

# **WOODED SHORES PROPERTY IMPROVEMENT ASSOCIATION, INC**

## **By-Laws**

(Revised March 2, 2008. Amended March 6, 2016, Amended March 3, 2019)

### **ARTICLE I**

**Section 1. NAME:** The organization shall be known as Wooded Shores Property Improvement Association, Inc. (Hereinafter the "Association")

**Section 2. LOCATION:** The principal office of the Association shall be located in the subdivision known and platted as "Wooded Shores Division of Farmlands" in McHenry Township of McHenry County, Illinois.

### **ARTICLE II**

**Section 1. OBJECT OF THE ASSOCIATION:** The object of the Association shall be to maintain, improve, repair, and otherwise take care of the beaches, parks, walks, common property and community piers within said subdivision. The Association may acquire by purchase or gift, any real property within or contiguous to the subdivision, or any personal property as may be necessary for the benefit of the subdivision and its inhabitants for their use.

**Section 2.** The Association may sell or otherwise dispose of any real or personal properties acquired as allowed in Section 1 of this Article, when their use is deemed unnecessary or undesirable.

### **ARTICLE III**

**Section 1. Membership:** Membership will consist of property owners by Fee Simple Joint Tenancy, (including tenancy by the entirety) or Tenancy in Common and their spouse in Wooded Shores. Such membership shall be held and maintained only in accordance with the By-Laws of the conveyances of record of any lot or lots in the subdivision; also any covenants and restrictions that are enforced on any property or subdivision in Wonder Lake by virtue of a Master Property Homeowners Association of Wonder Lake, the recording of any whereof shall constitute the grantee or grantees named therein, members of this corporation subject to the regulation thereof.

**Section 2. NON-STOCK:** This corporation shall have no capital stock, and no pecuniary profits shall be paid to or divided among its members.

### **ARTICLE IV**

**Section 1. MANAGEMENT:** The property, business and affairs of the Association shall be managed and controlled by a Board of Directors to consist of seven (7) members of the Association, in good standing and one alternate, all of whom shall be elected from the membership at large.

**Section 2. ELECTION OF THE BOARD OF DIRECTORS, THE ALTERNATE AND SECRETARY-TREASURER:** Members of the Board of Directors, and Alternate and the Secretary-Treasurer shall be elected at the regular annual meeting by secret ballot prepared in advance. Any member of the Association who wishes to run for the Board of Directors, the Alternate or the Secretary-Treasurer should notify the Secretary at least seven (7) days prior to the annual meeting. Absentee members may cast their ballots by mail, but said ballots must be in the hands of the secretary before the start of the annual meeting. The Secretary will deposit absentee ballots in the ballot box. No proxy ballots or proxy votes of any kind will be accepted. Absentee ballots should be sent in sealed envelopes. Additional nominees may be added to the ballot at the regular meeting. Such nominees must be present and accept the nomination.

**Section 2.**—Continued: The Chairman is to appoint three (3) election judges who will count the ballots and record the votes. These judges shall also determine the validity of the ballots. No candidate shall act as a judge of elections. A plurality of votes cast for any office is required for election.

**Section 3. VACANCIES ON THE BOARD OF DIRECTORS:** in case a vacancy occurs on the board of directors, for any reason, the Board will, by majority vote, elect any member of the Association to fill said vacancy immediately. The newly elected member will hold office until the next annual meeting when the vacated membership will be filled in the manner as stated in Section 2 of this Article.

**Section 4. TERMS OF OFFICE OF BOARD, ALTERNATE AND SECRETARY-TREASURER:** Each regular member of the board shall retain his/her office for a term of three (3) years and until his or her successor is duly elected and qualified, except as otherwise provided, (See removal of Board member.) The Alternate should hold office for only one (1) year, and shall act as a member of the Board only when a regular member is absent. The Secretary-Treasurer shall hold office for only one (1) year.

**Section 5. ELIGIBILITY:** Any regular member of the Board will be allowed to succeed himself/herself directly as a member of (or) alternate at the end of his/her three-year (3) term. A member who was elected to a vacancy or to an alternate may be a candidate for a regular three-year term. The Secretary-Treasurer may be allowed to succeed himself/herself by regular vote. (Amended at the 3/6/2016 Annual Meeting)

**Section 6. REMOVAL OF DIRECTORS:** By a majority vote of the Board of Directors, the Board may require the resignation of any of its members who have been convicted of a felony during his term of office, or who has been absent for three (3) consecutive regular meetings of the Board without good cause. The Board is to be the judge as to the reasonableness of the causes. Termination of membership in the Association shall automatically terminate membership from the Board. At least ten (10) days notice shall be given to the Director involved before his termination is to be considered for the above reason.

**Section 7. BOARD OF DIRECTOR QUORUMS:** At any regular or special meeting of the Board, the presence of at least four (4) members (including the Alternate) in person, and in good standing, will be considered a Quorum for the transaction of business. If a quorum is not present at the meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 8. MANNER OF ACTING:** The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws or Articles of Incorporation.

**Section 9. INFORMAL ACTION BY DIRECTORS:** The authority of the Board of Directors may be exercised without a meeting if a consent in writing or by electronic printed communication setting forth the action taken is signed by all of the Directors entitled to vote. Any such vote shall be included as a part of the minutes of the next regularly scheduled meeting of the directors.

## **ARTICLE V**

### **POWERS OF THE BOARD OF DIRECTORS:**

**Section 1. GENERAL:** The Board of Directors shall have the power and authority to exercise, manage and administer all powers and functions of the Association, and in addition thereto shall have the power and authority to manage, operate, police and control all parks, passageways, walks, beaches, shorelines, commonly owned piers and all commonly owned privileges and properties pertaining to the Association, subject only to such rules and regulations as may be enacted and adopted by the Association, to recommend the yearly dues necessary for the operation and maintenance of Wooded Shores for a period not longer than one (1) calendar year in advance and to collect the dues and special assessments which are set by the members at the annual meeting or at any special meeting of the Association.

**Section 2. POWER TO PURCHASE:** The Board may also purchase or otherwise acquire, on behalf of the Association, any properties, either real or personal, or interests therein on such terms and at such prices or for considerations as the Directors may deem proper, all subject to the ratifications of such acts by a majority vote of those members present at a regular or special meeting, notice of such meeting having been mailed to each member of the Association at his last known post office address as shown on the records of the Association, at least ten (10) days prior to the meeting date.

## **ARTICLE VI**

**OFFICES OF THE BOARD AND COMMISSIONERS:** Immediately after the annual meeting, the Board of Directors shall elect from its membership the following officers: a Chairman and vice-Chairman as well as an MPOA Director and an MPOA Delegate. The Chairman and Vice-Chairman so elected will also act as a President and Vice-President of the Association. At their first meeting the Board shall select a Commissioner for Beaches and Community Piers. Commissioners may be selected from the Board or from the membership at large, and shall hold office until the next annual meeting.

## **ARTICLE VII**

**Section 1. REGULAR ANNUAL MEETING OF THE ASSOCIATION:** The regular annual meeting of the members of the Association for the election of board members, the Secretary/Treasurer, and for the transaction of other proper business of the Association shall be held on the first Sunday in March, at an appointed place in McHenry County. Notice of such meeting, the time and place, shall be given by the Secretary/Treasurer, in writing, to each member of the Association at his last known post office address as shown by the records of the Association, at least ten (10) days in advance of said meeting.

**Section 2. SPECIAL MEETINGS:** A special meeting of the Association may be called by the President, or by any two (2) Directors, or by any fifteen (15) members of the Association at any time. The President, Directors or members authorizing such meetings all give written notice of the time, the place and the purpose of the meeting, by mail, at least ten (10) days in advance of said meeting date. Such notice shall be addressed to each member at his last known post office address as shown by the records of the Association.

**Section 3. MEETINGS OF THE BOARD OF DIRECTORS:** The Board will meet immediately after the annual meeting, on the same day, to elect officers. Other regular meetings, are to be held at least quarterly and on such other dates as the Chairman of the Board may designate. Special meetings may be called, by the Chairman or two (2) members of the Board. In all cases, five (5) days notice must be given by mail, giving time, place and main purpose of the meeting, unless a majority of the Board shall waive such notice.

## **ARTICLE VIII**

**Section 1. VOTERS, VOTING:** Each member, as defined in Article 1 – Section 1, is entitled to only one vote at all meetings of the Association or Board of Directors. Only one of a joint tenancy or tenancy in common is entitled to vote. A majority of votes cast is required for the passage of any resolution or motion duly seconded, except where otherwise stated in these By-Laws. No proxies will be accepted. Voters have the privilege of writing in names other than those appearing on the ballot containing regular nominees. Members not in good standing shall have no voting privileges. A member not in good standing is defined as one who has not paid dues, assessments or other levies for the year in which these levies were due.

**Section 2. MEMBER QUORUMS:** At any annual, regular or special meeting of the Association, the presence of at least ten percent (10%) of the membership in good standing, will be considered a Quorum for the transaction of business. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

## ARTICLE IX

### DUTIES OF OFFICERS AND COMMISSIONERS

**Section 1. PRESIDENT AND VICE-PRESIDENT:** The President shall preside at all regular or special meetings of the Association, and act as Chairman of the Board of Directors. He shall supervise the affairs of the Association and make sure that all orders of the Association or Board are properly executed. The Vice-President shall assume the duties of the President in the event of his absence, disability or resignation. The Chairman is Ex-officio a member of all committees.

**Section 2. SECRETARY-TREASURER:** The Secretary-Treasurer shall keep accurate minutes of all meetings of the Association and of the Board. He shall attend all sessions of the Association and the Board and shall act as clerk thereof, recording all notes and minutes of the proceedings in a book to be kept for that purpose. He shall give notice of all meetings of the Association and of the Board under whose supervision he shall be. He shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and deposit all moneys, special funds and other valuable effects in the name and to the credit of the Association in any accredited bank or banks in McHenry County, as shall be approved by the Board. He shall disburse the funds of the Association as ordered by the Board, taking proper vouchers and receipts for such disbursements and shall render to the Chairman and to the Board, by request an account of all of his transactions as Secretary-Treasurer, and the financial condition of the Association. He may be required, if deemed essential, to give a satisfactory bond to the Association for the faithful performance of his office and the restoration to the Association in case of his death, resignation, or removal from office of all books, papers, vouchers money or other property of whatever kind in his possession belonging to the Association. He is allowed to charge a usual and customary fee for letters requested concerning house closings, legal transactions, etc., which in no event shall exceed \$10 per hour. The Secretary shall send out statements before January 15.

**Section 3. THE BEACH COMMISSIONER:** Shall make reports on park-beach conditions and follow the same instructions as given in Section 3 of this Article. He shall do all in his power to prevent and stop nuisances along the beaches and water areas, and enforce rulings prepared by the Board. He will report serious cases of infractions of rules to the Board for proper action. He may order people off the beaches, parks or piers when such people are not entitled to be there. He shall have general supervision of all community piers. He shall collect rentals for pier berths and issue permits for other launchings. He should make recommendations to the Board in regard to future improvements on piers, and rules governing their uses.

**Section 4. THE MPOA DIRECTOR/DELEGATE:** Shall represent the interest of the subdivision to the Master Property Owners Association (MPOA) in all matters that affect Wooded Shores Subdivision directly or indirectly. He shall be responsible for attending all noticed meetings (regular or special) of the MPOA and shall keep minutes of said MPOA meetings and report to the Board of Directors to keep them informed. If the Director cannot attend a meeting for any reason, he is responsible for contacting a Board member to attend in his absence. The Director/Delegate shall be authorized to cast any vote on behalf of the subdivision only after a formal vote on the issue by the Board.

## ARTICLE X

**Section 1. DUES:** The amount of the yearly dues, and any special assessments for the home and lot owners, shall be set by the Association at its annual meeting. Multiple dues are to be paid by each member according to the number of lots improved with residential structures and the number of separate, vacant lots owned in Wooded Shores. A separate vacant lot is herein defined as a lot that receives a separate tax bill, is not improved with a residential structure and appears in the Wooded Shores Plat of Record dated April 7, 2004.

**Section 2. EXCLUSIONS TO ANNUAL DUES ASSESSMENT:** Subdivision park properties and property owned by the Wooded Shores Property Improvement Association, Inc., local governmental organizations and Tax Exempt, Not-For-Profit 501c-3 corporations are excluded from any and all dues and special assessments.

## ARTICLE XI

### COMMITTEES:

**Section 1. SPECIAL COMMITTEES:** The President of the Association or the Board may nominate or elect special committees, as conditions require, especially nominating and auditing committees. The first named or the first elected on such committees will act as chairman. The nominating committee is to present at least one willing candidate for each office to be filled.

**Section 2. POWER TO ACT OR REPORT FIRST:** Whether or not certain committees are to act immediately or first report to the Board or Association about their assignments, will be determined by the Board by a majority vote of the Association.

**Section 3. ADVANCING FUNDS TO THE COMMITTEE:** The Board of Directors by the proper vote, will have the power to advance funds to committees when needed to carry on their work.

## ARTICLE XII

### PROPER REGULATIONS

**Section 1. GENERAL:** All members are bound to construct buildings, occupy property and sell property in compliance with the original contract or deed.

**Section 2. MAINTENANCE:** Members agree to maintain the Association boat launch, parks, and beach in sanitary and sightly condition ever mindful of public health and safety. No glass, cans or trash shall be littered in these areas. Building of fires in these areas is prohibited, except for cookouts.

**Section 3. LEGAL RESPONSIBILITIES:** The Association will not be liable for any personal injuries, property damage, or death sustained by residents, heirs, assigns, or agents while on any part of said subdivision or lake. The Association or, its Board of Directors or any individual members of the Association will not be responsible for any accident on the roads, beaches, parks, piers, swimming areas, easements, creeks, etc., in Wooded Shores Subdivision.

**Section 4. COURTESY:** In the interest of establishing peace and tranquility in the entire community served by this Association, it shall be the duty of all Members to preserve and protect property of fellow Members and neighbors whenever possible.

## ARTICLE XIII

### FINANCIAL ALLOWANCES AND COMPENSATIONS

**Section 1.** Pecuniary compensation to members of the Board and its officials are not allowed as such, unless otherwise stated in the By-Laws.

**Section 2.** The Secretary-Treasurer shall receive remuneration for services at the rate determined by the Association at the annual meeting.

**Section 3.** In emergencies, or when the secretary is incapacitated, or unable to get out secretarial material in proper time, the chairman will be allowed to expend Association funds of not more than twenty five dollars (\$25.00) per year, between annual meetings, for special secretarial or stenographic work. Accounting of such expenditures must be given to the Board.

**Section 4.** Each and any member of the Board, without previous consent of the Board of the Association \, may, if for the benefit of the community, expend of Association funds, not more than twenty-five dollars (\$25.00) per year, between annual meetings. An accounting of this expenditure must be given to the Board.

#### **ARTICLE XIV**

**Section 1. LIENS OR JUDGEMENTS:** failure of any member to pay any dues or assessments may result in the filing of a lien against the property of the delinquent member. In addition, unpaid dues and/or assessments can be collected, by the filing of a lawsuit for the purposes of collecting the unpaid amounts. Dues, assessments and other levies are deemed delinquent if unpaid by the end of sixty (60) days after which such levies were voted due. Thirty (30) days written notice shall be mailed to delinquent members prior to the filing of any lawsuit to collect the unpaid amounts, or as otherwise allowed by law. Such written notice is not required with respect to the filing of a lien against the property of delinquent members for unpaid amounts. All reasonable costs and expenses incurred by the Association with respect to the preparation, filing and enforcement of liens and with respect to the taking of legal action to collect the unpaid amount shall be assessed against delinquent members. Reasonable costs and expenses are defined as including but not limited to filing fees, court costs, reasonable attorney fees, photocopying, and preparation of lien costs. Interest shall be due on all unpaid dues, assessments and other levies at the rate of twelve (12%) percent per annum.

**Section 2. LEGAL SERVICES:** If at any time the Board of Directors determines that it is necessary to employ professional legal services to enforce any provisions of these By-Laws, the member against whom any such action is necessary, shall be held liable for payment of all legal fees, as well as any and all damages, Association late charges, liens and court costs.

**Section 3. NON-WAIVER:** No delay or omission to exercise any right or power by the Association or its representative shall impair any such right or power or be construed as a waiver of any default or as acquiescence therein.

#### **ARTICLE XV**

**SECTION 1.** Amendments or revisions of the By-Laws may be offered in a resolution setting forth such amendments or giving a brief resume' of the changes proposed. These amendments or revisions may be adopted at any meeting, or by referendum, of the Association if concurred in by not less than two-thirds (2/3) of the votes cast at such meetings or by such referendum. No proposed amendment or revision shall be in order at any meeting or referendum unless a statement of the purpose of such meeting or referendum, in the notice thereof shall contain a brief statement of the substance of such an amendment or revision. At least ten (10) days notice in writing must be given in regard to matters stated in this section.

**Section 2.** All previous resolutions, amendments, etc., which are in conflict with these By-Laws and Rules are declared null and void immediately after the adoption of the By-Laws and the following special rules.

**Section 3.** The By-Laws and Special Rules are to be the basic law of the "WOODED SHORES PROPERTY IMPROVEMENT ASSOCIATION, INC." immediately after their adoption. The unenforceability or invalidity of any provision or provision hereof shall not render any other provision(s) herein contained unenforceable or invalid.

**Section 4. CAPTIONS AND PRONOUNS:** The captions and headings of the various sections or Articles are for convenience only and are not to be construed as confining or limited in any way the scope or intent of the provisions thereof. Whenever the content requires or permits, the singular shall include the plural, the plural shall include the singular and the masculine, feminine and neuter shall be freely interchangeable.

REVISION	DATE	MODIFICATIONS
01	3/2/2008	Name: From Wooded Shores <u>Property Owners'</u> to Wooded Shores <u>Property Improvement</u> Association, Inc.
01	3/2/2008	Title of By-Laws
01	3/2/2008	Article I - Section 1
01	3/2/2008	Article V - Section 1
01	3/2/2008	Article XV - Section 3
01	3/2/2008	Change to Article IV - Section 2 - majority to plurality
01	3/2/2008	Change to Article IV - Section 5 - No regular member to any regular member...
01	3/2/2008	Change to Article V - Wooded Shores Property Owners' Association to The Association
01	3/2/2008	Change to Article X - Complete revision
02	3/6/2016	Change to Article V - Section 4 - Eliminated term limits for office of "Chairman/President".
03	3/3/2019	Change to Article II - Section 1 - Remove references to Water supply & Roads
03	3/3/2019	Change to Article IV - Section 9 - Add "or by electronic printed communication"
03	3/3/2019	Change to Article V - Section 1 - Eliminate "parking places, streets"
03	3/3/2019	Change to Article VI - Eliminate Road, Water Supply & Building Commissioner appointments
03	3/3/2019	Change to Article IX - Eliminate Sections 3, 5 & 6 & Change Sec. 4 to Sec. 3 and Sec. 7 to Sec. 4
03	3/3/2019	Change to Article X - Section 2 - Add "Governmental Organizations & Tax Exempt, not- for-profit 501-c3 Corporations.
03	3/3/2019	Change the 2 <sup>nd</sup> Article XII to Article XIII and Eliminate Article XIII, section 5