

BYLAWS
OF
WHISPERING LAKES HOMEOWNERS' ASSOCIATION

ARTICLE I

General

1. IDENTITY. These are the bylaws of Whispering Lakes Homeowners' Association adopted for the purpose of administering Whispering Lakes Homeowners' Association, organized as a not-for-profit Kansas corporation pursuant to Declaration of Whispering Lakes Homeowners' Association. Kansas 67230 or at such alternate location as may be established by the Board of Directors.

2. FISCAL YEAR. The fiscal year of the Association shall be the calendar year.

ARTICLE II

Membership and Meetings

1. VOTING RIGHTS. Subject to Article VI, Section 6.01 of the Declaration, all owners of a lot in Whispering Lakes Homeowners' Association, shall be members of the Association, and shall be entitled to vote at all members' meetings. The number of votes allocated to each owner shall be one (1) vote as specified in the Declaration. When more than one (1) person holds an interest in any Lot, all of such persons shall be members, but in no event shall more than one (1) vote be cast with respect to any Lot. The vote for such Lot shall be exercised as the owners of such Lot may determine among themselves; provided, that if they are unable to so determine, none of such members shall be entitled to vote. The Board of Directors shall have the authority to suspend any voting right or privilege of a unit owner that fails to pay an assessment per K.S.A. 58-4608 (6)(B); when the vote is in regards to any assessment or fees.

2. ANNUAL MEMBERS' MEETING. The annual members' meeting shall be held in November at such time and place as shall be determined, from time to time, by a majority of the Directors no less often than annually for the purpose of electing directors and transacting any other business authorized by the members.

3. SPECIAL MEMBERS' MEETINGS. Special members' meetings, shall be held whenever called by the President or Vice-President or by a Majority of the Board of Directors and must be called by such officers upon receipt of a written

request received from members comprising of at least ten percent (10%) of the Members.

4. NOTICE OF MEMBERS' MEETINGS. Notice of all members' meetings, stating the time and the place where the meeting is to be held and the purpose or purposes for which the meeting is called shall be given by the Board of Directors, unless waived by all members in writing. Such notice shall be by electronic mail, signs, web site or in writing to each member's address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the Secretary and shall be sufficient proof thereof. Notice of any meeting may be waived, in writing, either before or after said meeting.

5. QUORUM. A quorum shall consist of at least twenty percent (20%) of members in attendance of present by proxy entitled to cast a majority of the votes of the Association. The acts approved by a majority of the votes cast at which meeting a quorum exists shall constitute the acts of the members, except where approval by a greater number is required by the Declaration, these bylaws, or applicable law. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum.

6. PROXY. Votes may be cast at any members' meeting either in person or by proxy. Proxies may be made by any person entitled to vote, shall be valid for only the particular meeting designated therein, and must be filed with the Secretary or with the agent of the Association, before the established time of the meeting or any adjournment thereof.

7. ADJOURNED MEETINGS. If any meeting of members cannot be convened because a quorum is not present, the members who are present either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

8. ORDER OF BUSINESS. The order of business of annual members' meetings and, insofar as practical, at all other meetings shall be:

- a. Election of a Chairman of the meeting.
- b. Calling of the roll and certifying of proxies.
- c. Proof of notice of meeting or waiver of notice.
- d. Reading and disposal of any unapproved minutes.
- e. Report of officers.
- f. Report of committees.
- g. Election of Directors.

- h. Selection of auditors for the ensuing year.
- i. Unfinished business.
- j. New business.
- k. Adjournment.

ARTICLE III

Directors, Selection, Meetings, Fees

1. NUMBER, QUALIFICATION. The affairs of the Association shall be managed and controlled by a minimum of three (3) and a maximum of seven (7) Board of Directors. All elected Board members must be, and stay, in compliance with the governing documents; and all assessments paid in full at all times during the Board members term. No more than one person per household shall serve on the Board at any given time.

2. SELECTION, VACANCIES AND REMOVAL. The selection, removal and replacement of Directors shall be governed by the following:

a. Directors shall be elected by written ballot (unless the use thereof is dispensed with by unanimous consent) and by plurality of the votes cast at the annual meeting of the members of the Association. Each member of the Association shall be entitled to vote for as many nominees as there are vacancies to be filled.

b. Except as to vacancies created by the removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors.

c. Any Director may be removed by concurrence of two-thirds of the members of the Association at a special meeting of the members called for that purpose. Any vacancy in the Board of Directors so created shall be filled by the members of the Association at that same meeting. If no nominee is submitted by the members at such meeting, the remaining Board members shall have the authority to appoint a member to the Board of Directors until the next general election.

3. TERM. Each Director's term of service shall extend to the next annual meeting of the members following his/her election and thereafter until his successor is duly elected and qualified or until he/she is removed in the manner elsewhere provided.

4. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors,

no less often than twice annually. Notice of regular meetings shall be given to each Director personally or by mail, telephone, telegraph, facsimile transmission, or electronic mail at least three (3) days prior to the day named for such meeting.

5. SPECIAL MEETINGS. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third of the Directors. Not less than three (3) days' notice of the meeting shall be given personally or by mail, telephone, telegraph, facsimile transmission, or electronic mail which notice shall state the time, place and purpose of the meeting.

6. WAIVER OF NOTICE. Any Director may waive notice of a meeting, before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

7. QUORUM. A quorum at Directors' meetings shall consist of a majority of the entire board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by the Declaration, these bylaws, or applicable law.

8. ADJORNED MEETINGS. If at any meeting of the Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

9. JOINDER IN MEETING BY APPROVAL OF MINUTES. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

10. PRESIDING OFFICER. The presiding officer at all Directors' meetings shall be the President. In the absence of the President, the Directors present shall designate one of their number to preside.

11. DIRECTORS' FEES. Directors' fees shall be determined by the members of the Association. Unless otherwise provided, the Directors shall be deemed to serve for no fee.

ARTICLE IV

Director' Powers and Duties

1. EXERCISE OF POWERS. All of the powers and duties vested in the Association by, Declaration and these bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when such approval is specifically required. Such powers and duties of the Directors shall include, but shall not be limited to, the following, subject, however, to the provisions of the Declaration, these bylaws, and applicable law:

- a. To make and collect assessments against members to defray the costs and expenses of the Association.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the common areas and facilities of the Association.
- d. To purchase insurance upon the Association property and insurance for the protection of the Association and its members.
- e. To lease property in the name of and for the Association.
- f. To reconstruct improvements after casualty and to further improve the property.
- g. To make and amend reasonable rules and regulations respecting the use of the property in the Association and may provide for enforcement of any such rules and regulations through reasonable and uniformly applied fines and governing the details of the operation and use of the common areas and facilities.
- h. To enforce by legal means the provisions of the Declaration, these bylaws and regulations for the use of the property of the Association.
- i. To contract for management of the Association and to delegate to said management all powers and duties of the Association except such as are specifically required by the Declaration, these bylaws, or applicable law to have approval of the Board of Directors or of the members of the Association.
- j. To employ and discharge personnel to perform the services required for proper operation of the Association.

ARTICLE V

Officers

1. EXECUTIVE OFFICERS. The executive officers of the Association shall be a President, a Vice-President (each of whom shall be a Director), a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the Directors at any meeting. Any person may hold two or more offices except that the offices of President, Vice-President and Secretary may not be combined. The Board of Directors shall from time to time elect such other officers as the Board shall find required to manage the affairs of the Association and shall designate the powers and duties of such officers.

2. PRESIDENT. The President shall be chosen from among the Directors and shall be the chief executive officer of the Association. He or she shall have all the powers and duties which are usually vested in the office of President, including but not limited to the power to appoint committees from among the members from time to time as he or she may, in his or her discretion, determine appropriate to assist in the conduct of the affairs of the Association.

3. VICE-PRESIDENT. The Vice-President shall, in the absence or disability of the President, exercise all of the powers and perform all the duties of the President. He or she shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.

4. SECRETARY. The Secretary shall keep the minutes of all proceedings of the Directors and of the members, and shall keep a minute book wherein resolutions shall be recorded. He or she shall attend to the giving and serving of all notices to the members and Directors, and other notices required by law. He or she shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the Secretary of an association and as may be required by the Directors or by the President.

5. TREASURER. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He or she shall keep the books of the Association in accordance with good accounting practices and he or she shall perform all other duties incident to the office of Treasurer.

6. COMPENSATION. The compensation of all officers and employees of the Association shall be fixed by the Directors. Unless otherwise provided, the officers of the Association shall serve without compensation. Nothing herein shall preclude the Board of Directors from employing a Director as an employee of the Association, nor shall it preclude the contracting with a Director for the management of the Association.

ARTICLE VI

Fiscal Management

1. GENERAL PROVISIONS. The provisions for fiscal management set forth in the Declaration shall be supplemented by the following provisions, provided, however, that in the event of a conflict between the provisions in the Declaration and the provisions herein, those in the Declaration shall control:

a. Accounts. The funds and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses;

(i) Current Expenses. This account shall include all funds and expenditures to be made within the year for which the funds are budgeted, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves or to additional improvements. The balance in this fund at the end of each year may, at the discretion of the Directors, be applied to reduce the assessment for current expenses for the succeeding year.

(ii) Reserve for Deferred Maintenance. This account shall include all funds for maintenance items which occur less frequently than annually.

(iii) Reserve for Replacement. This account shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

b. Budget. The Board of Directors shall, on or before December 15 of each year, adopt a budget for each ensuing calendar year which shall include the estimated funds required to defray the common expenses and to provide and maintain funds for the following accounts and reserves according to good accounting practices:

(i) Current Expense. The amount for this item shall not exceed one hundred fifteen percent (115%) of the budget for this account for the prior year.

(ii) Reserve for Deferred Maintenance. The amount for this item shall not exceed one hundred twenty percent (120%) of the budget for this account for the prior year.

(iii) Reserve for Replacement. The amount for this item shall not exceed one hundred twenty percent (120%) of the budget for this account for the prior year.

(iv) Proviso. Provided, however, that the amount for any or each budgeted item listed above may be increased over the foregoing limitations when approved by members entitled to cast more than fifty percent (50%) of the votes in the Association. Copies of the budget shall be transmitted to each member on or before December 15 next proceeding the year for which the budget is made. If the budget is subsequently amended, a copy of the amended budget shall be furnished to each member.

c. Assessments. Assessments and fines shall be established and governed pursuant to the Association's Declaration.

d. Depository. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Directors.

e. Audits. An audit of the accounts of the Association shall be made annually by such persons or professional firms as have been previously selected by the members unless the audit is waved by the Board of Directors.

f. Fidelity Bonds. The Board of Directors shall require a fidelity bond from all persons handling or responsible for Association funds unless the bond is waved by the Board of Directors.

g. Payment of Expenses. The Board of Directors shall provide such expenditure controls as it shall deem necessary and advisable including payment vouchers and purchase orders in such form as the Board may determine.

ARTICLE VII

Indemnification

1. INDEMNIFICATION OF DIRECTORS AND OFFICERS. When a person is sued, either alone or with others, because he/she is or was a director of officer of the Association, or of another corporation serving at the request of this Association, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the Association or by the Association,

he/she shall be indemnified for his/her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

a. The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.

b. The court finds that his/her conduct fairly and equitably merits such indemnity. The amount of such indemnity which may be assessed against the Association, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him/her in connection with the defense and the court may order the fees and expenses to be paid directly to the attorney or other person, although he/she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding.

ARTICLE VIII

Parliamentary Rules

1. PARLIAMENTARY PROCEDURES. Robert's Rules of Order (latest edition) shall govern the conduct of all Association meetings when not in conflict with the Declaration or these bylaws.

ARTICLE IX

Amendment

1. AMENDMENT. These bylaws may be amended by the Owners when approved by Owners entitled to cast more than two-thirds (2/3) of the votes in the Association in person or by proxy.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this 13th day of March, 2017.

By: Whispering Lakes Board of Directors

The foregoing Bylaws were adopted as the Bylaws of Whispering Lakes Homeowners' Association, A Kansas not-for-profit cooperation, on this 13th day of March, 2017.

Vicki Puckey, Director Paula Shields, Director
Nikki Shirley, Director Steve Bell, Director
Michael Falter, Director _____, Director