

# BYLAWS OF THE OLYMPIA FIELDS EAST HOMEOWNERS ASSOCIATION

Revised May, 2012

## ARTICLE 1

### NAME, ORGANIZATION, DURATION

- 1.01. NAME. The name of the Corporation is the Olympia Fields East Homeowners Association.
- 1.02. ORGANIZATION. The Corporation is organized under the provisions of the General Not-For-Profit Corporation Act of the State of Illinois.
- 1.03. REGISTERED OFFICE. The registered office of the Corporation shall be maintained at the mailing address of the current Association President.
- 1.04. REGISTERED AGENT. The registered agent of the Corporation shall be maintained at the mailing address of the current Association President.
- 1.05. DURATION. The duration of the Corporation is perpetual.

## ARTICLE 2

### OPERATION OF THE ASSOCIATION

- 2.01 PURPOSES. The Association is a not for profit voluntary membership organization dedicated to the maintenance of property and enhancement of property values.
  - A. The Association shall work towards improving community relations by holding events for our Members.
  - B. The Association shall seek group discounts for goods and services for active Members.
  - C. The Association shall increase community awareness by keeping Members informed of current events.
  - D. The Association shall serve as the voice of the Members in village projects, meetings, and affairs.
- 2.02 OPERATION. The Association has been organized and shall be operated exclusively for the purposes set forth above. The Board, elected pursuant to the Bylaws, shall be the governing body of the Association. The activities of the Association shall be financed by dues from Members of the Association and shall not inure to the benefit of any Member. The Association shall not be deemed to be conducting a commercial business enterprise of any kind.

ARTICLE 3  
MEMBERSHIP IN THE ASSOCIATION

- 3.01 MEMBERSHIP. Payment of annual dues by the homeowner will signify membership in the Association and validates voting rights and participation in Association events and services.

ARTICLE 4  
VOTING RIGHTS

- 4.01 VOTING RIGHTS. Each member shall be entitled to one vote per household on each matter submitted to a vote of the members.

ARTICLE 5  
MEETINGS OF THE ASSOCIATION

- 5.01 ANNUAL MEETINGS. The annual meeting of the Association will be held in the month of May for transaction of such business as may come before the Association, at such place as shall be designated in the notice of such meetings given by the Secretary pursuant to Section 5.03 below. Election of the Board will be held at the May Meeting of the Association each year.
- 5.02 SPECIAL MEETINGS. Special meetings of the Association may be called by the President, by a majority of Directors acting at a meeting of the Board, by a majority of the Directors acting individually without a meeting, or by written petition of twenty or more homeowners, and shall be held at such time and place as may be designated in the notice thereof given by the Secretary pursuant to Section 5.03 below.
- 5.03 NOTICE OF MEETINGS. A written or printed notice of every meeting of the Association stating whether it is an Annual Meeting or Special Meeting, the authority for the call of the meeting, the place, day and hour thereof, and the purpose therefore shall be given by the secretary at least five (5) days before the date set for such meeting. Such notice shall be given to each member in any of the following ways: (a) by leaving the same with such Member personally, or (b) by leaving the same at the residence or usual place of business of such Member, or (c) by mailing it, postage prepaid, addressed to such Member at his or her address as it appears on the records of the Association or (d) by e-mail. If notice is given pursuant to the provisions of this paragraph, the failure of any Member to receive actual notice of the meeting shall in no way invalidate the meeting or any proceedings at the meeting.

ARTICLE 6  
BOARD OF DIRECTORS

6.01 NUMBER AND ELECTION. The number of Directors of the Association shall be a maximum of fifteen (15) and minimum of five (5) and they shall be chosen from dues paying Members of the Association at large. The Directors shall be elected at the May Meeting of the Association for a term of one (1) year.

6.02 POWERS AND DUTIES. The Board shall have the power and duties necessary to manage and administer the affairs of the Association. Board members are expected to attend regular monthly Board meetings. If unable to attend, they are expected to notify the President or Secretary.

6.03 QUORUM At the meeting of the Board, a majority of elected Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting shall be the acts of the Board.

6.04 VACANCIES. Vacancies in the Board occurring between the Annual meetings of the Association, arising other than by removal of a Director by Members, may be filled by a vote of the majority of the remaining Directors, and each Director elected to fill such vacancy shall hold office for the unexpired term of his/her predecessor and until his/her successor shall have been elected.

6.05 REMOVAL OF DIRECTORS. At any meeting of the Association duly called, any one or more of the Directors may be removed for cause by a majority vote of the Members present at such meeting, and a successor may then be elected by a majority of the Members present at such meeting to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

6.06 COMPENSATION. No compensation shall be paid to Directors for their services as Directors.

6.07 RESIGNATION. Any Director may resign upon delivery of written notice thereof to the Board or, at the end of his or her term, by not standing for re-election.

ARTICLE 7  
ORGANIZATIONAL AND REGULAR MEETINGS

7.01 ORGANIZATIONAL MEETING. The organizational meeting of the Board shall be held each year within thirty (30) days after the date of the May General Membership Meeting at such place and at such time as may be fixed by the Directors at such meeting of the Association.

7.02 REGULAR MEETINGS. Regular meetings of the Board shall be held at such time and place as shall be determined from time to time, by a majority of the Directors. Notice of regular meetings of the Board shall be given to each Director, personally or by mail, addressed to his or her residence, or by telephone or e-mail, at least three (3) days prior to the day called for such meeting.

7.03 SPECIAL MEETINGS. Special meetings of the Board may be called by the President on one (1) day's notice to each Director, given personally or by telephone or e-mail, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Directors.

7.04 COMMITTEES. The Standing Committees are: Beautification, Membership, Communication, Mediation and Village Liaison. Each Standing Committee shall have such duties as are established from time to time by resolution of the Board. The Board may create additional Committees from time to time as it deems necessary.

## ARTICLE 8 OFFICERS

8.01 OFFICERS. The principal officers of the Association shall be the President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board. The Directors may appoint such other officers, including, without limitation, an attorney, as in their judgment may be necessary.

8.02 ELECTION OF OFFICERS. The Officers of the Association shall be elected annually by the Board at the Organizational Meeting of the Board and shall hold office at the pleasure of the Board.

8.03 REMOVAL OF OFFICERS. Upon an affirmative vote of a majority of the Members of the Board, any officer may be removed, and his/her successor elected at any regular meeting of the Board or any special meeting called for such purposes. Any Board Member whose removal has been proposed shall be given an opportunity to be heard at the meeting.

8.04 PRESIDENT. The President shall be the chief executive officer of the association. The President shall preside at all meetings of the Association and of the Board. The President shall have all of the general powers and duties which are usually vested in the office of president of an association. Such powers shall include but are not limited to the power to appoint committees from the Board Members and Association Members which the President decides is appropriate to assist in the conduct of the affairs of the Association.

8.05 VICE PRESIDENT. The Vice President shall take the place of the President and perform duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other Member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board.

8.06 TREASURER. The Treasurer shall have the responsibility for the Association funds and securities for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit, of the Association in such depositories as may from time to time be designated by the Board.

8.07 SECRETARY. The Secretary shall attend and keep the minutes of all meetings of the Board or of the Association, shall give all notices as provided in these Bylaws, and shall have other powers and duties as may be incidental to the Office of Secretary, given to the Secretary by these Bylaws or assigned to the Secretary from time to time by the Board of Directors. If the Secretary shall not be present at any meeting, the presiding officer, shall appoint a secretary pro temper who shall keep the minutes of such meeting and record them in the books provided for that purpose.

8.08 AUDITOR. The Board may, at any meeting, appoint some person, firm or corporation engaged in the business of auditing to act as an auditor of the Association and to perform such audits as may be requested of such auditor from time to time.

8.09 ATTORNEY. The Board may, at any meeting, appoint some person or law firm to act as attorney for the Association and to perform such legal services as may be requested of such attorney by the Board.

8.10 BONDS OF OFFICERS. The Board may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate bonds. The premiums for such bonds shall be paid by the Association.

## ARTICLE 9 EXECUTION OF INSTRUMENTS

9.01 All checks, drafts, notes, acceptances, contracts, and all other instruments of the Association shall be signed by the Treasurer or President of the Board and any other person as shall be provided by general resolution of the Board applicable thereto.

ARTICLE 10  
LIABILITY OF OFFICERS AND DIRECTORS

10.01 EXCULPATION. No Director or Officer of the Association shall be liable for acts or defaults of any other Officer or Member, unless the same has resulted from his own willful misconduct or negligence.

10.02 INDEMNIFICATION. Every Director and Officer of the Association shall be indemnified by the Association against all reasonable costs, expenses, and liabilities (including attorney's fees) actually and necessarily incurred by or imposed upon him or her in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he may be involved as a party otherwise by reason of his/her having been a Director or Officer of the Association at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding, investigation or inquiry, to be liable for willful misconduct or negligence toward the Association in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled by law.

ARTICLE 11  
MISCELLANEOUS PROVISIONS

11.01 SEVERABILITY. If any of the provisions of these Bylaws is invalidated by a final decision of any Court having jurisdiction over same, such invalidity shall not affect the validity of the remainder of these Bylaws, and the application of all other provisions in these Bylaws shall not be affected thereby.

ARTICLE 12  
AMENDMENTS

12.01 These Bylaws may be amended, at any regular or special meeting of the Members, by a majority vote of the Members present.

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