



Weatherby Lake
Improvement Company
"Together, we make a difference!"

By-Laws

As Declared Effective by the Board of Directors on 11/14/23

Table of Contents

Article I Offices.....	4
Article II Membership.....	4
Section 1. Requirements For Membership	4
Section 2. Member In Good Standing	4
Section 3. Voting Rights	5
Section 4. Suspension Of Membership	5
Section 5. Termination Of Membership	6
Article III Meeting Of Members	6
Section 1. Annual Meeting.....	6
Section 2. Special Meetings.....	6
Section 3. Notice Of Member Meetings	7
Section 4. Quorum.....	7
Section 5. Voting.....	7
Section 6. Voting By Mail	7
Section 7. Proxies	8
Section 8. Credentials And Election Committee	8
Section 9. Order Of Business	8
Section 10. Relation Of Board Meetings To The Annual Meeting.....	9
Section 11. Board Meeting Session	9
Article IV Board Of Directors.....	10
Section 1. General Powers.....	10
Section 2. Number, Tenure And Qualifications	10
Section 3. Election	10
Section 4. Regular Board Meetings	10
Section 5. Special Board Meetings	11
Section 6. Waiver.....	11
Section 7. Quorum.....	11
Section 8. Removal For Lack Of Attendance	11
Section 9. Attendance By Teleconference	11

Section 10. Vacancies	11
Section 11. Director Access To Corporate Records.....	12
Article V Officers.....	12
Section 1. Election Of Officers	12
Section 2. President.....	12
Section 3. Vice President	12
Section 4. Secretary	12
Section 5. Treasurer	13
Section 6. Executive Secretary	13
Article VI Committee Organization	13
Section 1. Standing Committees.....	13
Section 2. Standing And Special Committees, And Committee Appointments.....	14
Article VII Indemnification.....	14
Section 1. Authorization	14
Section 2. Insurance.....	14
Article VIII General	14
Section 1. Delegation Of Duties.....	14
Section 2. Removal Of Officers	15
Section 3. Removal Of Directors	15
Section 4. Checks	15
Section 5. Obligations	15
Section 6. Waiver Of Notice	15
Section 7. Directors Or Members Not Liable For Corporate Debts	15
Section 8. Procedure	15
Section 9. Sale, Transfer Or Lease Of Real Estate Property And Interests	16
Section 10. Meetings	16
Article IX Amendments.....	16
Section 1. Rules And Regulations	16
Section 2. Amendments	17

Article I Offices

The principal office of the Corporation shall be located at 7200 N.W. Eastside Drive, City of Weatherby Lake, County of Platte, and State of Missouri

Article II Membership

Section 1. Requirements for Membership

Any person having legal title to a platted lot or a tract which is subdivided and platted or unplatted within the city limits of the City of Weatherby Lake, Missouri, as said city limits existed on January 1, 1970, shall become a Member of the Weatherby Lake Improvement Company provided, however, any lot or tract divided, replatted, subdivided or platted after December 12, 1952 and prior to February 1, 1985 shall contain at least 8,000 square feet in area and after January 31, 1985 shall contain at least 15,000 square feet in area in order for the owner(s) of said lot or tract to be entitled to membership in the Company. In the event any lot or tract is owned by multiple owners as tenants in common, joint tenants or tenants by the entirety, the owners of such property shall designate one (1) of their number to be the Member of the Company; or two co-owners of a lot or tract may by request be listed as joint owners with the following limitations:

- (a) the presence at a Meeting of either or both shall constitute the presence of one Member and a joint waiver of notice of the Meeting and revocation of any proxy executed by either or both.
- (b) the vote of either or both shall constitute, respectively, one joint vote provided that if both be present but in disagreement on such a vote each shall cast only one-half (1/2) vote. Likewise, each may have one-half (1/2) vote by proxy.
- (c) notice to, or waiver of notice signed by, either or both shall constitute, respectively, a joint notice or waiver of notice.
- (d) suspension or termination in any manner of either shall constitute, respectively, suspension or termination of the joint membership; and
- (e) either, but not both concurrently, shall be eligible to serve as a Director of the Weatherby Lake Improvement Company.

Section 2. Member in Good Standing

A Member in Good Standing is a member who has paid all Board-voted, Court-approved and lien-able assessments due for the current year and is not delinquent in payments for any previous year. A person purchasing property from a Member Not in Good Standing assumes responsibility for his or

her predecessor's delinquencies and does not become a Member in Good Standing until those delinquencies are cured.

Section 3. Voting Rights

Only a Member in Good Standing is entitled to vote on each matter submitted to a vote of the Members provided, however, that each Member shall be entitled to no more than one (1) vote, regardless of the number of lots or tracts owned by said Member.

Voting by Members other than Members who are natural persons shall be allowed upon the presentation to the Corporation, prior to or upon registration at each Member Meeting, of satisfactory evidence entitling the person presenting the same to vote.

Section 4. Suspension of Membership

1. The Board of Directors may not suspend a member and may not suspend membership or memberships, except pursuant to a procedure that is fair and reasonable and is carried out in good faith.

2. Such a procedure shall provide for:

- (a) Not less than fifteen days' prior written notice of the suspension and the reasons therefore; and
- (b) An opportunity for the member to be heard at a meeting of the Board of Directors not less than five days before the effective date of the suspension.
- (c) In making a final decision, directors must take into consideration all the relevant facts and circumstances, and
- (d) A suspension must be approved by a majority of all the directors in office.

3. A suspension of Membership must specify the terms of suspension, duration of such suspension and terms for re instatement as a Member in Good Standing.

4. Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the corporation's records.

5. Any proceeding challenging a suspension, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of suspension.

6. A member with suspended membership status is not a Member in Good Standing of the WLIC and as such:

- (a) Shall not hold office as a Director.

(b) Shall not hold the position of a Committee Member.

(c) Shall not be entitled to Lake Use Privileges as defined in the Rules & Regulations.

7. Any and all Rules & Regulations of the Weatherby Lake Improvement Company pertaining to Violations /Appeals and Suspension of Use Privileges shall adhere to this Section 4 of the bylaws.

8. In no event shall suspension of a member's Lake Use privileges (such as the use of Weatherby Lake, its amenities, recreational facilities or such other facilities as that member may be entitled to) be considered to be a suspension of such member.

Section 5. Termination of Membership

Membership shall terminate when the Member or those whom s/he represents no longer owns a lot in said subdivision.

Article III Meeting of Members

Section 1. Annual Meeting

For the purposes of electing Directors, hearing and passing upon reports covering the previous fiscal year, and transacting such business as may properly come before the Meeting, the Annual Meeting of the Members shall be held on the second Tuesday of the month of November each year, at such hour, time and place in Platte County, Missouri, as the Board of Directors shall determine, provided, however, that, if the second Tuesday is a governmental election day, the Annual Meeting shall be held on the first Tuesday in November.

The Record Dates for the Annual Meeting notification shall be October 15th preceding the Annual Meeting. The Record Dates for determining the members entitled to vote or entitled to exercise any rights in respect of any other lawful action shall be the Friday before the Annual Meeting.

Section 2. Special Meetings

A Special Meeting of the Members may be called by the Board of Directors, by the President, by any three (3) Directors, or if the holders of at least five (5) percent of the voting power of the Corporation sign, date, and deliver to any corporate officer or the Registered Agent of the corporation one or more demands for the meeting describing the purpose for which it is to be held. It shall be the duty of the Secretary to cause notice of such Meeting to be given within thirty (30) days after the date the meeting is called or the written demand (e.g., a petition) or demands are delivered. Such a Meeting shall be held in Platte County, Missouri not sooner than forty (40) days nor more than fifty-nine (59) after the call for such Meeting is made or a demand therefore is received. Notice of such Meeting shall be given as hereinafter provided in Section 3 of this Article.

The Record Dates for a Special Meeting notification shall be 21 days prior to the specified date of the meeting. The Record Dates for determining the members entitled to vote or entitled to exercise any rights in respect of any other lawful action shall be the Friday before the Special Meeting.

Section 3. Notice of Member Meetings

Written or printed notice of the place, day and hour of the Meeting and, in case of a Special Meeting, the purpose or purposes of the Meeting shall be mailed by first class mail to each Member not fewer than sixteen (16) days nor more than twenty-nine (29) days prior to the date of the Meeting. In making such computation, the date of the Meeting shall not be counted. Such notice shall be deemed to be delivered when deposited in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed. The incidental and unintended failure of any Member to receive a notice deposited in the mail addressed to the Member at her/his address as shown on the Corporation's books shall not invalidate any action which may be taken by the Members at any such Meeting, and the attendance in person of a Member at any Meeting of the Members shall constitute a waiver of notice of such Meeting unless such attendance shall be for the express purpose of objecting to the transaction of any business, or one or more items of business, on the ground that the Meeting shall not have been lawfully called or convened. Any Member attending any Meeting for the purpose of making such objection shall notify the Secretary prior to or at the beginning of the Meeting of her/his objection.

Section 4. Quorum

Business may not be transacted at any Meeting of the Members unless there are present in person at least that number which equals five (5) percent of the Members entitled to vote, except that, if less than a quorum is present at any Meeting, a majority of those present in person may without further notice adjourn the Meeting to another time and date no fewer than forty (40) days later and to any place in Platte County, Missouri, provided that the Secretary shall notify any absent Members of the time, date and place of such adjourned Meeting by delivering notice thereof as provided in SECTION 3 of this Article. In any such rescheduled Meeting, the same By-Law provisions applying to the original Meeting shall be followed. At all Meetings of the Members, whether a quorum be present or not, the Secretary shall annex to the Meeting minutes, or incorporate therein by reference, a list of those Members who were registered as present in person or by proxy or mailed vote.

Section 5. Voting

At all Meetings of the Members, all questions shall be decided by a majority of the Members voting thereon, except as otherwise provided by law or by the Corporations Articles of Incorporation or these By-Laws.

Section 6. Voting by Mail

Where Directors or officers are to be elected by the Members, such election may be conducted by first class mail in such manner as the Board of Directors shall determine provided that Members so desiring may exercise the optional ballot described in Article III, Section 7.

Section 7. Proxies

At any Meeting of the Members or any adjournment thereof, any Member may vote by proxy, but only if such proxy (a) is registered with the Secretary or her/his duly designated registrar at the principal office of the Corporation during office hours on or before the first business day next preceding the date of the Meeting or any rescheduled Meeting thereof. (b) is executed by the Member in writing and designates the holder thereof and, if the Member so desires, an alternative, and is dated not more than ninety (90) days prior to the date of such Meeting or any rescheduled Meeting thereof provided that any proxy valid at any Meeting shall be valid at any rescheduled Meeting thereof. A proxy may be unlimited as to the matters on which it may be voted or it may be restricted. In the event a Member executes two or more proxies for the same Meeting or for any adjournment thereof, the most recently dated proxy shall revoke all others; if such proxies carry the same date and are held by different persons, none of them will be valid or recognized. A Member is limited to no more than 5 proxies.

Section 8. Credentials and Election Committee

The Board of Directors shall, at least ten (10) days before any Meeting of the Members wherein voting will take place appoint a Credentials and Election Committee of at least five (5) Members who are not Corporation employees, agents, officers, Directors or known candidates for Director, and who are not close relatives of members of the same household thereof. The Committee shall elect its own chairperson and secretary prior to the Member Meeting.

It shall be the responsibility of the Committee to establish the manner of conducting Member registration and voting, to rule upon all questions that may arise with respect to the registration and voting of Members, and to pass upon any protest or objection filed with respect to any election or conduct effecting the results of any election. In the event a protest or objection is filed concerning any election, such protest or objection must be filed during, or within three (3) business days following the adjournment of the Meeting in which the voting is conducted. The Committee shall within seven (7) days after such protest hear such evidence presented either in person and/or by counsel, and any opposing evidence. The Committee by a vote of a majority of those present and voting, shall, within a reasonable time but not later than seven (7) days after such hearing, render its decision, the result of which may be to affirm the election, to change the outcome thereof, or to set it aside. The Committee may not affirmatively act on any matter unless a majority of the Committee is present. The Committee's decision (as reflected by a majority of those actually present and voting) on all matters covered by this SECTION shall be final.

Section 9. Order of Business

The order of business at the Annual Meeting of the Members and, insofar as practicable or desirable, at all other Meetings of the Members, shall be essentially as follows:

- (1) Report on the number of Members present in person in order to determine the existence of a quorum;

- (2) Reading of the notice of the Meeting and proof of the due giving thereof, or of the waiver or waivers of notice of the Meeting, as the case may be;
- (3) Approval or correction of minutes of previous Meeting of the Members and the taking of necessary action thereon;
- (4) Questions and consideration of written reports of officers, Directors and committees, which shall be mailed with notice of Meeting;
- (5) Nomination of Directors from the floor, if any;
- (6) Election of Directors; Announcement of Election results when tabulated;
- (7) Unfinished business;
- (8) New Business; and
- (9) Adjournment.

The Board of Directors or the Members themselves may from time to time establish a different order of business for the purpose of assuring the earlier consideration of and action upon any item of business the transaction of which is necessary or desirable in advance of any other item of business provided that no business other than adjournment of the Meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

Section 10. Relation of Board Meetings to The Annual Meeting

Board Meetings are not sessions of the Annual Meeting. A session of an assembly is a meeting or series of connected meetings devoted to a single order of business, program, agenda, or announced purpose, in which when there is more than one meeting, each succeeding meeting is scheduled with a view to continuing business at the point where it was left off at the preceding meeting. An Annual Meeting of the Improvement Company would be divided into sessions only if the Meeting were planned in advanced to meet in two or more sessions because of a long agenda, or if it were adjourned to a specific near-future date because the lateness of the hour required further consideration of the same agenda.

Section 11. Board Meeting Session

If the Board were to have a two (2) or three (3) day meeting to consider the same agenda, it could decide to consider each day as a session. The Board may also meet in executive session to consider matters relating to personnel, litigation or discipline of its members, but an executive session may not reconsider a decision made in an open meeting.

Article IV

Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the State of Missouri but must be Members of the Improvement Company.

Section 2. Number, Tenure and Qualifications

The number of Directors shall be twelve (12). Directors shall be elected to staggered terms of three (3) years at the Annual Meeting of the Members and take office at the next Board meeting following the Annual Meeting. In the event that there are more than four (4) vacant directorships those four candidates receiving the highest numbers of votes shall fill three-year terms. Two-year and one-year vacancies shall be filled by candidates receiving the next highest number of votes.

Section 3. Election

(A) Any Member desiring to be a candidate for election to Director of the Company may file under her/his signature a written Declaration of Candidacy, or be nominated not fewer than forty-five (45) days nor more than ninety (90) days prior to the date of the Annual Meeting at which s/he desires to be a candidate. The Secretary or Executive Secretary shall prepare and post at the principal office of the Company at least forty (40) days prior to the Meeting a list of all declared candidates for Director. Additional names may be placed in nomination from the floor at the Annual Meeting and may be written in on the ballot. Mail-in ballots shall have provision for write-in candidates. The Secretary shall at least sixteen (16) days before the Annual Meeting, mail by first class mail to each Member or publish in a newspaper or newsletter distributed to each Member a notice of the time and place of the Annual Meeting and the names of the candidates/nominees to fill the vacancies on the Board of Directors. Such notice shall also contain a statement of all business which can properly come before the Meeting.

(B) Voting shall be by written secret ballot containing the names of all nominees/candidates unless there is only one nominee/candidate to fill each vacancy in which event election may be by acclamation. Each Member or property owner shall be entitled to cast no more than one vote for each vacancy to be filled. Cumulative voting for Board of Director positions is not permitted. Ballots with more votes cast than total vacancies will be voided. The vote cast will be a mark as specified on the ballot, placed in the designated area adjacent to the name of a candidate to fill the director position.

Section 4. Regular Board Meetings

The Board of Directors may provide by resolution the time and place for holding regular Board Meetings. Unless otherwise resolved, meetings shall be held at 7200 N.W. Eastside Drive, Weatherby Lake, Missouri.

Section 5. Special Board Meetings

Special meetings of the Board of Directors may be called by or at the request of any three (3) directors and shall be held at 7200 N.W. Eastside Drive, Weatherby Lake, Missouri, or such other place as the Directors may determine.

Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent at least by first class mail to each Director at her/his address as shown by the records of the Corporation.

Section 6. Waiver

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if fewer than a majority of the Directors are present the meeting shall not be convened.

Section 8. Removal for Lack of Attendance

A Board Member absent four (4) regularly scheduled Board meetings in any twelve (12) month period shall forfeit her/his seat.

Section 9. Attendance by Teleconference

A Board Member absent from a regular scheduled Board Meeting shall not be charged an absence, provided that he/she participates in the meeting by teleconferencing. This shall apply to no more than four (4) regular Board Meetings in any twelve (12) month period per Director.

Section 10. Vacancies

Any vacancies occurring in the Board of Directors shall be announced to the membership and be filled by the Board of Directors from nominations submitted by members or directors. A Director appointed to fill a vacancy shall serve until the next Annual meeting at which his or her successor is elected.

Section 11. Director Access to Corporate Records

All directors shall be entitled access to all records of the WLIC for the purpose of conducting the business of WLIC. Records will be made available as soon as possible but not later than three working days after the request. Records will be made available for a reasonable amount of time during the normal WLIC office hours. Exceptions to access may involve personnel matters and conflicts of interest as determined by a majority of the directors in office. No original records may be removed from the WLIC office.

Article V Officers

Section 1. Election of Officers

The officers of the Corporation shall be elected from and by the Board of Directors at the next board meeting directly following the Annual Meeting and shall be a President, Vice President, Secretary, and Treasurer. In addition to these officers, there is an Executive Secretary whose compensation and tenure of office shall be fixed by the Board of Directors.

Section 2. President

The President shall be the chief Executive officer of the Corporation. S/he shall preside at all Meetings of shareholders, Directors or property owners. S/he shall have general and active management of the business and of the activities of the Corporation. S/he shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific power except as may be by statute exclusively conferred upon the President, to any other officer or officers of the Corporation. The President shall execute deeds, bonds, mortgages and other instruments requiring a signature or the seal of the Corporation.

Section 3. Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and be subject to all the restrictions imposed upon her/him and such other duties as the Board may from time to time prescribe.

Section 4. Secretary

The Secretary shall be responsible for seeing that correct records are kept for all Meetings of the Members in a book for that purpose. S/he shall keep a record of the Members of the Corporation and records of Incorporation. S/he shall affix the corporate seal to any instrument requiring the same when authorized by the Board and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 5. Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit 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. S/he shall render to the President and Directors, at regular meetings of the Board and whenever they may require it, an account of the financial conditions of the Corporation. S/he shall give the Corporation a bond if required by the Board of Directors in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of her/his office and for the restoration to the Corporation of all books, papers, vouchers, money, and other property of whatever kind in her/his possession or under her/his control belonging to the Corporation.

Section 6. Executive Secretary

The Executive Secretary shall perform such duties as may be provided by the Board of Directors from time to time. The Executive Secretary shall have such skills or have access to and use such technology as to insure accurate minutes.

Article VI Committee Organization

Section 1. Standing Committees

The following committees shall constitute the standing committees of the Board of Directors:

- A. Dam Committee
- B. Environmental Committee
- C. Finance and Risk Management Committee
- D. Long Range Planning Committee
- E. Property Management Committee
- F. Rules and Regulations/Member Relations Committee
- G. Space and Docks Committee
- H. Technology Committee

Section 2. Standing and Special Committees, and Committee Appointments

The Board of Directors may create Special Committees (for example, Insurance Committee, Litigation Committee, Executive Committee) from time to time and such action must be approved by a majority of all directors in office. The Board of Directors must specify the authority of each Standing and each Special Committee and such authority must be approved by a majority of all directors in office when such action is taken. The President of the Board shall appoint a Director to chair each committee and the additional members of each Committee as necessary to carry out the functions of the Committee. The alternate chair and other members of the Committee need not be members of the Board. Appointment of members to each and every Committee must be approved by a majority of all the directors in office. The President is an ex-officio member of each Committee and shall not be counted in the quorum for committee meetings. A quorum for a Committee meeting shall be a majority or at least 8 Members, whichever is fewer.

Article VII Indemnification

Section 1. Authorization

The Corporation may indemnify a Director, officer, employee or agent of the Corporation who is or was a party to or is threatened to be made a party to any threatened pending or completed action or suit, including attorney's fees and amounts paid in settlement actually and reasonably incurred in connection with such action or suit, if s/he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 2. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against her/him and incurred while functioning in such capacity or arising out of her or his status as such.

Article VIII General

Section 1. Delegation of Duties

In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for the time being, provided a majority of the entire Board concurs.

Section 2. Removal of Officers

Any officer may be removed by a majority vote of persons authorized to elect such officer whenever in their judgment the best interest of the Corporation will be served.

Section 3. Removal of Directors

The Membership may recall or remove by majority vote any Director at a Special or Annual Meeting. (See ARTICLE IV, SECTION 8. REMOVAL FOR LACK OF ATTENDANCE).

Section 4. Checks

All checks or demands for money and notes of the Corporation shall be signed by such officers as the Board of Directors may from time to time designate. Said officers shall give the Corporation a bond, if required by the Board of Directors, in the sum and with one or more sureties sufficient to the Board for the faithful performance of their duties.

Section 5. Obligations

The obligations of the Corporation shall be signed with the name of the Corporation by the officers executing the same. No officer shall have power to bind the Corporation except as herein provided, or as may be authorized by the Board of Directors.

Section 6. Waiver of Notice

Whenever any notice is required to be given, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. A member may notify the WLIC that the Member will accept Notice(s) by email, rather than by First Class mail, by signing the WLIC waiver form and delivering it to the WLIC office. The waiver will be effective according to its terms.

Section 7. Directors or Members Not Liable for Corporate Debts

The Directors of the Corporation and the Members of the Corporation are not individually or personally liable for the debts, liabilities or indebtedness of the Corporation.

Section 8. Procedure

Procedure at all Meetings mentioned in these By-Laws and where not inconsistent with these By-Laws shall be governed by Robert's Rules of Order.

Section 9. Sale, Transfer or Lease of Real Estate Property and Interests

A Meeting of the Membership must be held and a majority of the quorum present must vote in favor of the sale, transfer or lease before any Weatherby Lake Improvement Company real property or any interest in real property may be sold, transferred or leased. Land owned by the Improvement Company may not be assigned for limited use, not accessible to all Members, without the approval of the Members.

No service club or social club or private club of members of the Weatherby Lake Improvement Company, nor any resident or residents of Weatherby Lake Improvement Company, nor any non-lake resident, shall be permitted to erect any building on Weatherby Lake Improvement Company property without a vote of the Membership at an Annual or Special Meeting.

Section 10. Meetings

The following shall apply to all Meetings, other than those pertaining to personnel or litigation in process (i.e. executive sessions) *, of the Weatherby Lake Improvement Company Board of Directors, its Committees and Sub-Committees:

A. Prior public notice of at least twenty-four (24) hours shall be provided unless otherwise specified elsewhere in these By-Laws.

B. Shall be open to Weatherby Lake Improvement Company Members.

C. Minutes of the proceedings, including a record by name of any negative or abstaining votes, shall be kept and shall be available to Weatherby Lake Improvement Company Members.

The Board of Directors is authorized to provide for electronic attendance for meetings of Committees and/or Sub-Committees. The conditions in paragraphs A, B, and C above shall apply to all electronic meetings. The Board may place further conditions on the operation of the meeting(s) which the Board believes will serve the interests of the effective operation of the Committee or Sub-Committee.

* In case of executive sessions, a summary of decisions made shall be kept and become a part of the Improvement Company records.

Article IX Amendments

Section 1. Rules and Regulations

Amendments to the Rules and Regulations of the Weatherby Lake Improvement Company shall be proposed in writing at a meeting of the Board of Directors. Such proposed changes may be referred to an appropriate committee of the Board for review and recommendation. The committee chair shall report back to the Board of Directors and present a motion in support of any committee-

approved Rules and Regulations change(s). After discussion, the motion may pass or fail, or the matter may be sent back to committee for further consideration, or the motion may be revised and passed. If the motion passes, notice will then be sent by first class mail to all Members of the changes proposed in the Rules and Regulations together with a statement of the names of the members of the committee to which such change was referred and a statement of the time and place of the next regular meeting of the Board of Directors. If within 21 days after notice is given of the proposed changes the Executive Secretary receives written objections to such proposed change in the Rules and Regulations from 5% of the Membership, as of the date of the mailing, then such proposed change must be submitted to an Annual or Special Meeting of all Members at which time a majority of those Members present voting in favor of such change may authorize such change in the Rules and Regulations. If less than 5% of the Membership object to the proposed changes, then the Board of Directors shall at its next meeting declare such proposed change(s) to be effective.

Section 2. Amendments

An amendment to these By-Laws to be adopted must be approved by the members by two-thirds (2/3) of the votes cast at any Annual or Special Meeting of the Members or by a majority of the voting power, whichever is less, provided that the By-Law amendment or amendments proposed shall be included in the notice of the Meeting. (See ARTICLE III, SECTION 3). If the proposed amendment is duly adopted, the Board of Directors shall at its next meeting declare such proposed By-Law amendment or amendments to be effective.