BY-LAWS
OF
WHISPERING ROCK HOME OWNERS ASSOCIATION, INC.

ARTICLE I.

NAME: The name of this Corporation is Whispering Rock Home Owners Association, Inc.

ARTICLE II.

OFFICERS: The corporation shall not have officers at its inception, however the Board of Directors shall have the authority to elect officers in the future and if so the officers shall be those officers specified in Section 2 of this Article and who shall serve as follows:

1. (a) Officers shall be elected biannually.

   (b) All members of the Whispering Rock Home Owners Association, Inc. shall be eligible to hold office.

   (c) All votes for officers shall be by ballots.

   (d) Vacancies in office may be filled by special election or at a regular annual meeting.

   (e) The Board of Directors of Whispering Rock Home Owners Association, Inc. shall be composed of the above-named officers and the immediate past President.

2. President: The duties of the President shall be to preside at all regular meetings, appoint committees, act as Chairman of the Board of Directors and to perform all duties as prescribed in the By-Laws.

3. Vice-President: The duties of the Vice-President shall be to act for the President whenever the latter is unable to attend to his duties. The Vice-President shall be a member of the Board of Directors of Whispering Rock Home Owners Association, Inc.

4. Secretary: The duties of the Secretary shall be to keep a record of the meetings and membership of the Whispering Rock Home Owners Association, Inc. The Secretary shall be a member of the Board of Directors of Whispering Rock Home Owners Association, Inc. The Secretary shall send copies of the Minutes of all meetings of Whispering Rock Home Owners Association, Inc. to all members.

5. Treasurer: The duties of the Treasurer shall be to call for all monies due and payable to the Whispering Rock Home Owners Association, Inc. and to make a report of the financial status of said Corporation at each annual meeting. The Treasurer shall be a member of the Board of Directors of Whispering Rock Home Owners Association, Inc.

6. Officers shall be elected bi-annually. An officer shall serve no more than two consecutive terms in the same office. Vacancies in any office may be filled by a special election or appointment by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

1. The Association shall elect a Board of Directors of not less than one, nor more than five members. Each director shall be an owner within Complex.

The Board of Directors is authorized to enforce the restrictive covenants, the provisions of the articles of incorporation and of these by-laws, and any and all rules and regulations issued by the Board of Directors for the safe and reasonable use of common areas or properties owned or regulated by the Association. The board is authorized to make and publish such rules and to revise and update such rules from time to time.

2. The initial Board of Directors shall consist of Randall A. Snyder. The term of office for a Director shall be two years.

3. The Board of Directors shall be self-perpetuating. In the event of a vacancy on the Board of Directors prior to an election, the directors shall fill any vacancy from the general membership by majority vote. The filled vacancy will continue for the same time period until re-elected or until the position is permanently filled from the general membership at a general meeting.

4. In the event a quorum cannot be obtained at a general meeting of members, then the board shall appoint new directors from the membership to fill expired terms, until a quorum can be obtained at a general meeting.

5. The Board of Directors shall meet at least once annually. The board may have additional, special meetings, called by any two directors. A quorum for any board meeting shall be three directors. There must be a favorable ballot of not less than three directors before any resolution or motion passes.

6. The Board of Directors may conduct any meeting by telephone or tele-conferencing. The board shall keep minutes of all board meetings and annual meetings. In the event any vote is taken by telephone, such vote shall be confirmed in writing and kept as a permanent record of board minutes.

7. The Board of Directors shall prepare an annual budget for presentation at the general meeting of members. The budget shall propose the amount of dues or assessments to be levied to members, proposed expenses for the association for the ensuing year, and the reasonable balance, if any, to be retained. The board shall additionally prepare an agenda for the annual meeting.

8. The Board of Directors shall have the authority to amend the by-laws by a majority vote. To be effective, such amendment to the by-laws must also be approved by a majority vote of the members at an annual meeting.

9. Dues and Assessments. The Board of Directors of Whispering Rock Home Owners

Association, Inc. shall levy an annual assessment in an amount agreed upon by the members at the regular, annual meeting. Dues are payable within sixty days of the mailing date of the assessment. Interest shall accrue on delinquent assessments commencing the sixtieth day after the mailing of the notice of assessment, at the rate of 12% per annum.

ARTICLE IV.

1. Meetings: There shall be one (1) regular meeting of the Whispering Rock Home Owners Association, Inc., each year. The President may call special meetings with the concurrence of a majority of the members of the Board of Directors. Written notice of general meetings, together with a proposed agenda and proposed budget shall be sent to each member not less than three weeks prior to the scheduled date for the meeting. The meeting will be held on or before July 31 of each year.

2. Meeting Place: The regular meeting place of the Whispering Rock Home Owners Association, Inc. shall be as designated in the notification of the meeting. Said meeting shall be held within twenty (20) miles of the Complex unless by written vote of more than fifty percent (50%) of the Members it is agreed to have the meeting at another location.

3. Voting: Voting may be by written proxy, in a form approved in advance by the Board of Directors.

ARTICLE V.

1. Articles of Incorporation: The Articles of Incorporation of the Whispering Rock Home Owners Association, Inc. may be amended as provided therein.

2. By-Laws: The By-Laws may be amended by a majority vote of the general membership who are present at a regular annual or special meeting and providing that the membership have received written notice of proposed changes thirty (30) days in advance of meeting at which the amendments are scheduled for consideration.

3. Quorum: A Quorum shall consist of at least one Director and at least eight members in good standing representing separate lots within the Complex. All votes shall be by a show of hands, or voice vote, unless a member specifically requests a vote by written ballot.

4. Qualifications: All property owners owning property within the North Shore Harbor sub-division or who otherwise affirmatively elect to become members of the Association shall be members of the Association and shall be obligated to abide by these by-laws, the articles of incorporation and the restrictive covenants of Whispering Rock Home Owners Association, Inc. All such members are obligated to pay dues and assessments in a timely manner.

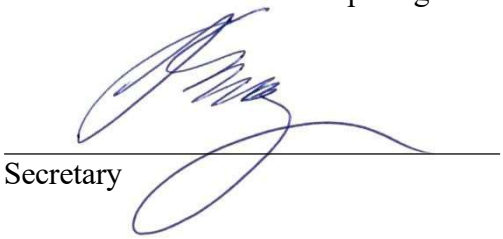
Membership in the Whispering Rock Home Owners Association, Inc. shall be limited to those persons owning lots located in Whispering Rock Home Estates subdivision, more particularly as follows:

Lots 1,2,3,4,5,6,7,8 and 9 of Whispering Rock Estates, according to the map or plat thereof on file and of record in the Flathead County Clerk and Recorder=s office.

6. Votes: Each owner shall have as many votes, as lots owned. However, if one lot has multiple owners, only one vote shall be allowed. Such multiple owners shall decide among themselves how to cast such vote.

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I hereby certify that the foregoing By-Laws of Whispering Rock Home Owners Association, Inc. were adopted by a resolution of the Board of Directors of Whispering Rock Home Owners Association, Inc. on March 31, 2005.



Secretary