

West Woods of St. Charles

Community Association

P.O. Box 288

Wasco, Illinois 60183-0288

FOURTH AMENDED BYLAWS

Article 1

Name and Location

The name of the Corporation is West Woods of St. Charles Community Association, hereinafter referred to as the "Association". The principal office of the Association shall be located at the office of its legal counsel, Patrick M. Griffin, currently located at 200 West River Drive, St. Charles, Illinois 60174, or such other place as the Board of Directors may direct. Meetings of members and directors may be held at such places within the County of Kane and State of Illinois as may be designated from time to time by the Board of Directors.

Article 2

Definitions

1. "Association" shall mean and refer to West Woods of St. Charles Community Association, its successors and assigns.
2. "Board" shall mean and refer to the Board of Directors of the West Woods of St. Charles Community Association.
3. "Common Area" shall mean all real property owned by the Association, if any, for the common use and enjoyment of the Owners.
4. "Declaration" shall mean and refer to the "Conditions, Covenants, Restrictions, Reservations, Grants and Easements Affecting the Property Known as West Woods of St. Charles", recorded March 21, 1991 in Kane County, Illinois as Document 91K12742 and all amendments thereto.
5. "Declarant" shall mean and refer to West Woods of St. Charles Community Association, an Illinois corporation and assignee from JCS Development Company.

BYLAWS
(Continued)

6. "Good Standing" shall mean and refer to a member of the Association whose Lot or Lots have all current and prior assessments levied by the Association fully paid and have no violations of the Declaration.
7. "Lot" shall mean and refer to a "Lot" as defined in the Declaration.
8. "Owner" shall mean and refer to an "Owner" as defined in the Declaration.
9. "Properties" shall mean and refer to that certain real property described in the Declaration.
10. "Private-Road Lot" shall mean one of the lots 14, 16-20, and 25-32 inclusive that have frontage on the private roads.
11. "Public-Road Lot" shall be any other lot that is not a Private-Road Lot.
12. "General Assessment" shall mean and refer to the annual assessment collected into the funds of the Association for general (i.e. non-private road) expenditures.
13. "Road Assessment" shall mean and refer to the additional annual assessment collected into the funds of the Association for expenditures related to the private roads. These funds shall cover the annual expenses (e.g., snow removal) plus estimated, future expenses (e.g., repaving) prorated yearly.

Article 3

Membership and Voting

Membership and voting in the Association shall be as set forth in Section 2 of Article Five of the Declaration, which is herein incorporated by reference.

Article 4

Officers and their Duties

BYLAWS
(Continued)

1. Executive Officers. The Executive Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected annually by the Board of Directors. They shall take office immediately after election. The officers of the Association shall be both members of the Board of Directors and members of the Association.

2. President. Subject to the direction of the Board, the President shall be the chief executive officer of the Association, and shall perform such other duties as from time to time may be assigned to the President by the Board. The President shall be an ex officio member of all committees. The President shall preside at all meetings of the Board and shall see that orders and resolutions of the Board are carried out.

3. Vice President. The Vice President shall have such power and perform such duties as may be assigned to the Vice President by the Board or the President. In case of the absence or disability of the President, the duties of that officer shall be performed by the Vice President.

4. Secretary. The Secretary shall keep the minutes of all proceedings of the Board and of all committees and the minutes of the members' meetings in books provided for that purpose, the Secretary shall have custody of the corporate seal and such other books and papers as the Board may direct, and the Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board and the President; and the Secretary shall also perform such other duties as may be assigned to the Secretary by the President or the Board. The Secretary shall keep appropriate records showing the members of the Association together with their addresses and shall prepare and serve notices of meetings of the Board and of the members.

5. Treasurer. The Treasurer shall have the custody of all receipts, disbursements, funds, and securities of the Association and shall perform all duties incident to the office of Treasurer, subject to the control of the Board and President. The Treasurer shall perform such other duties as may from time to time be assigned to the Treasurer by the Board or the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum as the Board may require. The Treasurer shall also keep proper books of account; cause an annual report of the Association books to be made; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

BYLAWS
(Continued)

6. All leases, mortgages, deeds and other written instruments, checks and promissory notes shall be signed by two (2) Executive Officers.

7. Subordinate officers. The President, with the approval of the Board, may appoint such other officers and agents as the Board may deem necessary, who shall hold office during the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President or the Board.

8. Resignation or Removal of Officers. Any officer may be removed from office with or without cause by majority vote of the full Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Article 5

Board of Directors

1. Number of members. The business and affairs of this Association shall be managed by the Board of Directors that shall consist of seven (7) members ("Directors"). All of the Board members shall be members of the Association in Good Standing.

2. Executive Committee. The Board may elect from their number an Executive Committee consisting of not less than three (3) members of the Board, which committee shall have all the powers of the Board between meetings, regular or special. The President of the Association shall be a member of and shall be the chairman of the Executive Committee.

3. Architectural Committee. The Board of Directors may select from their number an architectural control committee for purposes of approving or disapproving plans and specifications in accord with the Declaration and the Board shall establish the procedure to be followed in the plan and specification review process.

BYLAWS
(Continued)

4. Regular meetings. The Board shall meet on a regular basis for the transaction of business at such date, time and place as they may designate from time to time.

5. Special Meetings. Special meetings of the Board may be called by the President or by three (3) members of the Board for any time and place, provided at least three (3) days written notice of the meeting shall be given to each member of the Board before the time appointed for the meeting.

6. Quorum. The Directors shall act only as a Board, and the individual Directors shall have no power as such. A majority of the Directors at the time being in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting although less than a quorum may adjourn the meeting from time to time without notice until a quorum be at hand. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise may be provided by law.

7. Order of Business. The Board may from time to time determine the order of business at its meeting.

8. Chairman. At all meetings of the Board the President or, in the President's absence, the Vice President, or in the absence of both, a Chairman chosen by the Directors present, shall preside.

9. Terms of members of the Board. The Board of Directors shall serve for one (1) year or until their successor is elected. They shall be elected annually by the members of the Association in Good Standing.

10. Annual report. The Board, within 120 days after the close of the fiscal year, shall submit to the members of the Association a report as to the condition of the Association and its properties and shall also submit an account of the financial transactions of the past year.

11. Vacancies in the Board. Whenever a vacancy in the membership of the Board shall occur, the remaining members of the Board shall have the power, by a majority vote of all the remaining Directors, to select a member of the Association in Good Standing to serve the unexpired term of the vacancy.

Article 6

Meetings of Members

BYLAWS
(Continued)

1. Annual meetings. Each year the Board shall schedule an annual meeting of the members of the Association, at such time and place as may be designated by the Board, for the transaction of such business as may come before the meeting. Notice of the annual meeting, stating the date, time and place, shall be sent by mail to the last known address of all known members at least 21 days prior to the meeting.

2. Special meetings. Special meetings of the members shall be held whenever called by the Board or by one-fourth of the Owners entitled to vote. Notice of each special meeting, stating the date, time, place, and in general terms the purpose or purposes of the special meeting, shall be sent by mail to the last known address of all known members at least ten (10) days prior to the meeting.

3. Voting. Every member of the Association may vote in accordance with Section 2 of Article Five of the Declaration except as provided in Article 7 1.b. hereof. Members eligible to vote may vote by absentee ballot on all matters scheduled to be voted on by the members in the written notice of the meeting. An absentee ballot will be provided with the notice of the meeting. Absentee ballots must be received by the President of the Association prior to the meeting and signed and dated by the member to be valid. All valid absentee ballots will be included in determining whether or not a quorum of the members is represented for any vote by the membership.

4. Quorum. At any meeting of the members, a quorum shall consist of no less than 51% of those members entitled to vote to decide any question that may come before the meeting.

Article 7

Powers and Duties of the Board of Directors

1. Powers. The Board of Directors shall have the powers to:
 - a. adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
 - b. suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any

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(Continued)

assessment levied by the Association or whose Lot contains a violation of the Declaration (a member not in Good Standing).

c. exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

d. declare the office of a member of the Board to be vacant in the event such member shall be absent three (3) consecutive regular meetings of the Board; and

e. employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties. All legal commitments on behalf of the Association and all disbursements of Association funds shall be signed by two Executive Officers of the Association.

f. enforce the provisions of the Declaration.

g. adopt and publish rules and regulations governing the use of all properties located in West Woods of St. Charles.

h. assess fines and costs for Declaration and regulation violations, file liens or file lawsuits if necessary. Prior to fining a member or filing a lawsuit, the Board shall provide notice to the Owners and hold a special meeting of the members of the Association regarding the issue of concern to the Board and the action proposed to be taken by the Board. The notice of the special meeting will contain a description of the issue and the proposed action by the Board. The notice package will include an absentee ballot to be used if the member is unable to attend the meeting in person. Written ballots will also be used at the meeting and all ballots will be sent unopened to the Board's legal counsel for tabulation to ensure confidentiality. A quorum is not required for a special meeting held pursuant to this Sub-paragraph. The proposed action by the Board will be authorized by the membership of the Association if a majority of the valid votes actually cast are in favor of that action.

2. Duties. It shall be the duty of the Board of Directors to:

a. cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested by one-fourth of all the members entitled to vote.

BYLAWS
(Continued)

b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

c. as more fully described in the Declaration, to:

(1) fix the amount of the annual General Assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) fix the amount of the additional annual Road Assessment against each Lot at least thirty (30) days in advance of each annual assessment period; a Private-Road Lot's Road Assessment shall be three (3) times that of a Public-Road Lot's Road Assessment (e.g., \$120 and \$40 respectively); and

(3) send written notice of the total (General plus Road) Assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(4) foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

d. manage the funds collected from the Road Assessment in an account separate from the general funds (collected through the General Assessment) and dedicated to the expenditures related to the maintenance of the private roads.

e. issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

f. procure and maintain adequate liability and hazard insurance on property owned by the Association and liability insurance for the actions of the Association and the Board.

g. cause the Common Area to be maintained.

h. take all other appropriate action necessary to preserve and protect the quality and character of the West Woods of St. Charles neighborhood.

**BYLAWS
(Continued)**

Article 8

Books and Records

The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the home of the President of the Association, where copies may be purchased at reasonable cost.

Article 9

Assessments

As more fully described in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 15% per annum, and the Association may bring an action at law against the Owners personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees for any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided herein by nonuse of the Common Area or abandonment of the Lot.

Article 10

Amendments

1. These Bylaws may be amended, at a regular or special meeting of the members of the Association, by a vote of a majority of a quorum of members present in person or by valid absentee ballot.

BYLAWS
(Continued)

2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Article 11

Miscellaneous

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

BYLAWS
(Continued)

Dated and adopted this 1st day of February, 2005.

Scott Otto - President

Alison Pari - Director

Carl Formento - Vice President

Paul Van Dril - Director

Chris Fichter - Treasurer

Edward Youngerman - Director

Lou Morse - Secretary

being and constituting the
entire Board of Directors.