

## **EXHIBIT "E"**

### **BY-LAWS OF BALAJI HOMES CONDOMINIUM ASSOCIATION**

#### **ARTICLE I**

##### **PURPOSE AND POWERS**

The name of the Association shall be Balaji Homes Condominium Association, or a similar name. The Association shall be responsible for the general management and supervision of the Property and shall have all of the powers to perform, and shall be responsible to perform, all of the obligations provided in the Declaration, these By-Laws and the articles of incorporation. Further, the Association shall have all powers now or hereafter granted by the General-Not-For-Profit Corporation Act of the State of Illinois (805 ILCS 105/101.01 et. seq.) and Illinois Condominium Property Act (765 ILCS 605/1 et. seq.) that shall be consistent with the purposes specified herein and in the Declaration. All present and future Owners, Occupants, tenants, future tenants, and their agents and employees, and any other Person that might use the Property in any manner, shall be subject to the provisions of the Declaration and these By-Laws. The acquisition or rental of a Unit or the act of occupancy of a Unit will signify that the Declaration and these By-Laws are accepted, ratified and will be complied with.

#### **ARTICLE II**

##### **OFFICES**

###### **Section 2.01: Registered Office**

Upon incorporation, the Association shall have and continuously maintain in the State of Illinois a registered office and registered agent whose office shall be identical with such registered office. The Association may have other offices within or without the State of Illinois as the Board may from time to time determine.

###### **Section 2.02: Principal Office**

The principal office of the Association shall be maintained in Kane County, Illinois or any other location as deemed appropriate by the Board.

## ARTICLE III

### MEMBERSHIP

#### Section 3.01:       **Members**

Every Owner of a Unit that is subject to any assessment by the Association shall be a member of the Association. Ownership of such Unit shall be the sole qualification of membership in the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. No Owner shall have more than one (1) vote per Unit. Membership shall be appurtenant to, and may not be separated from, ownership of any Unit that is subject to any assessment by the Association, and such membership shall automatically terminate upon the sale, transfer or other disposition of such Owner's Unit Ownership.

#### Section 3.02:       **Classes of Membership**

The Association shall have only one (1) class of voting membership, which shall be all those Owners as defined in Section 3.01 of these By-Laws.

#### Section 3.03:       **Voting Members and Voting Rights**

- (a) Until the date of the first annual meeting of Members, as provided in Article IV, Section 4.02 hereof, no Member of the Association shall have the right to elect the members of the Board and all such members of the Board shall be appointed and hold office as provided in Article V, Section 5.02 hereof.
- (b) Commencing with the date of the first annual meeting of the Members, the total number of votes of all Voting Members for the Association shall be one hundred (100), and each Owner or group of Owners of a Unit shall be entitled to the number of votes equal to the total of the percentage of ownership in the Common Elements applicable to his, her or their Unit Ownership as set forth in Exhibit "D" to the Declaration, except as otherwise provided in this Section. When thirty percent (30%) or fewer of the Units, by number, possess over fifty percent (50%) in the aggregate of the votes in the Association, any percentage vote of Owners specified in the Act or in the Declaration or these By-Laws shall require the specified percentage by number of Units rather than by percentage of interest in the Common Elements allocated to Units that would otherwise be applicable.
- (c) When more than one (1) person is the record Owner of any Unit, all such persons shall be members in the Association and may be present at any meeting of the Voting Members. However, there shall be only one (1) person with respect to each Unit Ownership who shall be entitled to vote

at any meeting of the Owners, and such person shall be known (and hereinafter referred to) as the "Voting Member" for said Unit. Such Voting Member may be the Owner or one of the group composed of all the Owners of a Unit, or may be some person designated to act as proxy for such Owner(s) and who need not be an Owner. Such designation shall be made in writing to the Board and shall be revocable at any time by actual notice to the Board of the death or judicially declared incompetence of any designator, or by written notice to the Board by the Owner(s). If, in the case of multiple individual Owners of a Unit, no designation is given to the Board, then the Board, at its election, may recognize any individual Owner of the Unit as the Voting Member of such Unit.

## **ARTICLE IV**

### **OWNER MEETINGS**

#### **Section 4.01: Quorum and Procedure**

- (a) Meetings of the Voting Members shall be held at the Property or at such other place in Kane County, Illinois, as may be designated in any notice of a meeting. The presence at any meeting, in person or by proxy, of Voting Members holding twenty percent (20%) of the total votes in the Association shall constitute a quorum. Unless otherwise expressly provided herein or required by the Act, any action may be taken at any meeting of the Voting Members at which a quorum is present upon the affirmative vote of the Voting Members having a majority of the total votes present or represented by proxy at such meeting. Cumulative voting is not permitted.
- (b) Matters subject to affirmative vote of Voting Members having two-thirds (2/3) or more of the total votes in the Association shall include: 1) merger or consolidation of the Association, 2) sale, lease, exchange, or other disposition (excluding the mortgage or pledge) of all, or substantially all of the property and assets of the Association; and 3) the purchase or sale of land or of Units on behalf of all Owners.

#### **Section 4.02: Annual Meeting**

- (a) The first annual meeting of the Voting Members shall be held on such date as is fixed by the Declarant, which date shall in no event be later than the earlier of (a) three (3) years from the date the Declaration is Recorded, (b) sixty (60) days from the date when seventy-five percent (75%) of the Units (after inclusion of the Additional Property pursuant to Article XIV of the Declaration), by percentage interest, have been conveyed by Declarant, or (c) such earlier time as selected by the Declarant.

- (b) Thereafter, an annual meeting of the Voting Members for the purpose of electing Board members and for the transaction of such other business as may come before the meeting shall be held each year on the same day of the year as the first annual meeting of the Voting Members was held, or at such other date as selected by the Board which date is not more than sixty (60) days before or after the day of the year that the first annual meeting of the Voting Members was held. Following the first annual meeting of Voting Members, an annual meeting of the Voting Members shall be held each year at a date, time and location as determined by the Board.

**Section 4.03: Special Meetings**

Special meetings of the Voting Members may be called at any time for the purpose of considering matters which, by the terms of the Declaration or these By-Laws, require the approval of all or some of the Owners, or for any other reasonable purpose. Said meetings shall be called by written notice, authorized by the President of the Association, a majority of the Board, or by Voting Members representing Units having twenty percent (20%) or more of the total votes in the Association. The written notice shall specify the date, time and place of the meeting and the matters to be considered. No matters other than those identified on the notice may be considered at the special meeting.

**Section 4.04: Notices of All Meetings**

Notices of meetings required to be given herein shall be given pursuant to the provisions of Article XIII, Section 13.02 of the Declaration. Unless otherwise stated in the Declaration or these By-Laws, written notice of meetings of the Voting Members (both annual and special meetings) stating the date, place and time of such meeting shall be delivered as provided in Article XIII, Section 13.02 of the Declaration not less than ten (10) nor more than thirty (30) days before the date of the meeting.

**Section 4.05: Proxies**

At any meeting of Voting Members, a Voting Member entitled to vote may either vote in person or by proxy executed in writing by the Voting Member or by his or her duly authorized attorney-in-fact. Proxies shall, unless otherwise provided in the proxy, be valid from the date of execution and for the duration of the proxy-giver's Ownership of a Unit, or until such proxy is revoked via a written instrument to that effect. Additionally, where there is an act requiring the vote of the Voting Members, the vote on such proposed action may be conducted by any electronic or acceptable technological means as further provided in the Act.

## ARTICLE V

### BOARD OF DIRECTORS

#### Section 5.01:        **Board of Directors**

- (a) The affairs of the Association and the direction and administration of the Property shall be vested in the Board, which, beginning with the first annual meeting of the Voting Members as provided in Article IV, Section 4.02 hereof, shall consist of five (5) individuals who shall be selected in the manner hereinafter set forth. Beginning with the first annual meeting of the Voting Members as provided in Article IV, Section 4.02 hereof, each member of the Board shall be one of the Owners; provided however, that in the event an Owner is a corporation, partnership, trust or other legal entity other than a natural person or persons, then any director or officer of such corporation, partner of such partnership, individual trustee or beneficiary of such trust, or agent or employee of a beneficiary of such trust, or manager of such legal entity, shall be eligible to serve as a member of the Board. If there are multiple Owners of a single Unit, only one shall be eligible to serve as a Board member at any one time.
  
- (b) Provided, however, that for a period commencing on the date the Declaration is Recorded and ending upon the election of the Board at the first annual meeting of the Voting Members, the Declarant, at its sole option, shall have the right to designate and select any number of persons who shall serve as members of the Board or to exercise the powers of the Board as provided in the Declaration, these By-Laws and the Act, and who need not be Owners. Until the date of the first annual meeting of the Voting Members as provided for in Article IV, Section 4.02 hereof, members of the Board shall be as appointed by the Declarant, from time to time, and shall hold office until the first annual meeting of the Voting Members.

#### Section 5.02:        **Election of Board Members**

- (a) Commencing with the date of the first annual meeting of the Voting Members as provided in Article IV, Section 4.02 hereof, election of members of the Board shall take place at the annual meetings of Voting Members. At the first annual meeting of the Voting Members, all five (5) Board member positions will be up for election. The three (3) candidates receiving the highest number of votes will be elected for a term of two (2) years and the two (2) candidates receiving the next highest number of votes shall be elected for a term of one (1) year. At each annual meeting of Voting Members thereafter, members of the Board shall be elected for two (2) year terms with the candidates receiving the highest number of votes with respect to the number of Board member positions to be filled

being deemed to be elected. Board members shall serve for their terms as herein provided and until their successors are duly elected or appointed and qualified, but Board members may succeed themselves in office. There shall be no cumulative voting allowed.

- (b) The Association may, upon adoption of the appropriate rules by the Board, conduct elections by secret written ballot whereby the voting ballot is marked only with the percentage of interest for the Unit and the vote itself, provided that the Board further adopt rules to verify the status of the Owner issuing a proxy or casting a ballot, and further that a candidate for election to the Board, or such candidate's representative, has the right to be present at the counting of the ballots for such election. Additionally, upon the adoption of a rule by the Board at least one hundred and twenty (120) days prior to an election of Board members, the Association may prohibit the use of proxies for Board elections and instead conduct elections by a ballot cast in person at the election meeting and either via Association issued mail-in ballot or via any acceptable technological means, as further provided in Section 18(b)(9)(B) and (B-5) of the Act.
- (c) Nomination for election to the Board shall be made from the floor at any applicable annual meeting and as otherwise provided by the Board in rules and regulations adopted prior to any election meeting. The Board may disseminate to Owners biographical and background information about candidates for election to the Board if (i) reasonable efforts to identify all candidates are made and all candidates are given an opportunity to include biographical and background information in the information to be disseminated; and (ii) the Board does not express a preference in favor of any candidate.

**Section 5.03: Annual Meeting of the Board**

The Board shall hold an annual meeting immediately after the annual meeting of the Voting Members at the same place as such annual meeting of the Voting Members, or within ten (10) days after the annual meeting of the Voting Members at such place and time as shall be fixed by the Board in the annual meeting notice.

**Section 5.04: Regular Meetings of Board**

Regular meetings of the Board, of which there shall be at least four (4) each year, shall be called, held and conducted in accordance with such regulations as the Board may adopt. Meetings of the Board shall be open to any Owner, except that the Board may close any portion of a noticed meeting or may meet separately from a noticed meeting to:

- (a) Discuss litigation when an action against or on behalf of the Association has been filed and is pending in a court or administrative tribunal, or when the Board finds that such an action is probable or imminent;
- (b) Discuss the appointment, employment, engagement or dismissal of an employee, independent contractor, agent, or other provider of goods and services;
- (c) Interview a potential employee, independent contractor, agent or other provider of goods and services;
- (d) Discuss violations of rules and regulations of the Association;
- (e) Discuss an Owner's unpaid share of the Common Expenses; or
- (f) Consult with the Association's legal counsel.

However, any vote on the above matters shall take place at a meeting of the Board or portion thereof open to any Owner. Any Owner may record the proceedings at Board meetings or portions thereof required to be open to the Owners by these By-Laws or the Act by tape, film or other means; provided, however, that the Board may prescribe reasonable rules and regulations to govern the right to make such recordings.

**Section 5.05: Special Meetings of Board**

Special meetings of the Board shall be held upon call by the President or by twenty-five percent (25%) of the members of the Board.

**Section 5.06: Meetings Notice**

- (a) Notice of meetings of the Board shall be provided at least forty-eight (48) hours prior thereto to each Board member by one of the delivery methods provided for in Article XIII, Section 13.02 of the Declaration. Any Board member may, in writing, waive notice of a meeting, or consent to the holding of a meeting without notice, or consent to any action of the Board without a meeting.
- (b) Copies of notices of meetings of the Board shall be posted in entranceways, elevators, or other conspicuous places on the Property at least forty-eight (48) hours prior to the meeting of the Board. However, if there is no common entranceway for seven (7) or more Units, then the Board may designate one or more locations in the proximity of these Units where the notices of meetings shall be posted.

- (c) Notice of every meeting of the Board shall also be given at least forty-eight (48) hours prior to the meeting, or such longer notice as the Act may require, to each Owner who has provided the Association with written authorization to conduct business by acceptable technological means.
- (d) Provided, however, that each Owner shall receive written notice, in the same manner as is provided in Article IV, Section 4.04 of these By-Laws for meetings of Voting Members, of any meeting of the Board concerning the adoption of the proposed annual budget and regular assessments pursuant thereto or to adopt a separate (special) assessment.

**Section 5.07:            **Quorum****

A majority of the number of Board members shall constitute a quorum for the transaction of business. Unless otherwise expressly provided herein, any action may be taken by the Board upon the affirmative vote of a majority of those Board members present at its meetings when a quorum is present.

**Section 5.08:            **Compensation****

Neither Board members nor officers shall receive any compensation for their services. However, upon the presentation of receipts or other appropriate documentation, any Board member or officer may be reimbursed for reasonable expenses actually incurred in the performance of his or her duties.

**Section 5.09:            **Vacancies in Board****

From and after the date of the first annual meeting of the Voting Members, vacancies in the Board, other than as a result of removal pursuant to Section 5.10 of this Article V, including vacancies due to any increase in the number of persons on the Board, shall be filled by the affirmative vote of at least two-thirds (2/3) of the remaining members of the Board until the next annual meeting of the Voting Members. If there is still time left on the vacant term at the next annual meeting, the Voting Members present at such meeting shall elect an Owner to fill the term for its remaining length. Provided, however, that if Voting Members holding at least twenty percent (20%) of the total votes in the Association, by written petition to the Board, request that a special meeting of the Voting Members be called to elect an Owner to fill the vacated position on the Board, then a special meeting shall be held within thirty (30) days of receipt of such written petition for the purpose of electing an Owner to serve out the remainder of the vacated term on the Board, and any Owner appointed to fill the vacancy on the Board by the Board shall serve only until the Voting Members at the special meeting elect an Owner to serve out the remainder of the vacated term, but in no circumstances shall serve more than thirty (30) days following the delivery of the petition to the Board requesting the special meeting, unless elected by the Owners at the special meeting.

**Section 5.10:            **Removal of Board Members****

From and after the date of the first annual meeting of the Voting Members, any Board member may be removed from the Board by the affirmative vote of the Voting Members having at least two-thirds (2/3) of the total votes in the Association, at any special meeting called for that purpose in the manner aforesaid. A successor to fill the un-expired term of a Board member removed may be elected by the Voting Members at the same meeting or at any subsequent meeting called for that purpose.

**Section 5.11:            **Action Taken Without a Meeting****

The members of the Board shall have the right to take action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the members of the Board. Action so approved shall have the same effect as though taken at a meeting of the Board.

**Section 5.12:            **Board Emergency Action****

The Board may ratify and confirm actions of the members of the Board taken in response to an emergency, as that term is defined in Section 7.10(b) of the Declaration. In such a case, the Board shall give notice to the Owners of: (i) the occurrence of the emergency event within seven (7) business days after the emergency event, and (ii) the general description of the actions taken to address the event within seven (7) days after the emergency event.

**Section 5.13:            **Participation in Board Meetings****

Members of the Board may participate in and act at any meeting of the Board in person, by telephonic means, or by use of any acceptable technological means whereby all persons participating in the meeting can communicate with each other. Participation via any of these methods constitutes attendance and presence in person at the meeting.

**ARTICLE VI**

**POWERS AND DUTIES OF THE BOARD**

Without limiting the general powers which may be provided by law, the Declaration, these By-Laws or the Act, the powers and duties of the Board or its duly appointed agents shall include the following matters:

- (a) operation, care, upkeep, maintenance, replacement and improvement of the Common Elements;

- (b) preparation, adoption and distribution of the annual budget for the Association, and the manner of levying and collecting the assessments from the Owners;
- (c) employment and dismissal of employees or professional personnel, including, but not limited to, attorneys and accountants, necessary or advisable for the maintenance and operation of the Association;
- (d) to procure and maintain insurance in accordance with the terms and provisions of the Declaration and any additional insurance deemed necessary or advisable in the sole discretion of the Board;
- (e) owning, conveying, encumbering, leasing and otherwise dealing with Units conveyed to or purchased by it;
- (f) to adopt rules and regulations in accordance with Article VIII, Section 8.16 of the Declaration;
- (g) keeping of detailed, accurate records of the receipts and expenditures affecting the use and operation of the Property;
- (h) to have access to each Unit from time to time as may be necessary for the maintenance, repair or replacement of any Common Elements therein or accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Common Elements or to another Unit or Units;
- (i) to pay real property taxes, special assessments, and any other special taxes or charges of the State of Illinois or of any political subdivision thereof, or other lawful taxing or assessing body, which are authorized by law to be assessed and levied upon the Property;
- (j) to impose charges for late payment of an Owner's proportionate share of the Common Expenses, or any other expenses lawfully agreed upon, and after notice and an opportunity to be heard, to levy reasonable fines for violation of the Declaration, these By-Laws or the rules and regulations of the Board;
- (k) by the vote of a majority of the total number of directors on the Board, to assign the right of the Association to future income from Common Expenses or other sources, and mortgage or pledge substantially all of the remaining assets of the Association;
- (l) to record the dedication of a portion of the Common Elements to a public body for use as, or in connection with, a street or utility where authorized by the Owners under the Act;
- (m) to record the granting of an easement for the laying of cable television cable where authorized by the Owners under the Act; to obtain, if available and determined by the Board to be in the best interests of the Association, cable television service for all of the Units on a bulk identical service and equal cost per Unit basis; and to assess and recover the expense as a Common Expense and, if so determined by the Board, to assess each and every Unit on the same equal cost per Unit basis;
- (n) to seek relief on behalf of all Owners when authorized pursuant to the Act from or in connection with the assessment or levying of real property taxes, special assessments, and any other special taxes or charges of the

- State of Illinois or of any political subdivision thereof or of any lawful taxing or assessing body;
- (o) to reasonably accommodate the needs of a handicapped Owner as required by the federal Civil Rights Act of 1968, the Human Rights Act and any applicable local ordinances in the exercise of its powers with respect to the use of Common Elements or approval of modifications in an individual Unit;
  - (p) to adopt and amend rules and regulations (1) authorizing electronic delivery of notices and other communications required or contemplated by the Act to each Owner who provides the Association with written authorization for electronic delivery and an electronic address to which such communications are to be electronically transmitted; and (2) authorizing each Owner to designate an electronic address or a U.S. Postal Service address, or both, as the Owner's address on any list of Owners which the Association may be required to provide upon request pursuant to any provision of the Act or the Declaration or these By-Laws;
  - (q) to engage the services of a manager or managing agent to manage the Property to the extent deemed advisable by the Board, upon such terms and for such compensation and with such authority as the Board may approve;
  - (r) to lease or to grant licenses, concessions and contracts with respect to any part of the Common Elements; provided, however, that the Board may not enter into a contract with a current Board member or with a corporation or partnership in which a Board member or the spouse, parents or children of a Board member has a twenty-five percent (25%) or more interest, unless notice of intent to enter into the contract is given to Owners within twenty (20) days after a decision is made to enter into the contract and the Owners are afforded an opportunity, by filing a petition (which shall be filed within twenty (20) days after such notice), signed by twenty percent (20%) of the Owners, for a vote (which shall be held within thirty (30) days after the filing of the petition) to approve or disapprove the contract; provided further, that all income derived from leases, licenses, concessions or contracts shall be held and used for the benefit of the Owners and shall be deposited into the Association's maintenance fund;
  - (s) to have standing to act in a representative capacity and the Board shall have full power and authority to do and perform all and every act, including compromise of any claim, which might or could be done, performed or compromised by Owners in relation to matters involving the Common Elements or more than one (1) Unit;
  - (t) to administer the affairs of the Association and the Property;
  - (u) to pay for any materials, supplies, furniture, labor, services, maintenance, repairs, structural alterations or assessments which the Board is required to secure or pay for pursuant to the terms of the Declaration or these By-Laws or which, in its opinion, shall be necessary or proper for the maintenance and operation of the Property as a first-

class condominium apartment building or for the enforcement of these restrictions;

- (v) to elect the officers of the Association as herein provided; and
- (w) to exercise all other powers and duties vested in or delegated to the Association and not specifically reserved to the Owners by the Articles of Incorporation, the Declaration, or these By-Laws; provided, however, that nothing contained herein shall be construed to give the Board authority to conduct an active business for profit on behalf of all the Owners or any of them.

## **ARTICLE VII**

### **OFFICERS**

#### **Section 7.01:           Officers**

The Officers of the Association shall be a President, a Secretary, a Treasurer, and such other officers as may be elected by the Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board.

#### **Section 7.02:           Election, Qualification and Term of Officers**

The Board shall elect officers annually from among its members at the annual meeting of the Board, provided that officers may succeed themselves in office. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not in and of itself create contract rights.

#### **Section 7.03:           Removal**

Any officer elected or appointed by the Board may be removed by majority vote of the Board whenever in its judgment the best interests of the Association would be served thereby.

#### **Section 7.04:           Powers of Officers**

The respective officers of the Association shall have such powers and duties as are from time to time prescribed by the Board and as are usually vested in such officers of an Illinois Not-For-Profit Corporation including, without limitation, the following:

- (a) The President shall be the chief executive officer of the Association and shall preside at all meetings of the Voting Members and at all meetings of the Board, and shall, in general, perform all duties incident to the office of President.
- (b) The Secretary shall keep minutes of all meetings of the Voting Members and of the Board, shall have charge of such other books, papers and documents as the Board may prescribe, shall be responsible for giving and receiving all notices to be given to or by the Association under the Act, the Declaration or these By-Laws and shall, in general, perform all the duties incident to the office of the Secretary.
- (c) The Treasurer shall be responsible for keeping the financial records and books of account of the Association, and shall, in general, perform all duties incident to the office of Treasurer.

## **ARTICLE VIII**

### **COMMITTEES**

#### **Section 8.01: Committees**

The Board, by resolution, adopted by a majority of the members on the Board, may designate one (1) or more committees, each of which shall consist of at least two (2) Board members and a majority of whose members shall also be members of the Board. Said committees, to the extent consistent with law and as provided in said resolution, shall have and exercise the authority of the Board in the management of the Association; but the designation of such committees and the delegation thereof of authority shall not operate to relieve the Board or any individual Board member of any responsibility imposed upon it or him or her by law. The members of each committee shall be appointed by the Board and serve solely at the direction of the Board. Any member thereof may be removed by a vote of the majority of the members of the Board whenever in their judgment the best interests of the Association shall be served by such removal.

#### **Section 8.02: Special Commissions**

Other commissions not having and exercising the authority of the Board in the management of the Association may be designated by a resolution adopted by a majority of the Board members present at a Board meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such commission shall be Owners in the Association and the Board shall appoint the members thereof. Any member thereof may be removed by a vote of the majority of the members of the Board whenever in their judgment the best interests of the Association shall be served by such removal.

Section 8.03:           **Term**

Members of committees and commissions shall serve one (1) year terms, although members may be appointed to the same committee or commission for unlimited consecutive terms if the Board so desires. Each member of a committee or commission shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee or commission shall be sooner terminated, or such member shall cease to be an Owner in the Association, or such member shall have been removed by the Board.

Section 8.04:           **Chairperson**

The Board shall appoint one (1) member of each committee and commission as chairperson.

Section 8.05:           **Vacancies**

Vacancies in the membership of any committee or commission may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 8.06:           **Quorum**

Unless otherwise provided in the resolution of the Board designating a committee or commission, a majority of the whole committee or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or commission.

Section 8.07:           **Rules**

Each committee or commission may adopt rules for its own government not inconsistent with the Declaration, By-Laws, Act, applicable federal, state or municipal laws or with the rules and regulations adopted by the Board.

**ARTICLE IX**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 9.01:           **Contracts**

The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument (including amendments to the Declaration or these By-Laws which must be executed by the Association) in the name of and on behalf of the Association and such authority may be

general or confined to specific instances. In the absence of any such authorization by the Board, any such contract or instrument shall be executed by the President and attested to by the Secretary of the Association.

**Section 9.02:           Checks, Drafts, etc.**

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

**Section 9.03:           Deposits**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

**Section 9.04:           Gifts**

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

**Section 9.05:           Not-For-Profit Status**

Neither the Board, the Association nor the members shall be deemed to be conducting a business of any kind. All funds collected by the Board or Association shall be held and expended for the purposes designated in these By-Laws and in the Declaration and shall be deemed to be held for the benefit, use and account of all the members of the Association.

**ARTICLE X**

**FISCAL YEAR**

The fiscal year of the Association shall be fixed by resolution of the Board. Absent such a resolution, the fiscal year of the Association shall be the calendar year (January 1<sup>st</sup> through December 31<sup>st</sup>).

**ARTICLE XI**

**BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Owners, Board, and any

committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Owners. The Board shall maintain the following records of the Association and make them available, within thirty (30) days of a specific written request for same received by the Board, for examination and copying at convenient hours of weekdays by any Owner or such Owner's mortgagees and their duly authorized agents or attorneys:

- (a) The recorded Declaration, By-Laws, and Plat, and all amendments of these;
- (b) Any rules and regulations adopted by the Association;
- (c) The Articles of Incorporation for the Association and all amendments of these;
- (d) The minutes of all meetings of the Association and the Board for the immediately preceding seven (7) years; and
- (e) All current policies of insurance of the Association.

And, except as otherwise provided in the Act, the following records of the Association shall be available for examination and copying at convenient hours of weekdays by any Owner or such Owner's duly authorized agents or attorneys, within thirty (30) days of a specific written request for same received by the Board, but only for a proper purpose. Any Owner desiring to examine or copy the following must submit a written request to the Board which states with particularity the records sought to be examined and the proper purpose for the request. For each such request, the Board shall determine whether such a request states a proper purpose:

- (f) All contracts, leases and other agreements then in effect to which the Association is a party or under which the Association or the Owners have obligations or liabilities;
- (g) A current listing of the names, addresses and weighted vote of all Owners entitled to vote;
- (h) Ballots and proxies related to ballots for all matters voted on by the Owners during the immediately preceding twelve (12) months, including, but not limited to, the election of members of the Board; and
- (i) The books and records of account for the Association's current and ten (10) immediately preceding fiscal years, including, but not limited to, itemized and detailed records of all receipts and expenditures.

The Association may charge back to any requesting party the actual costs incurred by the Association in retrieving and copying any such documents referred to in this Article.

## **ARTICLE XII**

### **AMENDMENTS**

These By-Laws may be changed, amended, modified or rescinded at any time, or from time to time, in the same manner and pursuant to the same requirements as provided in Article XIII, Section 13.06 of the Declaration for changes, amendments, modifications or rescissions of the Declaration. Any change, amendment, modification or rescission of these By-Laws shall be effective upon Recording of such instrument in the Office of the Recorder of Deeds, Kane County, Illinois.

## **ARTICLE XIII**

### **INTERPRETATION**

In the event of any conflict between the provisions of the articles of incorporation, the Declaration, these By-Laws and the rules and regulations of the Board, the articles of incorporation shall control of the Declaration, these By-Laws and the rules and regulations, the Declaration shall control over these By-Laws and the rules and regulations, and these By-Laws shall control over the rules and regulations.

## **ARTICLE XIV**

### **DEFINITION OF TERM**

The terms used in these By-Laws shall have the same definition as set forth in the Declaration, unless otherwise defined herein.

### **END OF TEXT OF BY-LAWS**

This instrument was prepared by:

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