

**BY-LAWS
OF
OAKWOOD HOMEOWNER'S ASSOCIATION**

ARTICLE I

NAME AND LOCATION

Section 1. *Name:* The name of the corporation is OAKWOOD HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association".

Section 2. *Offices:* The Principal office of the corporation shall be located in the County of DuPage, but meetings of Directors may be held at such places within the State of Illinois as may be designated by the Board of Directors. The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identified with such registered office as the Board of Directors may from time to time determine.

ARTICLE II

DEFINITIONS

Section 1. "Plat of Subdivision" shall also mean and include "Planned Unit Development".

Section 2. "Lot" shall mean and refer to any plot of land shown in any recorded Plat of Subdivision of the Properties (with the exception of the common areas) and upon which one individual detached single-family dwelling is constructed or to be constructed.

Section 3. "CC&Rs" shall mean Declaration of Covenant, Conditions and Restrictions (formerly called Declaration of Restrictions).

ARTICLE III

BOARD OF DIRECTORS – NUMBER - SELECTION – ELECTION - TERM OF OFFICE

Section 1. *Number.* The affairs of this Association shall be managed by a Board of Directors. The number of Directors shall not be more than 7 nor less than 3 as determined by the Board prior to the Notice of the Meeting. The directors shall all be members of the Association.

Section 2. *Election.* Election to the Board of Directors shall be at the annual meeting of the membership and shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to

exercise under the provisions of the CC&Rs. Directors shall be elected or removed by plurality-at-large vote of the members.

Section 3. *Vacancies.* In the event of death, inability, resignation, or removal of a director, a successor shall be selected by the remaining board members by majority vote at the next regular board meeting and shall serve for the unexpired term.

Section 4. *Compensation.* Members may receive compensation for services rendered to the Association, including reimbursement for actual expenses incurred in the performance of duties. There shall be no compensation, except of actual expenses, for a director, officer, or committee member.

Section 5. *Nominations.* At the annual meeting, the nominating committee shall nominate at least the minimum number of director openings depending on the availability of candidates.

Any member may nominate him/herself or another member of the Association for a director's office at the annual meeting. The nomination will not require a second. If that member is present and accepts the nomination, the chairperson will recognize that member as a legitimate candidate. If that person is absent, the chair will not recognize the nominee as a legitimate candidate.

Section 6. *Term of Office:* Directors shall serve two-year staggered terms.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. *Regular Meetings:* Regular meeting of the Board of Directors shall be held monthly in the first two weeks of each calendar month, at such place and hour as may be fixed, from time to time, by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next succeeding day, which is not a legal holiday. (See Sec 4 below)

Section 2. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or by electronic means to each director at the address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid or electronically. Any director may waive notice of such meeting, except where a director attends a meeting for express purpose of objecting 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 special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 3. *Quorum.* A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present may adjourn the meeting from time to time without further notice. Every act or decision done or made by a majority of the directors present a duly-held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. *Notice of Meetings:* Membership shall be notified at least 30 days prior to the regular Board of Directors' meetings and 72 hours prior to special Board of Directors' meetings of the date, time and place of the meeting. Notice of meetings shall be published on the Association's website and shall satisfy the minimum requirements for notification.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. *Powers.* The Board of Directors shall:

- a. Adopt, publish, and enforce rules and regulations governing the use of the common area and facilities and the personal conduct of the members and their guest thereon. As a minimum, the Board shall see that such rules and regulations are published on the Association's Web site.
- b. Have the power to exercise for the Association all duties and authority vested in or delegated to this Association not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the CC&Rs.
- c. Declare the position of a member of the Board of Directors to be vacant in the event such member of the Board shall be absent from three consecutive regular meetings of the Board of Directors.
- d. Employ a manager, an independent contractor, managing agent (which may be a corporation) or such other employees as they deem necessary, and to prescribe their duties
- e. Establish, levy, and assess, and collect assessments or charges.

Section 2. *Duties.* It shall be the duty of the Board of Directors:

- a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of

the members or at any special meeting or upon request by a member in good standing. In lieu of presenting at the annual meeting, the board may elect to mail a summary of its corporate affairs to the entire membership.

Upon verbal or written request the board shall make all corporate records available for individual review during hours that do not put unreasonable demands on the boards' personal obligations.

- b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- c) To fix the amount of the annual assessment against each Lot
- d) To send written notice of an assessment to each owner in accordance with the CC&Rs. Other public notice may be given in addition.
- e) To post a notice of the annual assessment on the Association's website. The Board may designate additional spots. Such postings shall be conclusive notice of an assessment.
- f) To issue, or to cause an appropriate officer to issue, upon demand, by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for issuance of these certificates. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.
- g) To prepare the budget for the next fiscal year's operating revenues and expenses. Such budget shall be posted on the association's web site and provided to the membership at the first meeting of the membership in that fiscal year.
- h) To procure and maintain adequate liability insurance for the Association and the Board, and adequate hazard insurance on property owned by the Association; and procure and maintain such additional insurance of any kind required by the CC&Rs or which the Board deems necessary to protect the interest of the Association.
- i) To cause Lake Charles, the beach, the eastern shoreline, the entranceways (35th Street and Ogden Avenue), the entranceway monuments and common property as established by plats or deeds to be maintained.
- j) To cause written notification to be sent to a member that his assessment or assessments are past due and in the event said assessment or assessments are not paid within thirty days after due, then to cause action in accordance with the CC&Rs.

ARTICLE VI

COMMITTEES

Section 1. The Association shall maintain the following standing committees:

- a) A Lake Management Committee, which shall advise the Board on all matters pertaining to the maintenance, repair or improvement of Lake Charles, the Eastern Shoreline of said lake and other areas, at the discretion of the Board, and shall perform such other functions as the Board, in its discretion, determines.
- b) A Landscape Committee, which shall advise the Board on all matters pertaining to the maintenance, repair or improvement of common areas not directly assigned the Lake Management Committee, and shall perform such other functions as the board, in its discretion, determines.

In addition, the Board of Directors shall create other standing or ad hoc committees as deemed appropriate in carrying out the purpose of the Association, such as, but not limited to:

- a) A Communication Committee, which shall publish announcements for the Board of Directors and committees. This committee shall maintain the Associations official internet web page. This committee may also publish an Association newsletter at a frequency dependent on a need to publish, the help available, and the funds allocated by the board.
- b) A CC&R and By-Law Committee, which shall review the governing documents of the Association to ensure they satisfy the needs of the majority of the membership and, when necessary, recommend to the board of directors the appropriate changes to be presented to and voted on by the membership.
- c) A Social Committee, which shall advise the Board of Directors on all matters pertaining to social program and activities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

The board shall determine the minimum and maximum number of members for each committee.

The president shall appoint the committee members and specify the chairperson of each committee. Appointees shall be members of the Association.

Section 2. It shall be the duty of each committee to receive and solicit comments from members on any matter involving corporation functions, duties, and activities within its field of responsibility. It shall dispose of such comments, as it deems appropriate, or

refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. *Annual Meeting:* An annual meeting of the members shall be held in April in each year in DuPage County, Illinois, at such time and place as shall be determined by the Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournments thereof, the board of directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

Section 2. *Special Meetings:* Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-tenth (1/10) of all the votes of the entire membership.

Section 3. *Notice of Meetings:* Written notice of each special meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by delivering or mailing a copy of such notice, postage prepaid at least five (5) days, but not more than forty (40) days, before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify a reasonable place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member with postage thereon prepaid.

Section 4. *Quorum.* The presence at the meeting of members entitled to cast, or of proxies entitled to cast, at least ten (10%) percent of the votes of the entire membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the CC&Rs, or these By-Laws. If, however, such quorum shall not be present in person or by proxy at any such meeting, the members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting, to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called.

Section 5. *Proxies and Voting.* At all meetings of members, each member may vote in person or by proxy. To be eligible to vote in person or by proxy at a meeting, a member must be registered with the Secretary or a designee(s) appointed by the Secretary when entering the meeting. A member may only give his/her proxy to another member and shall be limited to a specific meeting or any adjournment thereof. All proxies shall be in writing. It shall be the duty of the Secretary to validate that the proxy donor and the proxy holder are both members and that there is only one member or one proxy per lot

represented at the meeting. Prior to the determination of a quorum, the Secretary shall report to the presiding officer the total number of members present in person or by proxy. At the adjournment of that meeting, the Secretary shall cause the voiding, filing and storage of all proxies. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. The vote of a majority of the votes entitled to be cast by members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by members unless a greater proportion is designated in the Articles of Incorporation, By-Laws or CC&Rs. A majority or designated plurality (i.e. two-thirds) need not be obtained unless required by the Articles of Incorporation, the CC&Rs or specifically required elsewhere in these By-Laws.

Section 6. Rules. Roberts' Rules of Order shall govern all meetings, except where such Rules of Order are inconsistent with the CC&Rs, Articles of Incorporation or these By-Laws.

ARTICLE VIII

OFFICERS AND THEIR DUTES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a secretary and treasurer, and other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers: The Board of Directors shall elect officers at the first meeting of the directors following each annual meeting of the members.

Section 3. Term: The Board shall elect the officers of this Association annually. Each officer shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. The Board may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. *Multiple Offices.* The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. *Duties.* The duties of the officers are as follows:

- The President shall preside at all meetings of the Board of Directors: shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.
- The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporation seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- The Treasurer shall receive and deposit or cause to be received or deposited in appropriate bank accounts at Financial Institutions deemed by the Board of Directors at a regular meeting all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare or cause to be prepared an annual budget and a statement of income and expenditures and a report to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members within thirty days after its completion.

ARTICLE IX

BOOKS AND RECORDS

The CC&Rs, Articles of Incorporation, By-Laws, books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. Copies may be purchased at reasonable cost. In addition, the CC&Rs and the By-Laws shall be posted on the Association's website.

ARTICLE X

AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a two-thirds majority of a quorum of members present in person or by proxy, except in those matters where the CC&Rs, Articles of Incorporation, or these By-Laws specify a greater majority for action, in which case such majority shall be required for amendment. The board of directors shall be required to send notice of the proposed By-Law amendment(s) with the announcement of the regular or special meeting of the members. During said meeting, the chair shall not allow new motions from the floor to amend the By-Laws; but the chair shall permit, from the floor, subsidiary motions to the proposed By-Law amendment(s).

ARTICLE XI

CORPORATE SEAL

The Association will have a seal in circular form having within its circumference the name of the Association and such other matters as may be required by the Laws of the State of Illinois.

ARTICLE XII

CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation or other forms of identification as the board may determine.

ARTICLE XIII

FEES

Section 1. *Certificate of Payment* The fee for issuance of Certificate of Payment shall be \$0.00.

Section 2. *Late Charge for Delinquency of Annual Assessment* The late charge fee shall be \$10.

Section 3. *Curing of Default* The Association shall assess the delinquent owner all direct costs of action to collect the delinquency including, but not limited to, attorney's fees and recording fees.

ARTICLE XIV

MISCELLANEOUS

Section 1. *Fiscal Year* The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December every year.

Section 2. *Notice and Hearing.* Before any action to suspend voting rights or the right to use the common areas and the facilities thereon by a member, the Board of Directors shall issue at least ten days written notice to the member specifying the charges and stating the time and place hearing on such charge. At such hearing, the member shall be given an opportunity to be heard and to present evidence in answer to such charge.

Section 3. *Suspension Without Hearing.* The Board of Directors shall have the right to suspend the voting rights and the right of a member to use the common areas of the Association for any period during which any assessment against his Lot remains unpaid and delinquent.

Section 4. *Conflict.* In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the CC&Rs and these By-Laws or the Articles of Incorporation, the CC&Rs shall control.