

FIRST AMENDMENT OF THE BY-LAWS
OF
WOODCREEK PROPERTY OWNERS ASSOCIATION

ARTICLE I

The name of the corporation shall be WOODCREEK PROPERTY OWNERS ASSOCIATION (hereinafter referred to as the Association).

ARTICLE II

These By-Laws are subject to the provisions of the Declaration of Covenants, Conditions and Restrictions for WOODCREEK, a subdivision in the City of McHenry, County of McHenry, Illinois, as recorded in the office of the Recorder of Deeds of McHenry County, Illinois, as Document No. 755025 on October, 19, 1978, and as amended by and by any subsequent Amendments which shall have been duly and properly approved according to the laws of the State of Illinois. The definitions as stated in the Declaration are specifically incorporated, by reference, in these By-Laws.

ARTICLE III
MEMBERS

SECTION 1. Membership. Every owner of a lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot.

SECTION 2: Voting Rights. The Association shall have the following two classes of voting membership.

CLASS A. Class A members shall be all owners (with the exception of Declarant while holding Class B membership) and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any one lot, all such persons collectively shall be considered to be one member. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to such lot.

CLASS B. (Class B no longer exists)

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SECTION 3. Membership Status. By affirmative vote of two-thirds of all the members of the Board of Directors, the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of assessments for the period fixed in Article IX, Section 5, of these By-Laws. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 4. Assignment of Rights. An owner who is a member of the Corporation may assign his voting rights to a tenant residing in or on the owner's building site. Such assignment shall be effected by filing with the Secretary of the Corporation a written notice signed by the member.

ARTICLE IV
MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. An annual meeting of all members shall be held in ~~January of each year (usually on the third Tuesday starting at 7:00pm)~~, for the purpose of electing the Directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

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SECTION 2. Special Meeting. Special meetings of all members may be called either by the Board of Directors, or by not less than one-third 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.

SECTION 4. Notice of Meetings. Written notice stating the place, date, and hour of any annual meeting of all members shall be delivered to each member entitled to vote at such meeting not less than five nor more than twenty-five days before the date of such meeting. In 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. ~~The Board of Directors is authorized to establish procedures for notification of meetings by electronic means.~~

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 a consent in writing, which sets forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. Quorum. The members ~~or their proxies (which includes the use of voting by mail)~~ holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such ~~annual~~ meeting. 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. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7. Proxies. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

SECTION 8. Voting. The Board of Directors is authorized to establish regulations providing for voting by mail ~~or other electronic means.~~

ARTICLE V
BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors, subject to instructions of the members of the Corporation at a regular meeting, or subject to the approval of the membership as expressed by a vote of the membership.

SECTION 2. Number, Tenure and Qualifications. The number of the Board of Directors shall be five (5). Each director shall be a member of the Corporation, and shall hold office for two (2) years following his original qualification, and until his successor shall have been elected and qualified. Their two-year tenures are staggered so that no more than three director positions are vacated in any one year. Any increase in the number of directors shall be in units of two, and their initial terms shall be one for one year and the other for two years with the determination to be by lot. In the case of joint ownership of a lot in WOODCREEK SUBDIVISION, only one of the parties to the joint ownership may serve on the Board of Directors at any given time.

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SECTION 3. Regular Meetings. The Board of Directors shall meet regularly in January (annual meeting), April, July and October of each year at a time and place it shall select. Notification of these meetings is published in the Association newsletter. All quarterly meetings are open to every member and their attendance is encouraged. The Board welcomes the opportunity for overall guidance and governance of the Board.

SECTION 4. Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the President or a majority of the Directors.

SECTION 5. Notices. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto, by written notice delivered personally or sent by mail or conveyed electronically to each Director. Any Director may waive notice of any meeting.

SECTION 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to a specified time and place without further notice.

SECTION 7. 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, unless the act of a greater number is required by law or by these By-Laws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of the increase in the number of Directors, shall be filled by election by the membership at the next annual meeting or a special meeting called for that purpose or by mail vote as provided for in Article IV, Section 8. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VI OFFICERS

SECTION 1. Officers. The Officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer and a Park Commissioner.

SECTION 2. Method of Selection. The Officers shall be each elected bi-annually in April by majority vote of the Board of Directors from among those elected to or serving on the Board going forward after the annual meeting, and each officer shall serve for a term of two (2) years.

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SECTION 3. President. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he is present, shall exercise general supervision of the affairs and activities of the

Corporation, and shall serve as a member ex-officio of all standing committees, including the Architectural Review Committee.

SECTION 4. Vice President. The Vice President shall assume the duties of the President during his absence.

SECTION 5. The Secretary. The Secretary shall keep the minutes of all of the meetings of the Corporation and of the Board of Directors which shall be an accurate and official record of all business transacted. The Secretary shall be custodian of all corporate records.

SECTION 6. Treasurer. The Treasurer shall receive all corporate funds, keep them in a bank approved by the Board of Directors, and pay out funds only on signed approval by him and one other officer. The Treasurer shall be a member ex-officio of the finance committee.

SECTION 7. Park Commissioner. The Park Commissioner will be responsible for seeing that common areas and parkways are maintained.

SECTION 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors by appointment for the unexpired portion of the term.

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 two or more directors. Said committees, to the extent provided in said resolution and not restricted by law, 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 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 interest 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 a 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. 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 treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time 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 purposes or for any special purpose of the corporation.

ARTICLE IX
DUES AND ASSESSMENTS

SECTION 1. Annual Dues Assessments. Annual dues shall be assessed to each lot in WOODCREEK in the manner described herein.

~~Annual dues are established by the Board of Directors upon review of the annual budget, expenditures and anticipated revenues.~~

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SECTION 2. Levy of Dues. Annual dues shall be levied to each lot as follows:

- (a) ~~Each owner of a lot which contains an occupied home shall pay an amount per year per occupied lot as established by the Board of Directors as annual dues.~~
- (b) Each owner of a vacant lot or a lot superimposed with an unoccupied, unsold home which has yet to be occupied since it was built shall pay an amount per lot per year as established by the Board of Directors as annual dues.
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SECTION 3. Special Assessments. Special assessments may be levied upon members of this Corporation only by a two-thirds majority vote of the total number of votes as provided for in Article III, Section 2, of these By-Laws. Notice of voting on proposed assessments shall be given in the same manner as hereinafter provided for Amendments to these By-Laws.

SECTION 4. Default in Payment of Dues or Assessments.

- a) When any member shall be in default in the payments of dues or assessments for a period of sixty (60) days from the date on which said dues or assessments become payable, he shall for purposes of voting be considered as not being in good standing. In addition, such member shall be dropped from active membership and placed on the inactive list. Such member shall not be reinstated until he has paid dues and assessments in full and until such time as such member is reinstated, he shall have no rights of any kind whatsoever arising out of a membership in the Corporation.
- b) In addition to the foregoing, if any member shall fail to pay his dues or assessments at the same become due, upon the failure of payment of said dues or assessments after sixty (60) days written notice of said delinquency given by said Corporation to said member, the amount of the dues or assessments shall become a lien upon such member's residence and/or building site or lot in said subdivision in favor of said Corporation, and said Corporation shall have the right to record a notice of claim of lien, and proceed thereon in accordance with the appropriate provisions of the Illinois Revised Statutes, Chapter 82, Section 1, et seq. for the foreclosure and enforcement of liens; or, in said event, said Corporation shall not record a lien, it shall have the right to commence an action against such member for the collection of said dues or assessments plus expenses and interest along with related attorney's fees and court costs in any court of competent jurisdiction.

SECTION 6. Assignment of Dues. In the event that any member of should terminate his membership by sale of his property during a year in which his dues are already paid, he shall be entitled to assign to the Buyer of such property the benefit of paid up dues. Any such buyer shall acquire the benefit of such paid up dues and shall become a member of the Corporation without the necessity of paying prorated dues to the end of the year.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI

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 XII

WAIVER OF NOTICE

Whenever any notice 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

Any proposed Amendment to these By-Laws may be made at any meeting of the members of the Corporation, providing that the proposed Amendment be submitted to the Secretary prior to the meeting and in sufficient time for the Secretary to include such proposed Amendment in the notice of the meeting to the members. Such proposed Amendment must be signed by three (3) members of the Corporation, read to the members at the meeting by the Secretary, and be printed on ballots distributed to all members at such meeting for the purposes of voting on such Amendment.

A proposed Amendment shall become effective when approved by a two-thirds (2/3) majority vote of the votes which may be cast at such meeting.

This instrument as amended was approved by a majority vote in excess of two-thirds of the members of WOODCREEK PROPERTY OWNER'S ASSOCIATION on _____ at a meeting properly called by notice for said purpose. This amended declaration shall take effect one year after the date of recording.

IN WITNESS WHEREOF, this instrument is executed by the President and Secretary this ____th day of _____, 2017.

Executed by:

Attested by:

Mike Bown
President, WPOA

Ed Floden
Secretary, WPOA