

BYLAWS

OF

WILLOW BROOK ESTATES COMMUNITY ASSOCIATION UNITS 5 & 6

-1989-

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Article I

Name and Location

The name of the corporation is the Willow Brook Estates Community Association Units 5 & 6, hereinafter referred to as the "association." The principal office of the corporation shall be located at 3106 Forestview Trail, Crete, IL 60417, but meetings of members and directors may be held at such places within the State of Illinois, County of Will, as may be designated by the Board of Governors.

Article II

Definitions

Unless the context denotes otherwise the following terms are defined as follows:

- Section 1. The term "association" shall mean and refer to the Willow Brook Estates Community Association Units 5 & 6, its successors and assigns.
- Section 2. The term "properties" shall mean and refer to that certain real property described in the Declaration of Protective Covenants Willow Brook Estates Units 5 & 6. [attached hereto], and such additions thereto as may hereafter be brought within the jurisdiction of the association.
- Section 3. The term "common properties" shall mean all real property owned by the association for the common use and enjoyment of the members of the association.
- Section 4. The term "lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the common area.
- Section 5. The term "member" shall mean and refer to each person or entity who holds a membership in the association.
- Section 6. The term "owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. The term "declarant" shall mean and refer to Willow Brook Estates, its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the declarant for the purpose of development.

Section 8. The term "declaration" shall mean and refer to the declaration of covenants and restrictions applicable to the properties recorded in the office of clerk and recorder of Will County, State of Illinois.

### Article III

#### Membership

Section 1. Membership. Each person or entity who is a record owner of a fee simple interest including contract sellers, shall be a member of the association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the association. Ownership of the lot shall be the sole qualification for membership.

Section 2. Suspension of membership. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the association, the voting rights and right to use of the recreational facilities of the member may be suspended by the Board of Governors until the assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed 60 days, for violation of any rules and regulations established by the Board of Governors governing the use of the common properties and facilities.

### Article IV

#### Property rights: Rights of Enjoyment

Section 1. Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided in the declaration. Any member may delegate his rights of enjoyment of the common properties and facilities to the members of his family, his tenants or contract purchasers, who reside on the property. The member shall notify the secretary in writing of the name of any delegee. The rights and privileges of the delegee are subject to suspension to the same extent as those of the member.

## Article V

### **Board of Governors: Selection: Term of Office**

- Section 1. Number. The affairs of this association shall be managed by a Board of Governors, who must be members of the association and residing in Willow Brook Estates Units 5 and 6.
- Section 2. Election. At the first annual meeting the members shall elect 6 Governors for a term of two years each. At the third Annual meeting the members shall elect 3 governors for a term of two years each and 3 governors for a term of one year each. Thereafter, at succeeding annual meetings the members shall elect 3 governors for a term of two years each.
- Section 3. Removal. Any governor may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, resignation or removal of a governor, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.
- Section 4. Compensation. No Governor shall receive compensation for any service he may render to the association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.
- Section 5. Action taken without a meeting. The governors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the governors. Any action so approved shall have the same effect as though taken at a meeting of the governors.

## Article VI

### **Meetings of Governors**

- Section 1. Regular meetings. Regular meetings of the Board of Governors shall be held monthly without notice, at a 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 day which is not a legal holiday.
- Section 2. Special meetings. Special meetings of the Board of Governors shall be held when called by the president of the association, or by any two governors, after not less than 3 days notice to each governor.
- Section 3. Quorum. A majority of the number of governors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the governors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

## Article VII

### Nomination and Election of Governors

Section 1. **Nomination.** Nomination for election to the board of governors shall be made by a nominating committee. The nominating committee shall consist of a chairman, who shall be a member of the Board of Governors, and two or more members of the association. The nominating committee shall make as many nominations for election to the Board of Governors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. The nominations shall be made from among members. The committee shall serve from the time of appointment until the close of the next annual meeting. During the month of September, the nominating committee will present a slate of nominees to the Board of Governors. During the month of October, the Board of Governors shall notify the members in writing of the nominating committee's slate of candidates and of the right of each member to nominate members of the Association for election to the Board of Governors. The notice shall also inform the members that nominations from the general membership will be accepted until November 15. The Board of Governors shall notify the general membership of the entire slate of candidates including those nominated by the nominating committee and those nominated by the general membership. Such notice shall be sent no later than December 1. No further nominations will be made.

Section 2. **Election.** Election to the Board of Governors shall be by secret written ballot. At the 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 declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## Article VIII

### Power and Duties of the Board of Governors

Section 1. **Powers.** The Board of Governors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the common properties and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Exercise for the association all powers, duties and authority vested in or delegated to this association and not reserved to the membership by other provisions of these bylaws, the articles of incorporation, or the declaration;
- (c) Declare the office of a member of the board of Governors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of Governors; and
- (d) Employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties.

(e) Exercise for the Association whatever action may be required to uphold the provisions of the Protective Covenants.

Section 2. Duties. It shall be the duty of the board of Governors to:

- (a) 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 when the statement is requested in writing by one-fourth of the members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this association, and to see that their duties are properly performed;
- (c) As more fully provided herein, and in the declaration, to: fix the amount of the annual assessment against each lot and send written notice of each assessment to every owner subject thereto at least 30 days in advance of each yearly assessment.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate stating whether or not any assessment has been paid. A reasonable charge may be made by the board for the issuance of these certificates. If a certificate states an assessment has been paid, it shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the common area to be maintained.

## Article IX

### Committees

Section 1. The Board of Governors shall appoint an architectural committee, as provided in the declaration, and a nominating committee, as provided in these bylaws. In addition, the board of Governors shall appoint other committees as deemed appropriate in carrying out its purposes, such as:

- (a) A recreation committee which shall advise the board of Governors on all matters pertaining to the recreational program and activities of the association and shall perform any other functions as the board, in its discretion, determines;
- (b) A maintenance committee which shall advise the Board of Governors on all matters pertaining to the maintenance, repair or improvement of the properties, and shall perform any other functions as the board, in its discretion, determines;
- (c) A publicity committee which shall inform the members of all activities and functions of the association, and shall, after consulting with the board of Governors, make any public releases and announcements as are in the best interests of the association; and

(d) An audit committee which shall supervise the annual audit of the association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, as provided in Article XI, section 8(d). The Treasurer shall be an ex officio member of the committee.

Section 2. It shall be the duty of each committee to receive complaints from members on any matter involving association functions, duties, and activities within its field of responsibility. It shall dispose of the complaints as it deems appropriate or refer them to any other committee, governor, or officer of the associations as is further concerned with the matter presented.

## Article X

### Meetings of Members

Section 1. Annual meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the association, and each subsequent regular annual meeting of the members shall be held during the month of December.

Section 2. Special meetings. Special meetings of the members may be called at any time by the President or by the Board of Governors, or upon written request of the members who are entitled to vote one-fourth of all of the votes of the entire membership.

Section 3. Notice of meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least 10 days before the 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 the member to the association for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth of the votes of membership shall constitute a quorum for any action except as otherwise provided in the articles of incorporation, the declaration, or these bylaws. If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

## Article XI

### Officers and Their Duties

- Section 1. Enumeration of officers. The officers of this association shall be a president and vice-president, who shall at all times be members of the Board of Governors, a Secretary, and a Treasurer, and other officers as the board may from time to time by resolution create.
- Section 2. Election of officers. The election of officers shall take place at the first meeting of the Board of Governors following each annual meeting of the members.
- Section 3. Term. The officers of this association shall be elected annually by the board no later than January 31 and each shall hold office for a term as stated in Article V section 2 unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.
- Section 4. Special appointments. The board may elect other officers as the affairs of the association may require, each of whom shall hold office for a period, have the authority, and perform any duties as the board may, from time to time, determine.
- Section 5. Resignation and removal. Any officer may be removed from office with or without cause by the board. Any officer may resign at any time by giving written notice to the board, the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise 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 by appointment of the board of Governors. The officer elected to the 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:
- (a) President. The President shall preside at all meetings of the board of Governors; see that orders and resolutions of the board are carried out; sign all leases, mortgages, deeds and other written instruments.
  - (b) Vice-President. 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 exercise and discharge any other duties as may be required of him by the board.



(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the association and affix it on all papers requiring the 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 perform any other duties as required by the board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the association and disburse funds as directed by resolution of the Board of Governors; sign all checks and promissory notes of the association with a cosignature of any other officer; keep proper book of account; cause an annual audit of the association books to be made by an audit committee at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## Article XII

### Assessments

Section 1. Creation of the lien and personal obligation of assessments. By the declaration each member is deemed to covenant and agree to pay to the association: (1) annual assessments or charges and (2) special assessments. The annual and special assessments, together with interest thereon and costs of collection thereof, as hereinafter provided, shall be a legal judgement and/or a charge on the land and shall be a continuing lien upon the property against which each assessment is made. Each assessment, together with interest, costs, penalties and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due and shall not pass to his successors in title unless expressly assumed by them.

Section 2. The Board shall prepare for distribution to all members and submit for their approval at the designated general meeting, an annual budget. Such budget shall include, but not be limited to, the estimated expenses for the year for maintenance and preservation of the Association and its common areas, development projects, insurance coverage, replacement reserves and contingency reserves as well as a projection for all anticipated income. The budget shall also indicate the projected cash flow requirements necessary to meet anticipated expenditures.

Section 3. Based upon the approved annual budget, the Board shall recommend for the approval of the membership an annual assessment for each lot. Payment of the assessment is due by March 31 of the year for which it is assessed. The approved assessment shall not be less than the approved budget and shall be equally divided among the lots.

(a) If payment is not received by March 31, then such assessment shall become delinquent and shall bear interest at the rate of eight percent (8%) per annum from the due date. A service charge (rate to be determined by sitting Board) shall also be added to the billing until such time as the total amount due is received by the Association.

(b) If legal actions are required to collect the outstanding amounts due, the delinquent lot owner(s) will be liable for attorney fees and court costs and any related costs.

Section 4. The Board shall recommend for approval of the membership a list of charges it will assess members in addition to the annual assessment for special services provided by the Association. Such charges shall be immediately billed after the services are performed and be due within thirty (30) days.

Section 5. The association shall upon demand at any time furnish a certificate in writing, signed by an officer of the association, setting forth whether the annual assessments are current. A reasonable charge may be made by the board for the issuance of these certificates. The certificate shall be conclusive evidence of the facts stated therein.

(a) If payment for charges are not received within thirty (30) days after billing of such charges, then such charges shall become delinquent and shall bear interest at the rate of eight percent (8%) per annum from the due date. A service charge (rate to be determined by sitting Board) shall also be added to the billing until such time as the total amount due is received by the Association.

(b) If legal actions are required to collect the outstanding amounts due, the delinquent lot owner will be liable for attorney fees and court costs.

Section 6. Effect of nonpayment of assessments: Remedies of the association. If the assessments are not paid on the date when due, then the assessment shall become delinquent and shall, together with interest thereon and cost of collection thereof as hereinafter provided, become a continuing lien or judgement on the property which shall bind the property in the hands of the then owner, his heirs, devisees, personal representatives and the assigns. The personal obligation of the then owner to pay the assessment, however, shall remain his personal obligation for the statutory period and shall not pass to his successors in title unless expressly assumed by them.

- Section 7. Subordination of the lien to mortgages. The lien of the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages now or hereafter placed upon the properties subject to assessment; provided, however, that the subordination shall apply only to the assessments which have become due and payable prior to a sale or transfer of such property pursuant to a decree of foreclosure, or any other proceeding in lieu of foreclosure. Any sale or transfer shall not relieve the property from liability for any assessments thereafter becoming due, nor from the lien of any subsequent assessment.
- Section 8. In circumstances requiring special consideration, the Board may act to reduce or remove a member's debt or lien.
- Section 9. In the event any circumstances prevent the adoption on an annual budget or assessment for any year, the prior year's assessment shall automatically become the assessment of the current year in amount and on the same due dates to preserve the financial integrity of the Association.
- Section 10. Any funds accumulated in a year in excess of the amount required for the actual expenditures during that year, shall be carried forward in the budget of the following year.

### Article XIII

#### Books and Records

The books, records and papers of the association shall at all times, during reasonable business hours, be subject to inspection by any member. The declaration, the articles of incorporation and the bylaws of the association shall be available for inspection by any member at the principal office of the association, where copies may be purchased at reasonable cost.

### Article XIV

#### Corporate Seal

The board of governors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

### Article XV

#### Amendments

- Section 1. These bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In case of any conflict between the articles of incorporation and these bylaws, the articles shall control; and in the case of any conflict between the declaration and these bylaws, the declaration shall control.

Article XVI

**Miscellaneous**

The fiscal year of the association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.