**The Homeowners Trustee/President will, from time to time, form committees to oversee various association activities. He may appoint a Section Representative or their alternate to act as Chairman of the Committee. These committees will include the following standing committees as well as any number of ad hoc committees:**

- a. **Standing Committees:**
  - (1) **Special Occasion Committee: It welcomes new homeowners and provides them with a copy of the Indenture of Trust and Restrictions, the Constitution and By-Laws, and current Memorandums of Understanding. It also provides condolences or congratulations on the occasion of deaths, births, etc. They are authorized to spend \$30/occasion from the general fund.**

- (2) **Common Grounds Committee:** It oversees the care and management of the subdivision's common grounds including the use of subcontractors to perform such duties as trimming trees.
- b. **Ad Hoc Committees:** These are committees form for specific purposes and are dissolved upon completion of their tasks. They may include: Social Committee, Garden Committee, and Clubhouse Liaison Committee, etc.

**Section 9 of Article IX covers the Sale of a specific piece of Common Land: On April 3, 1987 approximately one-half acre of Common Land was sold for \$70,000. These funds, less expenses of the sale, are being held in an interest bearing account held by the City & Village Tax Office. The interest derived from this account will inure to the benefit of the Whispering Hills Common Grounds. The principal in this account will remain intact until it is determined that an expenditure to the Common Grounds cannot be met by current income or reserves and a ballot of the homeowners results in consent of 67% of the association membership.**

**Article X (untitled) thru XI: Constitution and By-Law and Amendments: Upon completion of the incorporation of the Whispering Homeowners Association as a Non-profit Corporation Under the laws of Missouri, the word "Association" used within the Constitution and By-laws shall be deemed to mean "Corporation".**

**Proposed amendments to the Constitution and By-laws may be submitted in writing to the Board of Directors for consideration. All proposals must contain the signatures of at least five paid –up members. Proposed amendments will be submitted to the membership at a General Membership Meeting or a Special Meeting, however, written notice must be provided to the full membership 10 days prior to said meeting and the notice must contain the complete wording of the proposed amendment. Passage of the amendment will require approval of two thirds of the Members present and voting.**