

**The By-Laws**  
**WELLINGTON HOMEOWNERS ASSOCIATION An**  
**Illinois Not-For-Profit Corporation**

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation is WELLINGTON HOMEOWNER'S ASSOCIATION.

**ARTICLE II**  
**PURPOSE AND POWERS**

2.01 PURPOSES: The purposes of this Wellington Homeowner's Association, Inc. ("Association") are to act on behalf of its members collectively, as their governing body for civic functions and other purposes, with respect to the preservation, care, maintenance, replacement, improvement, enhancement, operation and administration of both real and personal property and for the promotion of the health, safety and welfare of the members of the Association, all on a not-for-profit basis. These by-laws are authorized by the Declaration of *Covenants, Conditions, Restrictions, Reservations, Equitable Servitudes, Grants and Easements* of Wellington Subdivision as recorded in the Office of the Recorder of Deeds of Will County, Inc., as Document Nos. R93-79328, R94-40124 and R95-20049 (the "Declaration").

2.02 POWERS: The Association shall *have* and exercise all powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act, the "Act", the Declaration and these By-Laws.

2.03 PERSONAL APPLICATION: AU present or future Owners of Lots in Wellington Subdivision, New Lenox, Illinois, shall be subject to the provisions of the Declaration and these By-Laws.

**ARTICLE III**  
**OFFICES**

3.01 REGISTERED OFFICE: The Association 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 may from time to time determine.

**ARTICLE IV**  
**MEETINGS OF MEMBERS**

4.01 VOTING RIGHTS: The Association shall have one class of membership. There shall be one individual with respect to each Lot in Wellington Subdivision who shall be entitled to vote at any meeting of the Owners (the "Voting Member"). If the Owner of a Lot is one individual then such individual shall be the Voting Member. If the Record ownership of a Lot shall be in more than one individual or if the Owner is a trustee, corporation, partnership or other legal entity, then the voting Member shall be designated by the Owner or Owners in writing to the Board, and if in the case of multiple individual Owners no designation is given, then the Board may, at its election, recognize any individual Owner of the Lot as the Voting Member for such Lot. Any or all Owners may be present at any meeting of the Owners, but the voting rights shall be vested exclusively in the Voting Members, provided, however, that a Voting Member may vote either in person or by proxy executed in writing by the Voting Member or his duly authorized attorney-in-fact and filed with the Secretary before the meeting. No proxy shall be valid after eleven (11) months from the date of its execution. Each Voting member shall have one vote for each Lot which he represents.'

4.02 PLACE OF MEETING: QUOROM: Meetings of the Owners shall . be held at such place convenient to the Owners as may be designated in any notice of a meeting. All meetings shall be in accordance with the rules and provisions set forth in Roberts Rules of Order, as from time to time published. Voting Members holding five percent (5%) of the votes entitled to be cast by the Voting Members present or represented by proxy at a meeting in which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Voting Members, unless a greater proportion is required by the Act, the Declaration or these By-Laws.

4.03 ANNUAL MEETINGS: The initial meeting of the Owners shall be held upon not less than five (5) days' written notice given by the Developer. Thereafter there shall be an annual meeting of the Owners within thirty (30) days from the anniversary date of the initial annual meeting at such time and on such date designated by the Board.

4.04 SPECIAL MEETINGS: Special meetings of the Owners may be called at any time for the purpose of considering matters which, by the terms of the Declaration or By-Laws, require the approval of all or some of the Voting Members or any other reasonable purpose. Said meetings shall be called by written notice, authorized by the President, a majority of the Board, or by Voting Members representing at least five percent (5%) of the votes.

4.05 NOTICE OF MEMBERSHIP MEETINGS: Written notice of any membership meeting shall be mailed or personally delivered, giving Owners not

less than (10) nor more than thirty (30) days notice of the time, place and purpose of the meeting. Posting of a sign or signs at each entranceway to Wellington Subdivision for no less than ten (10) consecutive days prior to said meeting shall also constitute valid notice.

## **ARTICLE V** **BOARD OF DIRECTORS**

5.01 IN GENERAL: The affairs of the Association shall be vested in the Board, which (after the Turnover Date) shall consist of five (5) persons ("Directors"). The Board shall have all of the powers granted to it under the Act, the Declaration and these By-Laws.

5.02 DEVELOPER DESIGNATED BOARDS: Anything herein to the contrary notwithstanding, until the first meeting of the Owners after the Turnover Date and until the first five-person Board is elected, the Board shall consist of three (3) individuals from time to time designated by the Developer. Such individuals may, but need not, be Owners and shall serve at the discretion of the Developer.

5.03 BOARDS AFTER TURNOVER DATE: At the first meeting of the Owners, the Voting members shall elect the initial Board (as provided for in the Act) in the manner hereinafter provided to replace the Developer designated Board established under Section 5.02. From and after such meeting, each member of the Board shall be an Owner or a voting member, or both. Within sixty (60) days after the election of the Board other than those designated by the Developer, the Developer shall deliver to the Board the following documents and others as required by the Act:

(a) Original copies of the Declaration, these By-Laws, the Association's Articles of Incorporation and the Association's minute book.

(b) An accounting of all receipts and expenditures made or received on behalf of the Association by the Developer designated Boards.

(c) All Association funds and bank accounts,

(d) A schedule of all real and personal property, equipment and fixtures belonging to the Association including documents transferring the property to the Association.

5.04 ELECTION: At each election for members of the Board, each Voting Member for each Lot which he represents shall be entitled to one vote and cumulative voting shall not be permitted; provided that a person who is a contract purchaser of a Lot from a contract seller other than the Developer shall have the right to vote for Directors after the Turnover Date unless such contract seller

expressly retains such right in writing. At the initial meeting of the Owners, a full Board of Directors shall be elected, three (3) of whom shall serve a two (2) year term, and two (2) of whom shall serve a one (1) year term. The three (3) candidates receiving the highest number of votes shall be elected to serve a two (2) year term, and the two (2) candidates receiving the next highest number of votes shall be elected to serve a one (1) year term. Thereafter all Directors shall serve two (2) year terms. Each Director shall serve until his term expires or is terminated or until his successor shall have been elected and qualified. A Director may succeed himself in office.<sup>2</sup>

5.05 ANNUAL MEETINGS: The Board shall hold an annual meeting within thirty (30) days after the annual meeting of the Owners at such place as shall be fixed by the Directors at the annual meeting of the Owners.

5.06 REGULAR MEETINGS: Regular meetings of the Board shall be held at such time and place as shall be determined at the annual meeting or, from time to time, by a majority of the Directors, provided that from and after the Turnover Date, not less than two such meetings shall be held during each fiscal year.

5.07 SPECIAL MEETINGS: Special meetings of the Board may be called by the president or by at least one-third (1/3) of the Directors then serving.

5.08 NOTICE OF BOARD MEETINGS: Notice of each meeting of the Board shall be mailed or personally delivered to each Director at least forty-eight (48) hours prior to the meeting and notice of any meeting of the Board concerning the adoption of the proposed annual budget or any increase or establishment of an assessment shall be given to each Owner in the same manner as provided in Section 4.05 of these By-Laws, unless a written waiver of such notice is signed by the person or persons entitled to such notice before the meeting is convened.

5.09 OPEN MEETINGS: Each meeting of the Board, to the extent required by law, shall be open to any Owner. The Board may adopt reasonable rules governing the conduct of Owners who attend meetings and Owners who do not comply with such rules may be removed from the meeting.

5.10 QUORUM: A majority of the Directors serving from time to time shall constitute a quorum for the election of officers and for the transaction of business at any meeting of the Board. Except as otherwise expressly provided herein or in the Declaration, any action may be taken upon the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

5.11 COMPENSATION/REIMBURSEMENT FOR EXPENSES: No Director shall be compensated by the Association for services rendered to the Association, except as expressly provided in a resolution duly adopted by the

Voting Members. Upon the presentation of receipts or other appropriate documentation, a Director shall be reimbursed by the Association for reasonable out-of-pocket expenses incurred in the course of the performance of his duties as a Director.

5.12 REMOVAL OR RESIGNATION OF DIRECTOR: Any Director may be removed from office, with or without cause, by action of the Voting Members at any annual meeting or at a special meeting called for such purpose. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting. Any director may resign at any time submitting his written resignation to the Board. If the Director ceases to be an Owner or a Voting Member, he shall be deemed to have resigned as of the date of such cessation. A successor to fill the unexpired term of a Director who resigns or is removed may be appointed by a majority of the remaining Directors at any regular meeting or at any special meeting called for such purpose and any successor so appointed shall serve the balance of his predecessor's term."

5.13 POWERS AND DUTIES OF THE BOARD: The Board shall have all of the powers and duties granted to it by the Act, the Declaration, and these By-Laws, including, without limitation, the following powers and duties:

(a) To engage the services of a manager or managing agent to assist the Association in performing and providing such services as the Association is required to provide to its members under the Declaration;

(b) To provide for the designation, hiring and removal of such employees and such other personnel, including attorneys and accountants, as the Board may, in its discretion, deem necessary or proper for the effective administration of the Association;

(c) To provide for any maintenance, repair, alteration, addition, improvement or replacement of the real property for which the Association is responsible under the Declaration and these By-Laws;

(d) To estimate and provide each owner with an annual budget;

(e) To set, give notice of, and collect assessments from the Owners as provided in the Declaration;

(f) To adopt rules and regulations as necessary to conduct the affairs of the Association;

(g) To delegate the exercise of its power to committee appointed pursuant to Section 7.01 of these By-Laws;

(h) To own, *convey*, encumber, lease, or otherwise deal with real property *conveyed* to or purchased by the Association;

(i) To keep detailed, accurate records of the receipts and expenditures affecting the operation of the Association.

## **ARTICLE VI** **OFFICERS**

6.01 OFFICERS: The officers of the Association shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistants to such officers as the Board may deem appropriate. All officers shall be elected at each annual meeting of the Board and shall hold office at the discretion of the Board. Officers may succeed themselves in office. The President, Secretary and Treasurer shall be Directors and all other officers may, but need not be, Directors.

6.02 VACANCY OF OFFICE: Any officer may be *removed* at any meeting of the Board by the affirmative *vote* of the majority of the Directors in office, either with or without cause, and any *vacancy* in any office may be filled by the Board at any meeting thereof.

6.03 POWERS OF OFFICERS: The respective officers of the Association shall have such powers and duties as are from time to time prescribed by the Board and as are usually *vested* in such officers of an Illinois Not-For-Profit Corporation including without limitation, the following:

(a) The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Owners and at all meetings of the Board and shall execute amendments to the By-Laws, as provided for in the Act, the Declaration and these By-Laws;

(b) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of such office and other duties assigned by the Board. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to act in the capacity of President on an interim basis;

(c) The Secretary shall keep minutes of all meetings of the Owners and of the Board and shall *have* custody of the corporate seal of the Association and have charge of such other books, papers and documents as the Board may prescribe, and shall be responsible for giving and receiving all notices to be given to or by the Association under the Act, the Declaration, or these By-Laws;

(d) The Treasurer shall be responsible for all Association funds and securities and for keeping full and accurate account of all receipts and

disbursements in the Association books of accounts kept for such purpose. The Treasurer shall be responsible for the deposit of all moneys 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.

6.04 OFFICER'S COMPENSATION: The officers shall receive no compensation for their services except as expressly provided by a resolution duly adopted by the Voting Members.

## **ARTICLE VII**

### **COMMITTEES DESIGNATED BY THE BOARD**

7.01 BOARD COMMITTEES: The Board, by resolution adopted by a majority of Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committee, to the extent consistent with law and as provided in said resolution, shall have and exercise the authority of the Board in the management of the Association; but the designation of such committees and delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him by law.

7.02 SPECIAL COMMITTEE: Other committees not having and exercising the authority of the Board in the management of the Association 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 Owners and the President of the Association 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 Association shall be served by such removal.

7.03 TERM: Each member of a committee shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee shall sooner be terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.04 CHAIRMAN: One member of each committee shall be appointed chairman.

7.05 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.

7.06 QUOROM: Unless otherwise provided in the Resolution of the Board 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.

7.07 RULES: Each committee may adopt rules for its own government not inconsistent with the Declaration, these By-Laws or with rules adopted by the Board.

## **ARTICLE VIII** **INSTRUMENTS. CHECKS. DEPOSITS AND FUNDS**

8.01 EXECUTION OF INSTRUMENT: The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument (including amendments to the By-Laws which must be executed by the Association) in the name of and on behalf of the Association and such authority may be general or confined to specific instances. In the absence of any such authorization by the Board, any such contract or instrument shall be executed by the President or a Vice President and attested to by the Secretary or an Assistant Secretary of the Association.

8.02 PAYMENTS: All checks, vouchers or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board such instruments may be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or a Vice President of the Association."

8.03 BANK ACCOUNTS: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board shall elect.

8.04 SPECIAL RECEIPTS: The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## **ARTICLE IX** **FISCAL MANAGEMENT**

9.01 FISCAL YEAR: The fiscal year of the Association shall be determined by the Board and may be changed from time to time as the Board deems advisable.

9.02 ANNUAL STATEMENT: Within a reasonable time after the close of each fiscal year the Board shall furnish each Owner with an itemized accounting of the Common Expenses for such fiscal year actually incurred or paid, together



with an indication of which portion of the Common Expenses were incurred or paid for capital expenditures or repairs or the payment of real estate taxes, and with a tabulation of the amounts collected pursuant to the Annual Assessment budget, and showing the net excess or deficit of income over expenditures plus reserves.

9.03 ASSESSMENT PROCEDURE: Annual assessments and special assessments may be made and collected as provided in the Declaration.

## **ARTICLE X BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office of the Association a record giving the names and addresses of the members. All books and records of the Association may be inspected by any Owner, or his agent, mortgagee or attorney, for any proper purpose at any reasonable time.

## **ARTICLE XI SEAL**

The Board may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal, Illinois".

## **ARTICLE XII AMENDMENTS**

These By-Laws may be modified or amended or modified at any time, or from time to time in the manner provided herein by action of the Board or so provided by the Illinois Not For Profit Corporation Act.<sup>5</sup>

## **APPENDIX**

<sup>1</sup> Section 4.01 amended May 18, 1998. Any owner not current with their account will be ineligible to vote in general board election.

Section 4.01 amended October 19, 1998. The Association shall have two (2) classes of membership. For Lots that are not in arrears with respect to their accounts with the Association, there shall be one individual with respect to each Lot in Wellington who shall be entitled to vote at any meeting of the Owners (the "Voting Member"). For lots that are in arrears with respect to their accounts with the Association, such Lots shall not be entitled to vote at any meeting of the Owners (the Non-Voting Member).

<sup>2</sup> Section 5.04 amended October 19, 1998. At the initial meeting of the Owners, a full Board of Directors shall be elected, all five (5) of whom will serve two (2) year terms. An additional six (6) members shall be elected to the Board of Directors all six (6) of whom shall serve one (1) year terms. Thereafter, all Directors shall serve two (2) year terms.

<sup>3</sup> Section 5.12 amended October 19, 1998. The Board may remove by majority vote any Director who has not attended three (3) consecutive Board meetings without notifying the President in advance of the meeting.

<sup>4</sup> Section 8.02 amended October 19, 1998. In the absence of such determination by the Board, such instruments shall be signed by any two (2) officers (president, Vice President, Secretary, or Treasurer).

<sup>5</sup> Article XII amended May 18, 1998. All past and future amendments to the By-Laws will be recorded as an Appendix to the By-Laws. The Appendix will indicate which sections of the By-Laws are affected by the amendments. The Secretary shall maintain a current list of amendments in the Appendix.

**Wellington Homeowners Association**  
**Addendum to Bylaws**  
**December \_\_,2010**

**Storage Sheds.** In addition to the specifications required by the Village of New Lenox, the following will be required for all sheds being built in Wellington Subdivision. All sheds must be located in the rear of the property. Sheds may not exceed 8 feet in height from the peak of the roof to the ground. Rooflines may be A-frame style or complementary to the style of the house. They must be constructed of pressure-treated wood, cedar or vinyl (Rubber Maid type), and the color must match that of the residence. **Aluminum or metal sheds are prohibited.** Storage sheds shall have a maximum square footage of 80 feet. The full base of the shed must be resting completely on a poured concrete slab foundation. Only one storage shed is allowed per lot.