

Bylaws of the Oakwoods Homeowners Association of Bloomington, Inc. A Nonprofit Corporation

Article I. Name and Location

The name of the corporation is Oakwoods Homeowners Association of Bloomington, Inc. The meetings of members and directors may be held at such places within the State of Illinois as may be designated by the board of directors.

Article II. Definitions

1. "Association" shall mean and refer to the Oakwoods Homeowners Association of Bloomington, Inc. (also referred to as the OHA), its successors and assignees.
2. "Common Area" shall mean all real property owned by the association for the common use and enjoyment of the owners.
3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and restrictions applicable to the subdivision and recorded February 2, 1978 in the Recorder's Office of McLean County, Illinois as Document No. 78-1442 and amendments thereto.
4. "Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat with the exception of the common area.
5. "Member" shall mean and refer to any person entitled to membership in the association as provided in the declaration.
6. "Owner" shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.
7. "Subdivision" shall mean and refer to that certain tract of real property described in the declaration, and such additions thereto as may be brought within the jurisdiction of the association pursuant to the provisions of declaration.

Article III. Meetings of Members

1. Annual Meetings. Annual meetings of members shall be held each year.
2. Special Meetings. Special meetings of members may be called at any time by the president or by the board of directors, or on written request of ten percent (10%) of the members who are entitled to vote and are in good standing.

3. Notice of Meetings. Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by any means of home delivery or making assessable by any other media deemed appropriate, a copy of such notice, at least fifteen (15) but not more than sixty (60) days before such meeting to each member entitled to vote thereat. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.
4. Quorum. The presence at the meeting, in person or by absentee ballot, of members entitled to cast a majority of the votes of members shall constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the articles of incorporation, or these bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.
5. Voting. At all meetings of members, each member may vote in person or by absentee ballot. Voting by proxy is prohibited.

Article IV. Board of Directors Term of Office; First Election; Removal

1. Number. The affairs of the association shall be managed by a board of no less than five (5) directors. These directors shall be members of the association, and shall always consist of the president, the vice-president, and up to three (3) auxiliary board members, and may also include the secretary and treasurer if they are also members of the association.
2. Term of Office. The newly elected board will serve for a term of one year beginning with the first day of the month following the month in which the annual meeting of members and election occurs, and ending with the last day of the month in which the next Annual Meeting of members and election occurs.
3. Removal. Any director 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 director, his successor shall be selected by the remaining members of the board as allowed by Article IV, Section 1 above, and shall serve for the un-expired term of his predecessor.
4. Compensation. No director 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.

Article V. Board of Directors Nomination and Election

1. Nomination. Nomination to the ballot may be by nominating committee created by the Board, or by either self-nomination or nomination from the floor. Any Oakwoods homeowner/member interested in pursuing a position on the board of directors must notify the current OHA Secretary of their intent to seek a position on the board by the first of the month in which the Annual Meeting is held. All interested candidates must have their lot accounts paid in full and must attend the Annual Meeting unless an exception is made in writing by the current board.
2. Election. Election to the board of directors shall be by secret written ballot. At such election the members may cast their vote either in person or by absentee ballot, in respect to each vacancy as many votes as they are entitled to exercise under the provisions of the declaration. Candidates either printed on the ballot or write-ins, receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VI. Board of Directors Meetings

3. Regular Meetings. Regular meetings of the board of directors may be held on a monthly basis without notice to all association members, at such place and hour as may be fixed from time to time by resolution of the board. However, the board reserves the right to schedule meetings on a bi-monthly basis should there be a lack of business items that need to be addressed. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next day that is not a legal holiday, or a day agreed to by the board members.
4. Special Meetings. Special meetings of the board of directors shall be held when called by the president of the association, or by any two directors, after not less than three (3) business day's notice to each director; "business day" defined as Monday through Friday.
5. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

Article VII. Board of Directors; Powers and Duties

6. Powers. The board of directors shall have power to:
 - a) Adopt and publish rules and regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations;
 - b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment

levied by the association. Such rights may also be suspended after notice and hearing, for a period not to exceed six (6) months for infraction of published rules and regulations.

c) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the declaration, articles of incorporation, or by other provisions of these bylaws;

d) Declare the office of a member of the board of directors to be vacant in the event such member is absent from three (3) consecutive regular meetings of the board of directors; and

e) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

1. Duties. It shall be the duty of the board of directors 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 each annual meeting, or at any special meeting at which such a statement is requested in writing by ten (10%) percent of the members entitled to vote thereat;

b) Supervise all officers, agents, and employees of the association and see to it that their duties are properly performed;

c) As more fully provided in the declaration, to:

1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.

d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment;

e) Procure and maintain adequate liability and hazard insurance on all 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 VIII. Officers and their Duties

1. Officers. The officers of the association shall be a president and a vice president, who shall always be members of the board of directors, and a secretary and treasurer, who may be members of the board of directors if they are also members of the association, and any such other officers as the board may from time to time by resolution create.
2. Election of Officers. The election of officers shall take place at the first meeting of the board of directors following each annual meeting of members if the positions were not filled by the vote at the annual meeting election.
3. Term. The officers of the association shall hold office for a term of one (1) year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve (see Article IV, Section 3).
4. Special Appointments. The board may appoint such other officers as the affairs of the association may require, each of whom shall hold office for such period (not to exceed the appointing board's term), have such authority, and perform such duties as the board may, from time to time, determine.
5. Resignation and Removal. Any officer may resign at any time by giving written notice to the board. Such resignation shall take effect on the date of receipt of such 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. Any officer may be removed from office under Article VII, Sec. 1.d, or by a majority of the members of the current board of directors.
6. Vacancies. A vacancy in any office will be filled by appointment by the president with a voting consent of the board. The officer appointed to such vacancy shall serve for the un-expired term of the officer they replace.
7. Multiple Offices. No person shall simultaneously hold more than one of any of the offices, except in the case of special offices created pursuant to Section 4 and conditions of Section 8 of this Article.
8. Duties. The duties of the officers are as follows:
 - a) President. The president shall preside at all meetings of the board of directors; shall see that orders and resolutions of the board are carried out; shall sign all leases,

mortgages, deeds, and other instruments, and shall cosign all checks and promissory notes

b) Vice President. The Vice President shall act in the place of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

c) Secretary. The secretary shall record the votes and keep complete and accurate minutes of all meetings and proceedings of the board and the meetings of the members, keep the corporate seal of the association and affix it to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the association together with their addresses and all other duties assigned to him.

d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds of the association, and shall disburse and invest such funds as directed by resolution of the board of directors; shall sign all checks and promissory notes of the association; shall keep proper books of account. He or she shall also prepare, and submit for consideration by the board, an annual budget and statement of income and expenditures. A copy of these documents shall be made widely available in paper form OR any other media deemed appropriate by the board to each member, and a report on which shall be given at the regular annual meeting of members and perform such duties as may be required by the board or by law.

Article IX. Committees

1. Standing Committee for Street Improvement Planning (SIP) is an established and permanent body that works on behalf of the Oakwoods Homeowners Association (OHA).
2. The SIP Committee is an elected standing committee that is accountable to both the whole Association and the OHA Board. The SIP Committee shall consist of four (4) members, two of whom shall be elected annually for two year terms at the annual meeting of members. To ensure adequate collaboration between the SIP Committee and the Board, the President of the Association shall be an *ex officio* member of the Committee or the President shall designate a Board member to serve on the Committee as *liaison* to the Board.
3. The SIP Committee shall be responsible for:
 - a) The selection of a chair and any other officers deemed appropriate for the work of the Committee;

- b) The development of a systemic plan that presents a comprehensive overview of street conditions, expected cycles of longevity, and costs for maintenance, repair, and resurfacing. The systemic plan is a written document that examines the Oakwoods streets as a system that is continuous for the next century. It shall provide a broad overview of the long-term obligations of Oakwoods residents to care for their streets;
- c) The creation, adoption, and updating of a long-term (five (5) year) plan for street maintenance and re-surfacing (and other repairs) of streets. The Five Year Plan will be updated annually and will review priorities that have been established for street work that goes beyond the next year's projects. Many issues will need to be considered, e.g., trends in deterioration of streets, costs of asphalt materials, new technologies and new materials;
- d) The creation, adoption, and updating of a short-term (no more than twelve (12) months) plan for annual maintenance of all streets and re-surfacing (and other repairs) of selected streets;
- e) Consulting with certified engineers and other persons known to possess independence and expertise as to the necessity, feasibility, and cost of the plans and alternative actions. The SIP Committee and the OHA Board must not rely exclusively on the advice of one or two contractors who sell materials and services. This arrangement poses a conflict of interest and narrows the range of knowledge and options that can only be provided by outside experts;
- f) Presenting an Annual Plan and a Five Year Plan each year to all members of the Association and the Board, and receiving and recording members' comments and suggestions;
- g) Carrying out three distinct phases of the Annual Plan:
- 4) Preliminary Plan (March 15-April 1) to determine the conditions of the streets after the winter season. An engineer shall inspect the streets and apply the Paser scale each year to establish a new set of data points;
 - 5) Action Plan (May 15) to report all work (maintenance and resurfacing) that is planned with contractors during the summer months;
 - 6) Final Comprehensive Plan (October 15) to report on the work completed, costs for this work, any unfinished projects, and preliminary goals for the coming year;
- h) The creation, adoption, and updating of an information system, preferably but not necessarily electronic, for disseminating the aforementioned plans and keeping all minutes and records in a permanent archival system;

- i) Holding a joint meeting at least once each year with the Board.
4. The SIP Committee shall not be empowered to expend funds, or legally commit the Association to any course of action that would require it to do so, save that it be explicitly authorized to do so by a majority vote of the OHA Board.
5. Nothing in this article shall be construed as impairing the board of directors' power to appoint such other standing or ad hoc committees as it deems necessary and appropriate in the performance of its duties.

Article X. Assessments

1. **Obligation to Pay and Penalties.** As more fully provided for in the declaration, each member is obligated to pay to the association annual and special assessments that are secured by a continuing lien on the property against which such assessments are made. Any assessments not paid when due are considered delinquent. As set forth by resolution of the board of directors during the first meeting of the board on November 26, 1979, and retro-active to that date, in addition to the interest penalty stated in Article X, Section 2, a late penalty shall be assessed and added to the delinquent assessments in the amount of \$5.00 per month, starting with the month the delinquency occurs and continuing for every month or any part thereof that assessments remain unpaid.
2. **Penalty Amounts and Lien.** Any assessments not paid within thirty (30) days after the due date shall bear interest from the date of delinquency at a rate of nine percent (9%) per annum, added to the assessments each month, in addition to the late penalty of Article X, Section 1. The association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his property. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of his lot.

Article XI. Books and Records; Inspection

The books, records, and papers of the association shall be subject to inspection by any member during ordinary business hours, or such time that can be agreed upon by the member requesting access and a member or officer of the board. The declaration, articles of incorporation, and bylaws of the association shall be available for inspection by any member at the principle office of the association, if there is such an office, or by appointment with a board member or officer. Copies shall be made available for sale at a reasonable price. These documents will always be open to inspection with the exception of, and at the discretion of the board, personal correspondence which will remain confidential to ensure the privacy of our residents.

Article XII. Corporate Seal

The association shall have a seal in circular form having within its circumference the words:
"Oakwoods Homeowners Association of Bloomington, Inc."

Article XIII. Fiscal Year

The fiscal year of the association shall be the calendar year, unless another period is required by applicable tax laws or regulations, except that the first fiscal period shall begin January 1, 1980 and shall end on December 31st of the year.

Article XIV. Amendments

These bylaws may be amended by a vote, in person, by absentee ballot, or by whatever means acceptable by the board, of at least twenty-five (25%) percent of the association members in good standing. A vote must be voiced and not hearing from an association member does not constitute a vote in either the affirmative or negative. Proxy voting is prohibited.

Article XV. Conflicts

In the case of any conflict between the Articles of Incorporation ("Articles") and the Declaration, the Articles shall control. In the case of any conflict between the Declaration and these bylaws, the Declaration shall control. In the case of any conflict between the bylaws and the Articles, the Articles shall control.