

## BLHA AMENDED AND RESTATED BY-LAWS

### **Objectives**

The purposes of the corporation as stated in its certificate of incorporation are for civic purposes; for improvement purposes for the improvement and advancement of the civic welfare and the general welfare of the members.

The specific purpose of the Corporation is to maximize the enjoyment by its members of surrounding common areas of the Bruce Lake Country Estates, and the subdivision thereof, particularly the body of water referred to as "Bruce Lake" (the "Lake") and the park thereto (the "Park") which was conveyed to this Corporation for the privilege and use of all its members through execution of a quitclaim deed by Grantors Frank J. Buzek and Lillian M Buzek, (the "Deed") which was subsequently recorded in BOOK 918 PAGE 462 registered with the DuPage County Recorder of Deeds.

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

### **Article I – Office**

#### **Section 1**

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office. The registered office for the corporation is located at 701 81<sup>st</sup> Street, Downers Grove, IL 60516. The principle office of the corporation is 901 81<sup>st</sup> St. The corporation may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

### **Article II – Membership**

#### **Section 1 – Definition**

A member of the corporation is any person or other legal entity which (i) owns one or more lots in the Bruce Lake Country Estates (hereinafter referred to collectively as the "Lots" and individually as a "Lot"), (ii) has paid membership fees, such that all membership fees associated with such Lot, as set forth in these by-laws, are paid in full and are not in arrears.

#### **Section 2 – Classes of Members**

The corporation shall have two classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

##### **(A) Residents**

A member shall be deemed to be a "Resident" if such member actually resides in Bruce Lake Country Estates and the Subdivision thereof. ("Subdivision" means Subdivision referred to in Paragraph 2 of the Deed). A Resident shall pay dues as

determined by the members. A Resident shall be entitled to one vote per membership.

(B) Lot Owners

A lot owner shall be deemed to be a "Lot Owner" if such member shall be the owner of a lot in Bruce Lake Country Estates and shall not be in actual residence in Bruce Lake Country Estates.

A Lot Owner shall be entitled to one vote per membership. He shall pay dues as determined by members.

**Section 3 – Fees, Dues and Assessments**

(A) Initiation Fee

As determined by the members at the Annual Meeting and stated in the Rules and Regulations of the Bruce Lake Homeowners Association. Payment of the Initiation Fee by each member shall be due upon consent to membership or purchase of a Lot by any person purchasing a Lot from a member.

(B) Annual Dues

As determined by the members at the Annual Meeting and stated in the Rules and Regulations of the Bruce Lake Homeowners Association.

(C) Payment of Dues

Dues shall be due and payable the first day of February each year. Dues of a new member shall be prorated from the first day of the month in which such new member joins, through the remainder of the fiscal year.

(D) Default; Termination of Membership; Judgement

When any member of any class shall be in default in the payment of dues for a period of six (6) months from the beginning of the period for which the Dues become payable (such member being referred to as a "Defaulting Member"), the membership of such Defaulting Member may be terminated by the Board of Directors. Defaulting Members shall be liable to the Corporation for all costs, including reasonable attorneys' fee, incurred by the Corporation in collecting Dues from a Defaulting Member. The Board of Directors may also obtain a judgement against any Defaulting Member for all amounts owed to the Corporation by such Defaulting Member and satisfy such judgement in accordance with applicable law.

#### **Section 4 – Voting Rights**

Each membership shall be entitled to one vote on each matter submitted to a vote of the membership, providing all dues are paid.

#### **Section 5 – Transfer of Membership**

Membership in the corporation is not transferable or assignable, except upon sale of a Lot. Upon such sale of a Lot, such a buyer shall automatically become a member upon proper payment of the Initiation Fee.

#### **Section 6 – Issuance of Certificates**

When a member has been elected to membership and he has paid the initiation fee and dues that may then be required, a certificate of membership shall be issued to him by the Secretary, if the Board of Directors shall so provide.

### **Article III – Meetings of Members**

#### **Section 1 – Annual Meeting**

##### **(A) Time of Meeting**

The Annual Meeting of the members shall be held within the first 30 days of January in each year at the hour of 7:00p.m. for the purpose of installing directors and for the transaction of such other business as may come before the meeting.

##### **(B) Place of Meeting**

The Board of Directors may designate any place within the vicinity of Bruce Lake Country Estates as the place of meeting for the annual meeting. If no designated place is made, the place of meeting shall be the principle office of the corporation in the State of Illinois.

##### **(C) Notice of Meeting**

Written or printed notice stating the purpose, place, day and hour of the Annual Meeting of members shall be delivered, either personally or by email, to each member entitled to vote at such meeting, not less than five days nor more than forty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

#### **Section 2 – Annual Election Meeting**

##### **(A) Time of Meeting**

The Annual Election Meeting of the members shall be held within the first twenty-five days of September in each year at the hour of 7:00 p.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

(B) Time and Place of Meeting

The place of the meeting for the annual election meeting shall have the same requirements as defined in Section 1B of the Annual Meeting.

(C) Notice of Meeting

The notice of meeting for the annual election meeting shall have the same requirements as defined in Section 1C of the Annual Meeting.

**Section 3 – Regular Board of Directors’ Meeting**

(A) Date of Meeting

A regular meeting shall be held each and every month by the Board of Directors. At the beginning of each calendar year, the Board of Directors shall establish the day and week of its regular meeting for that calendar year.

(B) Time and Place of Meeting

The Board of Directors may provide by resolution the time and place, within the area of Bruce Lake Estates as the place for holding meeting of the Board of Directors.

**Section 4 – Special Meeting**

(A) Special Meeting

Special Meetings of the members may be called either by the President, the Board of Directors, or not less than one-tenth of the members having voting rights to transact that business and only that business for which the special meeting is required.

(B) Place of Meeting

The place of meeting for the Special Meeting shall have the same requirements as defined in Section 1B of the Annual Meeting.

(C) Notice of Meeting

The notice of meeting for the Special Meeting shall have the same requirements as defined in Section 1C of the Annual Meeting.

**Section 5 – Attendance of Meetings**

Only paid members shall be allowed to attend any Association Meeting, unless specifically invited by the Board of Directors.

**Article IV – Quorum and Proxies**

**Section 1 – Membership Meetings**

At membership meetings, members holding one-tenth of the votes entitled to be cast, represented in person or by written proxy shall constitute a quorum.

## **Section 2 – Board of Directors’ Meetings**

At meeting of the Board of Directors a majority of the total members of the Board of Directors shall constitute a quorum and a majority vote of the Directors present at such meeting shall prevail.

## **Section 3 – Proxies**

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after five (5) months from the date of its execution, unless otherwise provided in the proxy.

## **Article V – Management**

### **Section 1 – General**

The management of the corporation shall be vested in a President, Vice-President, Secretary, Treasurer, and five other Directors.

### **Section 2 – Standing Rules and Regulations**

There will be standing Rules and Regulations that will govern use of Lake, Park and Personal Property owned by the Association and such other issues not specifically addressed in these By-Laws. The Secretary shall keep an accurate, up-to-date list as part of the corporate record to be reviewed by each new board. These Rules and Regulations can be adopted and/or changed with a two-thirds vote of members present at any official meeting of the members of the Bruce Lake Homeowners Association.

### **Section 3 – Safety Regulations**

The Board of Directors may, at their discretion, establish safety regulations governing use of the Lake, Park, and Personal Property owned by the Association. Such establishment of Safety Regulations is not to conflict with the Standing Rules and Regulations but is for the purpose of giving interim discretionary powers to the board until a meeting of the members can address the issue.

## **Article VI – Officers**

### **Section 1- Number**

The board of Directors shall consist of nine (9) members including a President, Vice-President, Secretary, Treasurer and five (5) other Directors.

### **Section 2 – Qualifications**

Directors must be residents of Bruce Lake Estates and members of the corporation.

### **Section 3 – Election**

The Directors of the corporation shall be elected annually by the membership at the Annual Election Meeting as specified in Article III, Section 2.

### **Section 4 – Tenure**

All Directors, with the exception of the President, shall be elected by the membership for a period of one year and shall hold office until the Annual Meeting or until his successor shall have been elected and installed. In the case of the President, he shall hold the Presidency for one year and shall automatically become a Director for the succeeding year. In the event the President seeks reelection for another term, the Board of Directors shall appoint another Director to fill the vacancy.

### **Section 5 – Removal**

Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgement the best interests of the corporation would be served thereby, but such a removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **Section 6 – Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **Article VII – Duties of the Officers**

### **Section 1 – General Powers**

All affairs of the corporation shall be managed by its Board of Directors, which shall appoint certain officers to act at the direction of the Board of Directors.

### **Section 2- President**

The President shall be the principle executive officer of the corporation and shall be in general supervision and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the corporation, and in general shall perform all duties incident to the officer of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an Ex-Officio member of all committees except the nominating committee.

### **Section 3 – Vice-President**

In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Should the President resign or be permanently incapacitated the Vice-President shall succeed to the presidency.

### **Section 4 – Treasurer**

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories, within seven (7) days after receipt of monies; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. At each monthly meeting of the Board of Directors, he shall make a statement of financial condition of the corporation and at the Annual Meeting of the corporation, he shall submit a detailed report of the financial condition of the corporation for the preceding fiscal year, which report will be audited by the Committee designated by the Board of Directors.

### **Section 5 – Secretary**

The Secretary shall keep the minutes of all meetings in one or more books provided for that purpose and distribute the minutes to all members prior to the next Board Meeting; see that all notes are duly given in accordance with the provisions of these By-Laws and as required by law; be custodian of corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the secretary by such members, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **Article VIII – Committees**

### **Section 1 – Committee of Directors**

The Board of Directors shall have the power to appoint the following committees:

- (A) Lake
- (B) Park
- (C) Social
- (D) By-Laws Review

#### (E) At-Large

Each of these committees shall consist in membership of at least one member of the Board of Directors and as many other members as may be deemed necessary. All committee members shall be members of the Association. Special Consultants to these committees may also be appointed, if necessary. The special consultants need not be members of the corporation.

The above mentioned committees under the direction of the Board of Directors will conduct business of the corporation that may be assigned to them by the Board of Directors. The Board of Directors may give prior authorization to the committee to act as an agent of the Board of Directors within specified guidelines as to the expenditure of funds and the making of commitments for which the Corporation would be obligated.

The above mentioned committees shall make progress reports at each Board of Directors' meetings so as to inform the Board of Directors of business matters that have been conducted and of business matters that may require action at a future date. Progress reports may be made in either oral or written form.

#### **Section 2 – Special Committees**

Other special committees may, at the discretion of the Board of Directors, be appointed to handle special items of business. Members of special committees shall be members of the corporation and, at the discretion of the Board of Directors, may or may not include a member of the Board of Directors.

Special Consultants who are not members of the corporation may be appointed to assist a special committee.

After the completion of task of performing the special business for which the committee was formed, the Board of Directors may dissolve the committee.

Special Committees shall operate within the guidelines set forth in Section 1 of this Article as to Authorization of Expenditures, obligating the corporation, and the making of progress reports.

#### **Section 3 – Tenure of Officer**

Each member of a committee shall continue as such until the next annual meeting of the members and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such a member shall cease to qualify as a member thereof.

#### **Section 4 – Chairman**

One member of each committee shall be appointed chairman.

#### **Section 5 – Vacancies**



Vacancies in the membership of any committee may be filled by appointments. Such appointments will be in the manner of original appointments.

#### **Section 6 – Quorum**

A majority of the whole committee shall constitute a quorum. The act of a majority of committee members present at a meeting shall be the act of the committee.

#### **Section 7 – Rules**

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

### **Article IX – Contracts, Checks, Deposits and Funds**

#### **Section 1 – Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to make contracts and incur any liability which may be appropriate to enable the corporation to accomplish any or all of its purposes, provided such contracts or liabilities do not exceed the total current assets at the time of commitment.

#### **Section 2 – Checks, Drafts, Etc**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the corporation.

#### **Section 3 – Deposits**

All funds of the corporation shall be deposited, within seven (7) days from receipt of monies, to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **Section 4 – Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift bequest or device for the general purposes or for any special purpose of the corporation.

### **Article X – Books and Records**

#### **Section 1**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent, or attorney, at any reasonable time.

#### **Article XI – Fiscal Year**

##### **Section 1**

The fiscal year of the corporation shall begin on the first day of February and end on the last day of January in each year.

#### **Article XII – Seal**

##### **Section 1**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Illinois”.

#### **Article XIII – Waiver of Notice**

##### **Section 1**

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Article of Incorporation or by the By-Laws of the corporation, a waiver thereof 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 giving such notice.

#### **Article XIV – Amendments Proxy Vote**

##### **Section 1**

Amendments hereto may be made at the Annual Meeting or at a Special Meeting for the purpose, by a two-thirds vote of the members present and voting, holding one-tenth of the votes entitled to be cast, represented in person, or by written proxy, provided written notice of the proposed Amendments shall be submitted to the Board of Directors and approved by a majority vote of the whole said Board and provided further that notice of the proposed Amendments shall be given to all members.

#### **Article XV – Parliamentary Authority**

## **Section 1**

The Rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

NOTES