

BY - LAWS OF THE NORTH SHORELAND PROPERTY OWNERS ASSOCIATION, INC.

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Exhibit AA@

Northland: Misc Record 113 p. 623

North Shoreland 1st Addition: Misc. Record 114 pps 712-720

**BY-LAWS
OF THE
NORTH SHORELAND PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I
PURPOSES**

The purpose of the Corporation as stated in its certificate of incorporation are: to obtain the most orderly and beneficial development of North Shoreland and North Shoreland 1st Addition subdivisions, hereafter known as North Shoreland Property Owners Association, Inc.; to provide for the administration and enforcement of such regulations and restrictions it deems in the interest of the health, safety, and convenience of its members; and to encourage, support and work for the respect and acknowledgment of the just rights of its property owners.

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 II
OFFICES**

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, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

**ARTICLE III
MEMBERS**

SECTION 1. **MEMBERS**. The Corporation shall have as its members the owner of record of each lot in North Shoreland and North Shoreland 1st Addition subdivisions, situated in Williamson County, Illinois and more particularly described in AExhibit A@.

SECTION 2. **VOTING RIGHTS**. The owner of record shall be entitled to one (1) vote regardless of how many lots he or she may own.

**ARTICLE IV
MEETINGS OF MEMBERS**

SECTION 1. **ANNUAL MEETING**. An annual meeting of the members shall be held during the month of May in each year beginning with the year 1993 for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The Board of Directors shall determine the date, time, and place of the meeting.

SECTION 2. **SPECIAL MEETING**. Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-tenth (1/10th) of the members having voting rights.

SECTION 3. **PLACE OF MEETING**. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois, provided, however, that if all of the members shall at any time and

place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporate action may be taken.

SECTION 4. NOTICE OF MEETINGS. Notice, stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by telephone to each member entitled to vote at such meeting, not less than five (5) and not more than thirty (30) days, before the date of such meeting, by or at the direction of the president, or secretary, or the officers or persons calling the meeting. In the case of a special meeting, or when required by statute, or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting, if consent in writing setting for the action so taken shall be signed by two-thirds (2/3) majority of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. The members holding one-tenth (1/10th) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting, from time to time, without further notice.

SECTION 7. 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 eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be a maximum of seven (7). Each director shall hold office until the next annual meeting of members and until his successors shall have been elected and qualified. Directors shall be members of the Corporation.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members, for the election of officers. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board, without notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by, or at the request of, the president or any three (3) directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given by the President, by written notice, delivered personally, sent by mail, or by telephone to each director at his address as shown by the records of the Corporation. If mailed, such notice shall

be deemed to be delivered, when deposited in the United States mail, in a sealed envelope, so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time, without further notice.

SECTION 6. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, except where otherwise provided by law, or by these by-laws.

SECTION 7. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the expired term of his predecessor in office. Any director, elected or appointed, may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

SECTION 8. COMPENSATION. Directors shall serve without compensation.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be elected in occurrence with the provisions of this article. The Board of Directors may elect or appoint such other officers, including an assistant secretary-treasurer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except the offices of the president, secretary and treasurer.

SECTION 2. ELECTION AND TERM OF OFFICES. The officers of the Corporation shall be elected annually by the Board of Directors, within fifteen (15) days following the annual meeting of members. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected, and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

SECTION 4. 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.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general, supervise and control all of the business and affairs of the Corporation. S/He shall preside at all meetings of the members and of the Board of Directors. S/He may sign, with the secretary-treasurer, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds,

mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 office of the president, and such other duties as may be prescribed by the Board of Directors, from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the president, or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

SECTION 7. SECRETARY. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time assigned to him/her by the president or by the Board of Directors.

SECTION 8. TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI, of these by-laws; and in general perform all the duties as incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. S/He shall present an annual financial statement to the members of the Association and be prepared to submit the record books for auditing by an impartial auditing committee not consisting of the Board of Directors members, as deemed necessary by the Board of Directors or as called for by a majority of the membership.

SECTION 9. OUTLOT DIRECTOR. The Outlot Director, in general, shall perform such duties as shall be assigned to him/her by the president, or the Board of Directors.

SECTION 10. ALTERNATE. The Alternate, in general, shall perform such duties as shall be assigned to him/her by the president, or the Board of Directors.

SECTION 11. HOSPITALITY CHAIRPERSON. The Hospitality Chairperson, in general, shall perform such duties as shall be assigned to him/her by the president, or the Board of Directors.

ARTICLE VII **COMMITTEES**

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, with committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, or him, by law.

SECTION 2. OTHER COMMITTEES. Other committees not having, and exercising

the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation 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 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 made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present 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 VIII

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 enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes, or other evidences 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 secretary-treasurer or an assistant secretary-treasurer and countersigned by the president or a vice-president of the Corporation.

SECTION 3. DEPOSITS. All funds of the Corporation shall be deposited 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 devise for the general purpose of, or for any special purpose of, the Corporation.

ARTICLE IX

BOOKS AND RECORDS

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 of the 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 for any proper purpose at any reasonable time.

ARTICLE X
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of May and end on the last day of April in each year.

ARTICLE XI
SEAL

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 ACorporate Seal, Illinois@.

ARTICLE XII
WAIVER OF NOTICE

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 articles of incorporation or 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 the giving of such notice.

ARTICLE XIII
AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by discussion by a majority of the directors present at any regular meeting or at any special meeting, and acted upon at the next annual meeting of its members.

ARTICLE XIV
RULES AND REGULATIONS

The Board of Directors shall adopt rules and regulations for the government of this Corporation not inconsistent with these by-laws, and the same may be amended, altered, or repealed, in the same manner as provided in Article XIII of these by-laws.

ARTICLE XV
CONTRIBUTION

The Board of Directors may determine, from time to time, the amount of the annual improvement and maintenance contribution, payable to the Corporation by lot owners. Annual dues will be due on June 1st . and shall become delinquent June 30th .
in any year, payable for fiscal year May 1st and ending April 30th .

Exhibit AA@

Northland: Misc. Record 113 p. 623

North Shoreland 1st. Addition: Misc...Record 114 pp=s 712-720

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