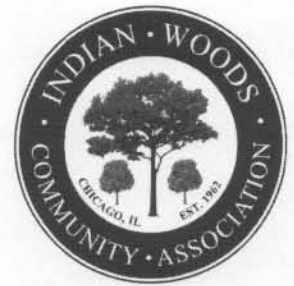


# Indian Woods Community Association

Indian Woods Community Association  
A State of Illinois Not-for-Profit Corporation  
By-Laws  
EST. MAY 15, 1962



## ARTICLE 1: AREA OF SERVICE

The Indian Woods Community Association (Association) serves the area from Ardmore Avenue on the South, Indian Road on the North East and Central Avenue on the west including Linder, Luna and Rosedale.

## ARTICLE 2: PURPOSES

The purposes of the Association are to promote the social welfare and education, and to preserve the residential character of the area, by:

- 2.1. Combating neighborhood crime.
- 2.2. Eliminating and preventing violations of the City building code and zoning ordinance;
- 2.3. Preventing proposed land uses which would result in excessive density or otherwise adversely affect the neighborhood;
- 2.4. Making contributions to charitable and educational organizations whose activities benefit the area.
- 2.5. Provide street snow plowing services after snow falls of a depth to be determined by the Board of Directors on an annual basis;
- 2.6. Providing opportunities for interaction between neighbors in the community;
- 2.7. Address community concerns to government and non-government officials and organizations.
- 2.8. Secure City, County, State, or other governmental services or improvements that would improve the usefulness and security of the community; and
- 2.9. Holding meetings for public discussion, forums, panels, and lecture.
- 2.10. The Association shall not adopt any purpose, practice, policy or procedure that would result in discrimination on the basis of race, color, sex, religion, disability, national origin, ancestry, sexual orientation, marital status, parental status, military discharge status, or source of income.

## ARTICLE 3: MEMBERSHIP

3.1. **Members.** Membership shall be open to any resident or owner of property in the area served by the Association whose members subscribe to the purposes of the Association. Each household shall be limited to two (2) voting members.

3.2. **Admission to Membership.** A household shall become a Member of the Association by tendering their name or names to the Membership Chair, or the Secretary, or any Board member; and upon payment of the appropriate annual dues and approved assessments.

3.3. **Dues.** The Board of Directors, on an annual basis, will determine the dues structure and any special assessments.

3.4. **Resignation.** Any Member may resign by filing a written resignation with the Secretary. No dues will be refunded upon resignation.

3.5. **Removal.** Any Member may be removed from the Association with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any time. Should any Member be removed from the Association, their dues will be refunded and they shall not be reinstated to the Association for a term of three (3)-years from the date of removal. Reinstatement shall occur only after the three (3)-years removal period and with the affirmative vote of two-thirds of the Board of Directors.

## ARTICLE 4: MEETINGS OF MEMBERS

4.1. **Community Meetings.** There will be a Community Meeting during the months of March, June and September with a year-end meeting/event scheduled in December/January each year, or as scheduled by the board. In addition, every odd year there will be a November meeting for the purpose of electing the Board of Directors. The President shall set the dates of these meetings and arrange for a proper venue.

4.2. **Special Meetings.** The President or a majority of the Board of Directors may call a Special Community Meeting. In addition, any twenty-five (25) voting Members, upon written petition delivered to the President, in person or to his or her residence, may call a Special Community Meeting, provided that written notice is given at least fifteen (15) days prior to the date of such meeting (at least twenty five (25) days if the purpose is the removal of one or more of the Directors, a merger, consolidation, dissolution or sale, lease, or exchange of assets) specifying a time, date, and place which shall be reasonable, and further specifying the purpose of such a meeting.

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## 4.3. Voting Eligibility:

4.3.1. Each Member, limit two (2) per household, who meets these eligibility requirements set forth in these by laws, shall be entitled to one vote on each matter submitted to a vote of the Members, or Election of Directors. In order to be eligible to vote:

4.3.2. Members must sign the attendance sheet for the meeting.

4.3.3. Members must be current in dues payments and any assessments.

4.3.4. Members must reside or own real property in the area served by the Association.

4.3.5. No person shall be permitted to vote in more than one capacity at any one meeting.

4.3.6. No proxies shall be honored on votes.

## 4.4. Electing Officers and the Board of Directors:

4.4.1. The Nominating and Election Committee shall present an invitation to run for office to all Association Members, prior to the Community Meeting preceding the election voting date. The invitation shall be distributed to all Association Members with a return date and voting date established. The Committee shall establish requirements for a candidate to run for office, must be a paid member of the association for over six (6)-months, be a member in good standing, and meeting the sections set forth within the Association by-laws.

4.4.1.1. Any Member may volunteer to run for office by tendering their name or names to the Board.

4.4.1.2. Any Member may nominate another Member at the Community Meeting where nominations from the floor are tendered.

4.4.1.3. Any Member nominated and excepting to be placed on the ballot must be a member in good standing and their dues paid in full at least six (6) months from the date of the election.

4.4.1.4. The nominations shall be closed on a date set by the Board, posted on the invitation to run for office.

4.4.1.5. The names of all candidates shall be posted and distributed to all Association Members at least 2 weeks prior to the established voting date.

4.4.1.6. Voting shall be by secret ballot certified by the Nominating and Election Committee

4.4.1.7. There will be NO write in candidates on the ballot.

4.4.1.8. No candidate, member, official, or non-official shall interfere with the Nominating and Election Committee operations, or its Committee membership duties.

The Chairman of the Nominating and Election Committee at his sole discretion shall have the authority to remove any person from the election area violating rules and procedures set forth by the Committee for the purpose of conducting the election; to include but not limited to the removal of a candidate from the ballot for inappropriate or actions of misconduct.

4.4.1.9. In the event of a tie vote between candidates running for the same office, the new President shall select the winning candidate(s) for office. In the event the President position is a tie vote, the newly elected Officers and Directors shall select and elect the President. If the Officers and Directors are a tie vote on the selection of the President, the Nominating and Election Committee chairman to select the winner by a toss of an United States coin.

4.5. **Quorum.** The voting Members present at any time during a meeting shall constitute a quorum.

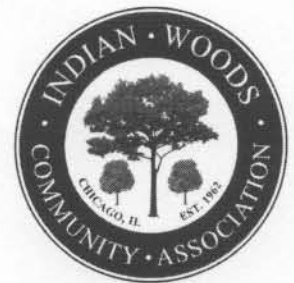
4.6. **Notice.** Written notice stating the place, date, and hour of any meeting of Members shall be delivered to each Member entitled to vote at such meeting. In case of a meeting other than an annual meeting or when required by statute or by the By-Laws, the purpose for which the meeting is called 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 or her address as it appears on the records of the Association, with postage thereon prepaid.

## ARTICLE 5: BOARD OF DIRECTORS

### 5.1. Officers and Directors of the Association are:

5.1.1. **President.** The President shall preside at all Community Meetings and meetings of the Board of Directors. The President, in the absence or disability of the Treasurer, shall sign or endorse checks, drafts, and notes. The President shall be, ex officio, a member of all committees. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board.

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5.1.2. **Vice President.** The vice-president shall, in the event of absence of the President, possess all the powers and perform all the duties of that office. The vice-president shall perform such other duties as the President and the Board may designate.

5.1.3. **Treasurer.** The Treasurer shall collect and receive all moneys due. He or she shall be custodian of these moneys, shall deposit them in a bank designated by the Board of Directors and shall disburse them upon order of the Board of Directors. The Treasurer shall present periodic statements to the Board at its regular meetings and in an annual report to the membership. The books of the Treasure shall be audited annually by an Audit Committee appointed by the Board of Directors. All checks must be signed by the Treasurer and one other officer. In the absence of the Treasurer, the checks may be signed by the President and one other officer.

5.1.4. **Secretary.** The Secretary shall keep minutes and distribute minutes of meetings of the officers and Board of Directors and of the general membership. The Secretary shall be responsible for archiving all bank statements, insurance policies, Articles of Incorporation and Bylaws, community rosters in addition to any other documentation that the Board deems as required from time to time.

5.1.5. **Past President.** The Past President shall perform such duties as the President and the Board may designate, and serve as an executive Board member with the President, Vice President, Secretary, and Treasurer (i.e. Executive Officers Committee).

5.1.6. **Director(s) At Large.** The Director(s) at Large shall serve as a member of the Board of Directors and perform such duties as the President and Board may designate.

## 5.2. Number of Directors:

5.2.1. The Board of Directors shall consist of no more than eight (8) including the five officers and three additional Directors at Large, all to be elected by the Members at the bi-annual meeting.

5.2.2. Each Director shall have one vote in matters put forward for a vote.

## 5.3. Term Limit:

5.3.1. No person shall be eligible for the re-election to the same officer position for more than two consecutive two-year terms.

5.3.2. No person may serve on the Board for more than six continuous years. He or she may run for election again after a one-term hiatus.

5.3.3. Vacancies occurring in any directorship or officer during the elected term may be filled by Presidential appointment with Board approval. Appointments must meet provision set forth in Article 4 and 9 of these by-laws.

## ARTICLE 6: MEETINGS OF DIRECTORS

6.1. **Scheduled Board Meetings.** The Secretary shall give notice to each Board member for Scheduled Meetings that shall occur at least two weeks prior to each scheduled Community Meeting.

6.2. **Ad Hoc Meetings.** The President shall give such notice whenever one-third of the Directors have delivered to the President, or to his or her residence, a petition, calling for a meeting of the Board, specifying a date, time and place which shall be reasonable.

6.3. **Quorum.** Four members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that if less than a quorum is present at any such meeting, a majority of the Directors present, or the sole Director present, may adjourn the meeting to another time without further notice.

6.4. **Manner of Acting.** The act of a majority of the Directors present at a duly called 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 the law, the articles of incorporation or the Bylaws. No Director may act by proxy on any matter.

6.5. **Informal Action.** Any action which is required by law or the articles of incorporation or these By-Laws to be taken at a meeting of the Board of Directors, or any other action may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Directors shall have the same force and effect as a unanimous vote of the Board of Directors, and may be stated as such in any certificate or document reflecting the action taken.

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## 6.6. Removal.

6.6.1. Failure of any member of the Board of Directors to attend two meetings of the Board in any one year, without good and sufficient excuse, shall be cause for dismissal of that person from the Board for the remainder of that term, which dismissal may be accomplished by the affirmative vote of two-thirds of the Directors. Good cause and sufficient excuse shall be determined by the President.

6.6.2. Directors may be removed, with or without cause, by the affirmative vote of two-thirds of the Directors at any time.

6.6.3. Members may be removed, with or without cause, by the affirmative vote of two-thirds of the Directors at any time. Cause for removal includes non-payment of dues over two years, inappropriate conduct, representing the Association without Board approval, and illegal activities.

## 6.7. Vacancies.

6.7.1. The President, with two-thirds Board approval shall have the authority to fill any vacancy of an Officer or Director of the Association.

## ARTICLE 7: COMMITTEES

7.1. **Nominating and Election Committee:** The Board of Directors shall appoint an Nominating and Election Committee for the purpose of Officer and Director elections. Members serving on the committee must be active dues paying members and not a candidate running in the election.

7.1.1. The Nominating and Election Committee may add nominations to the ballot for election to a position on the Board of Directors. Nominees must be qualified Voting Members who accept the nomination.

7.2. **Volunteer Committee.** The President with Board approval may appoint a Director as the chair of the Volunteer Committee. It shall be his or her responsibility to appoint members for the purpose of providing assistance in dues collection, marketing material distribution or other house-to-house activities that may be required from time to time. Volunteer Committee members will be appointed by the Volunteer Chair.

7.3. **Fund Raising Committee.** The President with approval of the Board may appoint a Director, or member as chair the Fund Raising Committee. Fund Raising Committee members will be appointed by the Fund Raising Chair.

7.4. **Ad Hoc Committees.** Definition of the purpose of the Ad Hoc Committee and the termination plan must be submitted in order to form and Ad Hoc Committee. Ad

Hoc Committees can be formed by the Board of Directors or any majority vote at a Community Meeting.

7.6. **Other Committees.** The President with approval of the Board can order the removal of committees or addition of new committees-

## ARTICLE 8: INDEMNIFICATION

8.1. The Association shall have the power to indemnify and hold harmless any director, officer, employee or agent of the Association from any suit, damage, claim, judgment, or liability arising out of or asserted to arise out of, conduct of such person in his or her capacity as a director, officer or agent (except in cases involving willful misconduct) to the fullest extent permitted by the laws of the State of Illinois. The Association may purchase or procure insurance for such purposes.

## ARTICLE 9: CONFLICTS OF INTEREST

9.1. Any Director who becomes a candidate for any elected public office shall immediately resign as a Director of the Association.

9.2. Any written, electronic or verbal correspondence made by a Board Member shall not be signed or presented as an official Association correspondence without the approval of a majority of the Board of Directors.

## ARTICLE 10: AMENDMENTS

10.1. These By-Laws may be amended by vote of two-thirds of the Members present at any meeting of Members, provided that written notice of any proposed amendment shall have been given to the Members no less than ten (10) days before the meeting at which the proposed amendment is presented for adoption.

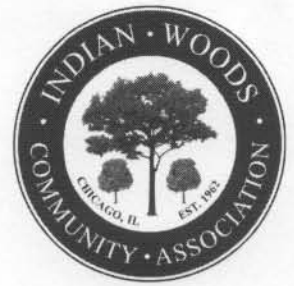
## ARTICLE 11: PARLIAMENTARY AUTHORITY

11.1. Except as otherwise provided by these By-Laws, all proceedings of the Association shall be governed by the rules contained in Robert's Rules of Order, as revised from time to time, if the presiding officer thereof so determines.

## Article 12: ASSOCIATION AUTHORITY

12.1. The Association is a registered Not-For-Profit Corporation on file with the State of Illinois Secretary of

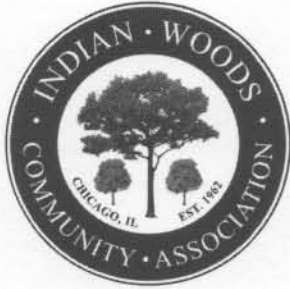
# Indian Woods Community Association



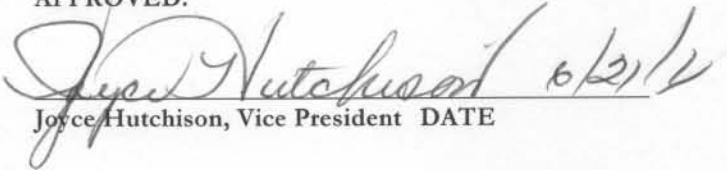
State. The statutes, rules and regulations, and laws under the State of Illinois shall govern the Association.

## Article 13: OFFICIAL SEAL OF THE ASSOCIATION

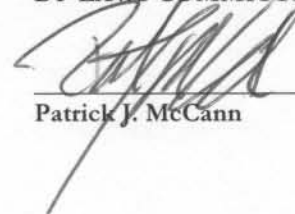
13.1. The official seal of the Association shall be the following:



APPROVED:

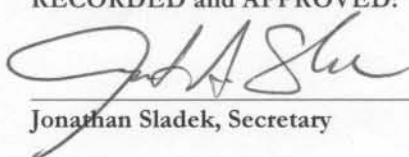
  
Joyce Hutchison, Vice President DATE

BY-LAWS COMMITTEE CHAIRMAN

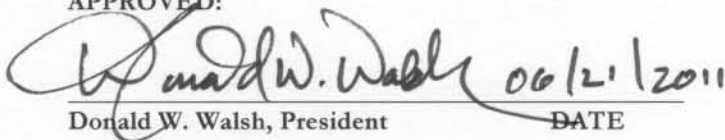
  
Patrick J. McCann DATE

Founded:	May 15, 1962
Adopted:	September 9, 2009
Amended:	April 2, 2011
Legal Review:	April 12, 2011
By-Laws Committee Approval:	June 15, 2011
Board Approved:	June 15, 2011
Membership Approved:	June 21, 2011
Effective:	June 21, 2011

RECORDED and APPROVED:

  
Jonathan Sladek, Secretary DATE

APPROVED:

  
Donald W. Walsh, President DATE

APPROVED:

  
Michael C. Kendall, Treasurer DATE