

BYLAWS
HAWTHORN VILLAGE HOMEOWNER'S ASSOCIATION
An Illinois Not For Profit Corporation

WHEREAS, the Conditions, Covenants, Restrictions and Reservations affecting the property known as the Hawthorn Village Subdivision in Kendall Township, Kendall County, Illinois, were filed and recorded with the Kendall County Recorder's office, Kendall County, Illinois, on the 5th day of May, 1996, and

WHEREAS, such Conditions, Covenants, Restrictions and Reservations allow for the formation of the Hawthorn Village Homeowner's Association, Inc., an Illinois Not For Profit corporation, to be comprised of the owners of the twenty-three (23) residential lots within Hawthorn Village Subdivision and their successors, heirs and assigns. Owner(s) of each lot are association members.

NOW THEREFORE, said members adopt the following bylaws of the Hawthorn Village Homeowner's Association, Inc.

ARTICLE I
Meetings

Section 1. *Place of meeting.* All meetings of the corporation members and the Board of Directors must be held within the confines of incorporated or unincorporated Yorkville, Illinois.

Section 2. *Annual meeting of members.* After 2003, an annual meeting of the members will be held in each year on the first Monday in June, at 7:00PM. One purpose of the annual meeting will be the election of a Board of Directors.

Section 3. *Notice of annual meeting of members.* Written notice of the time, place, and purposes of the meeting must be mailed or emailed as provided below, to each member entitled to vote at the meeting at least 10 days prior to the date fixed by Section 2 of this article.

Section 4. *Delayed annual meeting.* If the annual meeting of the members is not held on the day designated, the meeting may be called and held as a special meeting. The proceedings of the special meeting may be the same as at an annual meeting. However, the notice of such a meeting must be the same as that required for the annual meeting, namely, not less than a 10-day notice.

Section 5. *Order of business at annual meeting.* The order of business at the annual meeting of the members will be as follows:

- (a) **Roll call.**
- (b) **Report of President.**
- (c) **Report of Secretary**
- (d) **Report of Treasurer.**
- (e) **Election of Directors.**
- (f) **Transaction of other business mentioned in the notice.**
- (g) **Adjournment.**

In the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

Section 6: *Special meetings of members.* The President, a majority of the Board of Directors, or a majority of the association members (shareholders) may call a special meeting of the members at

any time.. The method by which a special meeting may be called is as follows: upon receipt of a specification in writing stating the date and objects of the proposed special meeting, signed by the President or a majority of the Board of Directors, the Secretary will prepare, sign, and mail or email the notice of the meeting. The notice may be signed by the stamped, typewritten, or printed signature of the Secretary.

Section 7. *Notice of special meeting of lot members.* At least three days prior to the date fixed for holding a special meeting of members, written notice of the time, place and purposes of the meeting will be mailed or emailed, as provided below, to each lot member entitled to vote at the meeting. Only business mentioned in the notice may be transacted at the special meeting.

Section 8. *Organization meeting of Board.* At the place of the annual meeting of members and immediately following it, the Board of Directors as constituted upon final adjournment of the annual meeting will convene to elect officers and transact any other business properly brought before it. However, the organization meeting may be held at a different time and place than provided, by consent of a majority of the Directors of the new Board.

Section 9. *Regular meetings of Board.* Regular meetings of the Board of Directors must be held not less frequently than twice per year and as needed to address any special circumstances. Meetings are to be held in Yorkville or Kendall Township, Illinois, and at a time to be determined by the Board of Directors. Notice of regular meetings of the Board will be provided to all association members in the method described in Section 3 of this article.

Section 10. *Special meetings of Board.* Special meetings of the Board of Directors may be called by the President at any time by means of written notice by mail or email. The notice will state the time, place, and purpose of the special meeting to each director. The sufficiency of that notice is in the President's discretion. Action taken at any special meeting of the Board will not be invalidated for want of notice if the notice is waived as provided below.

Section 11. *Notices and mailing.* All notices required to be given by any provision of these bylaws will state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors" as the case may be) and will bear the written, stamped, typewritten or printed signature of the Secretary. Every notice will be deemed duly served when it has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the sender at the last address appearing on the membership record of this corporation or when delivered by email to the last email address appearing on the membership record of this corporation.

Section 12. *Waiver of notice.* Notice of the time, place, and purpose of any meeting of the members or of the Board of Directors may be waived by email, fax, telegram, cablegram, or other writing before the meeting was to be held.

ARTICLE II

Quorum

Section I. Quorum of members. Presence in person or by proxy of members representing a majority of the voting rights of this corporation constitutes a quorum at any meeting of the members.

Section 2. Quorum of Directors. A majority of the Directors constitutes a quorum.

ARTICLE III
Voting, Elections and Proxies

Section 1. *Persons entitled to vote.* Except as the articles or an amendment to the articles otherwise provides, each member of this corporation will, at every meeting of the members, be entitled to one vote per lot, in person or by proxy, on each subject properly submitted for vote.

Section 2. *Proxies.* No proxy will be deemed operative until signed by the member and filed with the corporation. In the absence of limitation to the contrary contained in the proxy, it will extend to all meetings of the members and will remain in force three years from its date or until sooner revoked.

Section 3. *Inspectors.* Whenever any person entitled to vote at a meeting of the members requests the appointment of inspectors, a majority of the members present at the meeting and entitled to vote will appoint not more than three inspectors, who need not be members. If the right of any person to vote at the meeting is challenged, the inspectors will determine that right. The inspectors will receive and count the votes either upon an election or for the decision of any question and will determine the results. Their certificate of any vote will be prima facie evidence of the vote.

ARTICLE IV
Board of Directors

Section 1. *Number and term of Directors.* The business, property, and affairs of this corporation will be managed by a Board of Directors composed of a minimum of five persons who are members of this corporation. Each director will hold office for the term for which he/she is elected and until his/her successor is elected.

Section 2. *Classification of Directors.* At the first annual meeting of the members, the members of the Board of Directors will be divided into three classes: two classes with two members and one class with one member. The members of the first class of two will hold office for a term of three years; the members of the second class of two will hold office for a term of two years; the member of the third class will hold office for a term of one year. At all subsequent annual elections, director(s) will be elected by the members for a term of three years to succeed the director(s) whose term(s) expires at that time

Section 3. *Vacancies.* Vacancies in the Board of Directors will be filled by calling a special Homeowners' Association meeting to elect a new Board member to fulfill the unexpired term.

Section 4. *Power to make bylaws.* The power to make or alter bylaws is reserved for association members and requires a majority of votes cast to make or alter a bylaw.

Section 5. *Power to elect officers.* The Board of Directors will select a President, one or more Vice-Presidents, a Secretary, and a Treasurer. No officer except the President must be a member of the Board. A Vice-President who is not a director will not succeed to or fill the office of President.

Section 6. *Power to appoint agents.* The Board of Directors may appoint agents that are necessary for transacting corporation business.

Section 7. *Removal of agents.* The Board of Directors may remove any agent whenever in the Board's judgment the business of the corporation will be served.

Section 8. *Delegation of powers.* For any reason deemed sufficient by the Board of Directors, the Board may delegate all or any of the powers and duties of any officer to any other officer or director. However, no officer or director may execute, acknowledge, or verify any instrument in more than one capacity.

Section 9. *Power to appoint executive committee.* The Board of Directors may appoint by resolution an executive committee composed of two or more Directors who, to the extent provided in the resolution, will have the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

Section 10. *Power to require bonds.* The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of duties.

ARTICLE V Officers

Section 1. *President.* The President will be selected by, and from the membership of, the Board of Directors. The President is the chief executive officer of the corporation. The President will preside over all meetings of the Board and of the members. The President has general and active management of the corporation business and will see that all orders and resolutions of the Board and Homeowners' Association are carried into effect. The President is ex officio a member of all standing committees and has the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 2. *Vice-Presidents.* At least one Vice-President will be chosen from the membership of the Board. The Vice-Presidents that are Board members, in the order of their seniority, will perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3. *Secretary.* The Secretary will attend all meetings of the members, the Board of Directors, and the executive committee, and will preserve in books of the corporation true minutes of the proceedings of all meetings. The Secretary will make minutes from all meetings of the members, Board of Directors, or the executive committee available for review by any association member upon request within 14 business days of the request. The Secretary will give all notices required by statute, bylaw, or resolution. The Secretary will perform other duties delegated to him/her by the Board of Directors or by the executive committee.

Section 4. *Treasurer.* The Treasurer has custody of all corporate funds and securities and will keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. The Treasurer will deposit all monies, securities, and other valuable affects in the name of the corporation in depositories designated for that purpose by the Board of Directors. The Treasurer and one Board member must sign each check. The Treasurer will disburse the funds of the corporation as ordered by majority vote of the Board (in emergency situations) or as directed by the membership approved budget, taking proper vouchers for disbursements, and will render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions and the financial condition of the corporation. If required by the Board, the Treasurer will deliver to the President of the corporation, and will keep in force, a bond

in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of the office, and for restoration to the corporation in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and property of whatever kind in his/her possession or under his/her control belonging to the corporation. The Treasurer will provide an account of all transactions and report on the financial condition of the corporation to the association membership at each annual meeting.

ARTICLE VI Execution of Instruments

Section 1. Checks, etc. All checks, drafts, and orders for payment of money will be signed in the name of the corporation and will be countersigned by officers or agents the Board of Directors designates for that purpose.

Section 2. Contracts, conveyances, etc. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President or any Vice-President, and the Secretary, may execute the instrument in the name of this corporation . The Board of Directors is entitled to designate the officers and agents who have authority to execute any instrument in behalf of this corporation.

ARTICLE VII Membership and Dues

Membership shall be comprised of the owners of the twenty-three (23) residential lots within Hawthorn Village Subdivision and their successors, heirs and assigns.

- 1. Dues and/or annual assessments of all Members shall be due and payable on August 1st of each year or as otherwise set by the Board of Directors**
- 2. Amount of such assessments must be agreed to by 75% of votes cast by Association Members.**
- 3. Failure to pay annual dues and/or special assessments will result in a lien on Member property.**
- 4. Association Members whose annual dues or special assessments are in arrears are not entitled to vote at any Association meetings.**
- 5. ATTORNEYS' FEES and Other Collection Costs: If, on account of any breach of default by Member, hereto, under the terms, conditions and covenants of these Bylaws, it shall become necessary for the ASSOCIATION hereto to employ an attorney or attorneys to enforce or defend any of the ASSOCIATION'S rights, or remedies hereunder, ASSOCIATION shall be entitled to any reasonable attorney's fees incurred in such connection. In addition, the ASSOCIATION shall be entitled to collect from the Member in default court costs, filing fees and any other related collection costs.**

ARTICLE VIII
Common Ground Mowing

Each member of the Association is responsible for helping to maintain the common ground. To facilitate the mowing of the common ground spaces, each lot owner has been designated a portion of the ground to mow. Please see attached plot for lot assignments. The homeowner must either mow the assigned space, make arrangements to have a neighbor or other person mow their assigned space, or pay a fee set by the Board of Directors to have the Board hire a contractor to do the mowing of their assigned space. Recognizing that the common ground berms are more difficult and dangerous to mow, the Board of Directors will seek and hire contractors to mow the common ground berms each season.

ARTICLE IX
Amendment of Bylaws

Section 1. Amendments, how effected. These bylaws may be amended or repealed by the affirmative vote of a majority of the Members entitled to vote at any regular or special meeting of the Members.

Notice of any proposed amendment or repeal must be contained in the notice of the meeting. Any Bylaws made by the affirmative vote of a majority of the Members entitled to vote at any regular or special meeting of the Members will become a part of these Bylaws immediately or on the date specified by the Members when the vote is taken.

END

Effective June 2014