

AMENDED AND RESTATED
BYLAWS
OF
WHISPERING HILLS HOMES ASSOCIATION

ARTICLE I
Offices

1. **Registered Office and Registered Agent.** The location of the registered office and the name of the registered agent of the corporation in the State of Kansas shall be such as shall be determined from time-to-time by the board of directors and on file in the appropriate public offices of the State of Kansas pursuant to applicable provisions of law.
2. **Corporate Offices.** The corporation may have such other corporate offices and places of business within Lenexa, Kansas as the board of directors may from time-to-time designate or the business of the corporation may require.

ARTICLE II
Seal

1. **Corporate Seal.** The corporation shall have no seal.

ARTICLE III
Members' Meetings

1. **Place of Meetings.** All meetings of the members shall be held at the offices of the corporation in the City of Lenexa, Johnson County, State of Kansas.
2. **Annual Meeting.** An annual meeting of the members of the corporation shall be held on the third Friday in September of each year, if not a legal holiday, and if a legal holiday, then the next secular day following, at 7:00 p.m., or at such other date and time as shall be designated from time-to-time by the board of directors and stated in the notice of the meeting, at which the members shall elect directors to serve until the next annual meeting of the members and until their successors are elected and qualified, or until their earlier resignation or removal, and shall transact such other business as may properly be brought before the meeting. In order to be eligible for election as a director, the name of each nominee shall have been submitted in writing by a member of the corporation to the chairman of the nominating committee or the president of the corporation not less than five (5) days prior to the annual meeting at which such

nominee is proposed to be elected. At the annual meeting, the members may transact such other business which is reserved to the members, whether or not the same was specified in the notice of the meeting, unless the consideration of such other business without its having been specified in the notice of the meeting as one of the purposes thereof is prohibited by law. Members will be given a reasonable opportunity at the annual meeting to comment regarding any matter affecting the corporation.

3. **Special Meetings.** Special meetings of the members may be held for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, and may be called by the president, by the secretary, by a majority of the board of directors, or by the secretary upon the written request of not less than ten percent (10%) of the members entitled to vote at such meeting, and shall be called by any officer or requested to do so in writing by a majority of the board of directors. If the corporation does not notify members of a special meeting within thirty (30) days after the requisite percentage of members request the secretary to do so, the requesting members may directly notify all the members of the meeting. Only matters described in the meeting notice required by Article III Section 7, below, may be considered at a special meeting. Any such written request shall state the purpose or purposes of the proposed meeting. Members will be given a reasonable opportunity at any special meeting to comment regarding any matter affecting the corporation.

The “call” and the “notice” of any such meeting shall be deemed to be synonymous.

Provided, further, special meetings of the members may be held at an annual meeting of the members in accordance with the provisions of this Article, as long as the requirements of this Article have been met.

4. **Voting.** For purposes of voting at all meetings of the members, except as provided below in the case of election of directors, each member shall be entitled to one vote for each platted lot in which such member possesses record fee simple title, and for which all dues and assessments not otherwise waived by the Board have been paid to date; provided, however, if a member owns a vacant lot adjacent to the member’s residence or two or more building lots for the purpose of building a single residence, and that member, by agreement of the board of directors is paying annual dues and assessments on only one lot, said member shall be entitled to one vote, unless otherwise provided by agreement with the board of directors. If more than one person, or other legal entity or any combination thereof, hold record fee simple title to any such lot or parcel, they shall be collectively deemed a single member by virtue of such ownership. At all meetings of the members, every member having the right to vote shall be entitled to vote in person, or by proxy through an instrument in writing subscribed by such member and bearing a date not more than three years prior to said meeting, unless the instrument provided for a longer period. At all elections of directors, each member shall be

entitled to as many votes as shall equal the number of directors to be elected, and such member may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them however, if at the time of the election of directors a member is currently an elected director, such member may not vote in the election of a new director. At all meetings of the members, the voting may be otherwise than by ballot, including the election of directors, except that, unless otherwise provided by the articles of incorporation, any member entitled to vote may demand a vote by ballot on any matter, in which event such vote shall be by ballot.

5. **Quorum.**

(a) Notwithstanding anything to the contrary stated herein, where the vote of the members is required with respect to any matter in which written notice to the members has been given, specifying such matter and that a vote will be taken thereon, and where such notice has been given pursuant to the provisions of Article III, Section 7; or Article VIII, 1 or 2 hereof, no quorum shall be necessary, and such matter may be approved by an affirmative vote of a majority of those members entitled to vote who are present at such meeting.

(b) When the provisions of Subsection (a) are inapplicable because written notice to members has not been given, twenty percent (20%) of the members entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of any business, except as otherwise provided by law, by the articles of incorporation, or by these bylaws. Every decision of a majority of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law or by the articles of incorporation or by these bylaws. If ten percent (10%) of the members entitled to vote at any meeting are present in person or by proxy at a meeting at which a quorum shall not be present, a majority of the members present in person or by proxy at such meeting shall have power successively to adjourn the meeting from time-to-time to a specified time and place, without notice to anyone other than announcement at the meeting, until a quorum shall be present in person or by proxy. At such adjourned meeting at which a quorum shall be present in person or by proxy, any business may be transacted which might have been transacted at the original meeting which was adjourned. If the adjournment is for more than thirty (30) days, or if after adjournment a new record date is fixed for the adjourned meeting, a notice of the adjournment meeting shall be given to each member of record entitled to vote at the meeting.

6. **Membership List.** The secretary or assistant secretary or designee, who shall have charge of the Membership List, shall, if requested in writing by any member at least twenty (20) days prior to any meeting of members or if ordered to do so by the board of directors, prepare and make, at least ten (10) days before such meeting of members, a complete

list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member, and the number of shares registered in the name of each member. Such list shall be open to the examination of any members, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the township where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present.

7. **Notice.**--Written or printed notice of the time, date, and place of each annual and special member meeting shall be provided to each member not less than ten (10) days or more than sixty (60) days before the meeting date. Notice shall be delivered to any mailing or electronic mail address a member designates. Otherwise, the corporation may deliver notices by: (i) hand delivery to a member's residence; (ii) hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of each member; (iii) electronic means, if the member has given the corporation an electronic address; or (iv) any other method reasonably calculated to provide notice to the member. The notice for any meeting must state the time, date, and place of the meeting and the items on the agenda, including (i) a statement of the general nature of any proposed amendment to the homes association declaration, deed restrictions, articles of incorporation, or bylaws; (ii) any budget proposals or changes; and (iii) any proposal to remove an officer or member of the board of directors. The minimum ten (10) day notice may be reduced or waived for a meeting called to deal with an emergency.

8. **Consent of Members in Lieu of Meeting.** Any action required or permitted at any annual or special meeting of members may be taken by written consent without a meeting, to the extent such consent is permitted by law, unless otherwise provided in the articles of incorporation.

9. **Conduct of Meetings.** Meetings of the members must be conducted in accordance with the most recent edition of Roberts' Rules of Order Newly Revised, except as determined otherwise or as supplemented by the board of directors prior to a meeting of members.

10. **Removal of Directors.** Members present in person or by proxy at any meeting of the members, may remove any member of the board of directors, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal. However, the members may not consider whether to remove a member of the board of directors at a meeting of the members unless that subject was listed in the notice of the meeting. Furthermore, at any meeting at which a vote to remove a member of the board of directors is to

be taken up, the member being considered for removal must have a reasonable opportunity to speak to the members before the vote.

ARTICLE IV

Board of Directors

1. **Management.** The management of all the affairs, property, and business of the corporation shall be vested in a board of directors, consisting of eleven persons who are members. In addition to the powers and authorities by these bylaws and the articles of incorporation expressly conferred upon it, the board of directors may exercise all such powers of the corporation, and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these bylaws directed or required to be exercised or done by the members. In the performance of their duties, directors shall exercise the degree of care and loyalty to the corporation required of a director of a corporation as required by existing Kansas corporate law.

2. **Limitations.** The board of directors may not determine the qualifications, powers, duties, any compensation to, or the terms of office of the board of directors' members, except as consistent with the articles of incorporation and these bylaws.

3. **Budget.** The board of directors shall propose and, after member approval, adopt a budget for the corporation at least annually. Notice of any board meeting at which a budget will be proposed for approval as a whole must be given to members of the corporation at least ten (10) days prior to the board meeting date and a copy of the proposal must be made available to any member who requests it. At any board meeting at which a budget or material budget amendment is considered by the board of directors, in accordance with Art. IV, Section 8, members of the corporation must be given a reasonable opportunity to comment on the proposal prior to the board taking action. This notice and reasonable opportunity shall be considered given if the schedule of board meetings is published to the members of the association, due the fact that budget amendments are considered at each meeting of the board of directors.

4. **Special Assessment.** To the extent authorized in the homes association declaration or deed restrictions, the board of directors, at any time, may propose a special assessment. Except as provided below, notice and consideration of any proposed special assessment shall follow the procedures set out in Art. IV, Section 3. If the board of directors determines by a two-third (2/3) vote of the members of the board that a special assessment is necessary to respond to an emergency: (1) the special assessment shall become effective immediately in accordance with the terms of the vote; (2) notice of the emergency assessment must be provided promptly to all members; and (3) the board of directors may use the funds paid on account of the emergency assessment only for the purposes described in the vote.

5. **Terms of Office.** At each annual meeting of the members, that number of directors shall be elected as shall equal the number of directors whose terms expire thereat and all such directors shall be so elected for a term of three (3) years and until their successors are duly elected and qualified. No director who shall have been in office for two consecutive three-year terms immediately preceding an election of directors shall be eligible for re-election as a director at such election. No former director, having been in office for two consecutive three-year terms, may be appointed to a vacancy on the board of directors within twelve (12) months after his or her last term expired.

6. **Vacancies and Newly Created Directorships.** Vacancies and newly created directorships resulting from an increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, unless it is otherwise provided in the articles of incorporation or bylaws, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are no directors in office, then an election of directors may be held at a special meeting of members.

7. **Meetings of the Newly Elected Board – Notice.**

(a) The first meeting of the board of directors following the annual meeting of members at which new directors were elected shall be held at such time and place as is agreed by all the directors; and notice of such meeting shall be given to the members.

(b) Every director of the corporation, upon his or her election or appointment, shall qualify by accepting the office of director, and his or her attendance at, or his or her written approval of the minutes of, any meeting of the board subsequent to his or her election shall constitute his or her acceptance of such office; or he or she may execute such acceptance by a separate writing, which shall be placed in the minute book.

8. **Regular Meetings.** Regular meetings of the board of directors may be held at such times and places as shall from time-to-time be fixed by resolution adopted by the board of directors. The board of directors shall meet at least one (1) time each year. Unless the meeting is included in a schedule published to the members, or the meeting is called to deal with an emergency, the secretary shall give notice of each board of directors meeting to each board member and to the members. The notice must state the time, date, place, and agenda of the meeting and be given at least five (5) days prior to the meeting date. Any business may be transacted at a regular meeting. Regular meetings of the board of directors shall be open to the members except during executive sessions. The board of directors shall provide a reasonable opportunity for members to comment regarding any matter affecting the common interest of the

corporation. If any materials are distributed to the board of directors before the meeting, the board at the same time shall make copies of those materials reasonably available to members whom attend the meeting or whom request the information for a specific meeting, except that the board need not make available copies of unapproved minutes or materials that are to be considered in executive sessions.

9. **Executive Sessions.** The board of directors may hold an executive session during a regular or special meeting of the board or a committee. No final vote or action may be taken during an executive session. An executive session may be held only to: (i) consult with the association's attorney concerning legal matters; (ii) discuss existing or potential litigation or mediation, arbitration, or administrative proceedings; (iii) discuss labor or personnel matters; (iv) discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the corporation at a disadvantage; or (v) prevent public knowledge of the matter to be discussed if the board of directors or committee determines that public knowledge would violate the privacy of any person. Final votes of the board of directors on a matter which was recommended at an executive session shall be made by the board of directors, to include such confidentiality restrictions as the board of directors may determine to be appropriate due to the matters involved.

10. **Special Meetings.** Special meetings of the board of directors may be called at any time by the president, any vice president, or the secretary, or by any two (2) or more of the directors. The place shall be as designated in the notice.

11. **Notice of Special Meetings.** Written or printed notices of each special meeting of the board, stating the place, day, and hour of the meeting and the purpose or purposes thereof, (i) shall be mailed to each director addressed to him at his residence or usual place of business at least three (3) days before the day on which the meeting is to be held, or (ii) shall be delivered personally, at least two (2) days before the day on which the meeting is to be held. The "Notice" and "call" with respect to such meetings shall be deemed to be synonymous. Any meeting of the board of directors shall be a legal meeting without any notice thereof having been given if all directors shall be present thereat.

12. **Meetings by Conference Telephone or Similar Communications Equipment.** Unless otherwise restricted by the articles of incorporation or these bylaws, members of the board of directors of the corporation, or any committee designed by such board, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

13. **Quorum.**

(a) Unless otherwise required by law, the articles of incorporation or these bylaws, a majority of the total number of directors shall be necessary at all meetings to constitute a quorum for the transaction of business, and, except as may be otherwise provided by law, the articles of incorporation or these bylaws, the act of a majority of directors present at any meeting as which there is a quorum shall be the act of the board of directors.

(b) If at least three (3) directors are present at any meeting at which a quorum is not present, a majority of the directors present at such meeting shall have power successively to adjourn the meeting from time-to-time to a subsequent date, with notice to each director of the reconvened meeting. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting which was adjourned.

14. **Standing or Temporary Committees.** The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate one (1) or more committees, each committee to consist of one (1) or more directors of the corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified members. Any such committee, to the extent provided in said resolution or resolutions or in these bylaws, shall have and may exercise all of the powers and authority of the board of directors in the management of the business and affairs of the corporation; but no such committee shall have power or authority in reference to amending the articles of incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease, or exchange of all or substantially all, of the corporation's property and assets, recommending to the members a dissolution of the corporation or a revocation of a dissolution, or amending the bylaws of the corporation. Meetings of standing, temporary, *ad hoc*, or event committees shall be open to the members of the corporation. Such committee or committees shall have such name or names as may be determined from time-to-time by resolution adopted by the board of directors. All committees so appointed shall, unless otherwise provided by the board of directors, keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation, and shall report the same to the board of directors at its next meeting. The secretary or an assistant secretary of the corporation may act as secretary of the committee if the committee so requests.

15. **Resignations.** Any director may resign at any time by giving a written notice to the president or the secretary of the corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

16. **Indemnification and Liability of Directors and Officers.** Each person who is or was a director or officer of another corporation, or is or was serving at the request of the corporation as a director or officer of another corporation (including heirs, executors, administrators, and estate of such person), shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any claim, liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his or her capacity as or arising out of his or her status as a director or officer of the corporation or, if serving at the request of this corporation, as a director or officer of another corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw or under any agreement, vote of members, or disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons. The corporation shall maintain a policy of directors and officers liability insurance on terms, with coverage and limits as the board of directors may determine from time-to-time to be appropriate. Any current or former director or officer of the corporation shall have the right to request and be provided with a copy of the certificate of insurance for the policy of directors and officers insurance maintained by the corporation.

No person shall be liable to the corporation for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the corporation or of any other corporation which he or she serves as a director or officer at the request of the corporation, if such person (i) exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) acted or failed to act, in good faith, upon statements made or information furnished by directors, officers, employees, or agents of the corporation, of such other corporation, which he or she had no reasonable ground to disbelieve.

17. (a) **Actions Without a Meeting, By Unanimous Written Consent.** Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, without prior notice and vote, if written consent thereto is signed by all members of the board of directors or such committee, as the case may be. Such written consent shall be filed with the minutes of the board or committee.

(b) **Actions Without a Meeting By Less Than Unanimous Written Consent.** Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, without prior notice and vote, if a consent or consents in writing, setting forth the action so taken, are signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote were present and voted. The consent or consents shall be delivered to the corporate Secretary and shall be filed with the minutes of the board or committee. The consent or consents must bear the signatures of the members. Consent shall not be effective unless it is received within sixty (60) days of the earliest dated consent delivered to the corporate secretary. An electronic transmission consenting to an action which is transmitted by a member, or by a person authorized to act for a member, shall be deemed to be written, signed and dated if the corporate Secretary can determine that it was sent by the member or by a person authorized to act for the member and the date of the transmission can be determined. The date of transmission is deemed to be the date which the consent was signed. The consent is not deemed delivered until it is printed in paper form. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting. The use of the term "member" in this section is intended to refer to members of the board of directors or committee, as appropriate.

18. **Conduct of Meetings.** Meetings of the board of directors must be conducted in accordance with the most recent edition of Roberts' Rules of Order Newly Revised, except as determined otherwise by the board.

19. **Conflicts of Interest Transactions.**

(a) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other entity in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because his or her votes are counted for such purpose, if:

(1) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed to or are known to the board of directors or committee, and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; and

(2) The contract or transaction is fair as to the corporation as of the time it is authorized or approved by the board of directors or a committee thereof.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee which authorizes the contract or transaction.

ARTICLE V

Officers

1. **Officers – Who Shall Constitute.** The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer, each of whom shall be elected by the board of directors at their first meeting after the annual meeting of the members. The board of directors may also designate additional assistant secretaries and assistant treasurers. Any two (2) or more offices may be held by the same person.

An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected or appointed; but the board of directors may also require of such person his or her written acceptance and promise faithfully to discharge the duties of such office. In the performance of their duties, officers shall exercise the degree of care and loyalty to the corporation required of an officer of a corporation under existing Kansas corporate law.

2. **Term of Office.** Each officer of the corporation shall hold his or her office at the pleasure of the board of directors or for such other period as the board may specify at the time of his or her election or appointment, or until his or her death, resignation, or removal by the board of directors, whichever first occurs. In any event, the term of each officer of the corporation who is not re-elected or reappointed at the annual meeting of the board next succeeding his or her election or appointment and at which any officer of the corporation is elected or appointed shall be deemed to have terminated, unless the board of directors provides otherwise at the time of his or her election or appointment.

3. **Other Officers and Agents.** The board of directors from time-to-time may also appoint such other officers and agents for the corporation as it shall deem necessary or advisable, each of whom shall serve at the pleasure of the board or for such period as the board may specify, and shall exercise such powers, have such titles and perform such duties as shall be determined from time-to-time by the board or by an officer empowered by the board to make such determinations.

4. **The President.** Unless the board of directors otherwise provides, the president shall be the chief executive officer of the corporation, with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and shall carry into effect all directions and resolutions of the board of directors. The president shall preside at all meetings of the members and directors.

The president may execute all bonds, notes, debentures, mortgages, deeds, easements, and other instruments for and in the name of the corporation.

Unless the board of directors otherwise provides, the president, or any person designated in writing by him or her, shall have full power and authority on behalf of this corporation (i) to attend and to vote or take action at any meeting of the holders of securities of corporations in which this corporation may hold securities, and at such meetings shall possess and may exercise any and all rights and powers incident to being a holder of such securities and which as the holder thereof this corporation may have possessed and exercised if present, and (ii) to execute and deliver waivers of notice and proxies for and in the name of the corporation with respect to any such securities held by this corporation.

The president shall, unless the board otherwise provides, be *ex officio*, a member of all committees.

5. **Vice President.** In the absence of the president or in the event of a disability, inability, or refusal to act, the vice president (or in the event there be more than one vice president, the vice president in the order designated by the board of directors, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the president, serve as the chair of the Architectural Review Committee, unless excused by the president, and shall perform such other duties as the board of directors may from time-to-time prescribe.

6. **Secretary and Assistant Secretaries.** The secretary may attend all sessions of the board of directors and all meetings of the members, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. The secretary shall perform like duties for the executive and other standing committees when requested by the board of directors or any such committee to do so.

It shall be the principal responsibility of the secretary to give, or cause to be given, notice of all meetings of the members and of the board of directors, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these bylaws.

The secretary shall see that all books, records, lists, and information, or duplicates, required to be maintained in Kansas, or elsewhere, are so maintained.

The secretary shall also keep in safe custody the official records of the corporation including, but not limited to, all current documents, land transactions, legal papers, and other as required.

The secretary shall perform such other duties and have such other authority as may be prescribed elsewhere in these bylaws or from time-to-time by the board of directors or the chief executive officer of the corporation, under whose direct supervision he shall be.

In the absence of the secretary or in the event of the secretary's disability, inability, or refusal to act, the assistant secretary (or in the event there be more than one assistant secretary, the assistant secretaries in the order designated by the board, or in the absence of any designation, then in the order of their election) may perform the duties and exercise the powers of the secretary, and shall perform such other duties as the board of directors may from time-to-time prescribe.

7. **The Treasurer and Assistant Treasurers.** The treasurer shall have responsibility for the safekeeping of the funds and securities of the corporation, shall keep or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep, or cause to be kept, all other books of account and accounting records of the corporation. The treasurer shall deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors or by any officer of the corporation to who such authority has been granted by the board of directors.

The treasurer shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the board, and shall render to the chief executive officer of the corporation and the director whenever they may require it, an account of all his or her transactions as treasurer and of those under his or her jurisdiction, and of the financial condition of the corporation.

The treasurer shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these bylaws or from time-to-time by the board of directors.

The treasurer shall have the general duties, powers, and responsibility of a treasurer of a corporation.

The treasurer shall give the corporation a bond in the sum and with one or more sureties satisfactory to the board, for the faithful performance of the duties of the treasurer's office, and for the restoration to the corporation, in the case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control which belong to the corporation. The cost of the bond will be paid out of the general funds of the corporation.

In the absence of the treasurer or in the event of his or her disability, inability, or refusal to act, the assistant treasurer (or in the event there be more than one assistant treasurer, the assistant treasurers in the order designated by the board, or in the absence of any designation, then in the order of their election) may perform the duties and exercise the powers of the treasurer, and shall perform such other duties and have such other authority as the board of directors may from time-to-time prescribe.

8. **Duties of Officers May be Delegated.** If any officer of the corporation be absent or unable to act, or for any reason that the board may deem sufficient, the board may delegate for the time being, some or all of the functions, duties, powers, and responsibilities of any officer to any other officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the board of directors concurs therein.

9. **Removal.** Any officer or agent elected or appointed by the board of directors, and any employee, may be removed or discharged at any time by the affirmative vote of a majority of the board of directors, but such removal or discharge shall be without prejudice to the contract rights, if any, of the person so removed or discharged.

10. **Delegation of Authority to Hire, Discharge, and Designate Duties.** The board from time-to-time may delegate to the president or other officer or executive employee of the corporation, authority to hire, discharge, and fix and modify the duties, salary, or other compensation of employees of the corporation under their jurisdiction, and the board may delegate to such officer or executive employee similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants, and other experts.

ARTICLE VI

Record Date

1. **Fixing Record Date.** In order that the corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or (if permitted by statute) to express consent to corporate action in writing without a meeting, or entitled to receive payment of any distribution or allotment of any rights, or entitled to exercise any rights for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

ARTICLE VII

Finance

1. **Creation of Reserves.** The directors may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or may abolish any such reserve in the manner in which it was created.

2. **Monies.** The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the board of directors shall designate, and shall be drawn out only by check signed by persons designated by resolution adopted by the board of directors, except that the board of directors may delegate said powers in the manner hereinafter provided in these bylaws. The board of directors may by resolution authorize an officer or officers of the corporation to designate any bank or banks or trust company or trust companies in which monies of the corporation may be deposited, and to designate the persons who may sign checks drawn on any particular bank account or bank accounts of the corporation, whether created by direct designation of the board of directors or by an authorized officer or officers of the corporation.

3. **Fiscal Year.** The board shall have the power to fix and from time-to-time change the fiscal year of the corporation. In the absence of action by the board of directors, however, the fiscal year of the corporation shall run from October 1 through September 30 each year.

4. **Directors' Annual Statement.** The board of directors may present at each annual meeting of the members, and when called for by vote of the members, shall present to any annual or special meeting of the members, a full and clear statement of the business and condition of the corporation.

5. **Books, Accounts, and Records.** The books, accounts, and records of the corporation, except as may be otherwise required by the laws of the State of Kansas, may be kept outside of the State of Kansas, at such place or places as the board of directors may from time-to-time determine. The board of directors shall determine whether, to what extent and the conditions upon which the accounts and books of the corporation, or any of them, shall be open to the inspection of the members, and no member shall have any right to inspect any account or book or document of the corporation, except as conferred by law or by resolution of the members or directors.

ARTICLE VIII

Notices

1. **Statutory Provisions.** Whenever the provisions of the statutes of the State of Kansas, the articles of incorporation, or these bylaws require notice to be given to any director, officer, or member, they shall not be construed to require actual personal notice. Notice by mail may be given in writing by depositing the same in a post office or letter box, in a post-paid envelope addressed to such director, officer, or member at his or her address as the same appears in the books of the corporation, and the time when the same shall be mailed shall be deemed to be the time of the giving of such notice. Specific provisions of these bylaws may contain notice provisions applicable to those specific circumstances.

2. **Waiver.** Whenever any notice is required to be given under the provisions of the statutes of Kansas, or of the articles of incorporation, or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the articles of incorporation or these bylaws.

3. **Legal Proceedings.** The corporation shall promptly provide notice to the members of any legal proceedings in which the corporation is a party other than proceedings involving enforcement of rules, covenants or declarations of restrictions, or to recover unpaid assessments or other sums due the corporation.

ARTICLE IX

Miscellaneous

1. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation, and such authority may be general or confined to specific instances.

2. **Amendments.** These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of members entitled to vote thereon. The board of directors shall give all members of the corporation notice of: (1) its intention to adopt, amend, or repeal the bylaws and provide the text of the bylaws or the proposed change; and (2) a date on which the board of directors will act on the proposed rule or amendment after considering comments from

Members. Following the adoption, amendment, or repeal of the bylaws, the corporation shall notify the members of its action and publish on its website, delivery by e-mail, or mail a copy of any new or revised rule to the members of the association within a reasonable period of time after the adoption of such amendment.

3. **Recordkeeping.** The corporation, or its agents, must retain the following for five (5) years unless otherwise provided: (i) detailed records, in chronological order, of receipts and expenditures affecting the operation and administration of the corporation and other appropriate accounting records, receipts and expenditures affecting the common areas and facilities, specifying and itemizing the maintenance and repair expenses of the common areas and facilities and any other expenses incurred; (ii) minutes of all meetings of its members and board of directors other than executive sessions, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee in place of the board of directors on behalf of the corporation; (iii) the names of members in a form that permits preparation of a list of the names of all members and the addresses at which the corporation communicates with them, in alphabetical order showing the number of votes each owner is entitled to cast; (iv) the original or restated organizational documents, if required by law, bylaws and all amendments to them, and all rules currently in effect; (v) all financial statements and tax returns for the past three years; (vi) a list of the names and addresses of the current board of directors' members and the officers; (vii) the most recent annual report delivered to the Secretary of State; (viii) financial and other records sufficiently detailed to enable the corporation to comply with other requirements of law; (ix) copies of current contracts to which the corporation is a party shall be retained and completed contracts shall be retained for the longer of any warranty period or ten (10) years after complete performance under the contract; (x) records of board of directors or committee action to approve or deny any requests for design or architectural approval from members; and (xi) ballots, proxies, and other records related to voting by members for one year after the election, action, or vote to which they relate. All records retained by the corporation must be available for examination and copying by a member or the member's authorized agent: (i) during reasonable business hours or at a mutually convenient time and location; and (ii) upon ten (10) days written notice reasonably identifying the specific records of the corporation requested. The member shall bear any reproduction costs.

CERTIFICATE

The undersigned, Denise Kappelman, the Secretary of Whispering Hills Homes Association, a Kansas corporation, hereby certifies that the foregoing Amended and Restated Bylaws are the Bylaws of said corporation, adopted by the board of directors of said corporation as of the _____ day of _____, 2011.

DENISE KAPPELMAN

Secretary