



BY-LAWS OF

File **2018-00001254**

EGYPT SHORES PROPERTY OWNERS ASSOCIATION IMPROVEMENT, INC

ARTICLE I

PURPOSES

The purpose of the corporation as stated in its certificate of incorporation are: to obtain the most orderly and beneficial development of Egypt Shores, a subdivision, to provide for the administration and enforcement of such regulations and restrictions it deems in the interest of the health, safety and convenience of its members, with the power to assessment of its membership for the purpose of, but not limited to, providing a system of security lights and maintenance of public roads and streets within said subdivision and to encourage, support and work for the respect and acknowledgement of the just rights of its property owners.

This corporation is not organized for a financial profit. It shall not have any power to issue certificates of stocks or declare dividends, and no part of its assessments or future assessments shall inure to the benefit of any member, director or individual.

This corporation shall operate at cost and the amounts collected and income from its members shall be collected for the sole purposes of meeting losses and expenses, within the meaning and purview of section 501 (C) of the Internal Revenue Code and Section 1.501 (C) (12) -1 of the Income Tax Regulation. Advance assessments shall be made for the sole purpose of meeting future losses and expenses and the balance remaining on hand at the end of each fiscal year shall be retained to meet losses and expenses or returned to its members.

The corporation also has such powers as are now, or may hereafter be, granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II

NAME

SECTION 1. NAME. The name of this organization shall be the Egypt Shores Property Owner's Association Improvement, Inc. (ESPOA); hereafter referred to as the Association.

ARTICLE III

MEMBERSHIP

SECTION 1. MEMBERS. All persons owning or co-owning one or more lots in Egypt Shores, a subdivision situated in Williamson County, Illinois, shall be eligible for membership in the Corporation. Any person who is eligible for membership shall become a member upon completing an application and payment in full of the current dues, and shall remain a member so long as the annual dues as determined each year along with any other assessments, are paid in full.

SECTION 2. VOTING RIGHTS. Each paid membership is entitled to one vote on each matter submitted to the membership for a vote. Each member shall have one (1) vote regardless of the

number of owners listed on the deed. No individual shall have more than one (1) vote regardless of the number of properties owned. Renters have no voting privileges in any member vote. A member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid eleven (11) months from the date of its execution unless otherwise provided in proxy. All property owners, regardless of paid membership, shall have the right to vote on issues involving amendments to property restrictions.

SECTION 3. DUES. All members shall pay their dues on or before the due date as specified annually in the amount established by the Association's Board of Directors. Dues amounts may be adjusted by a majority vote of the membership present at the Annual Meeting or a Special Meeting called for that purpose.

SECTION 4. MEMBERSHIP APPLICATION. Each member shall complete a membership application form annually and submit with the appropriate dues amount. .

SECTION 5. TERMINATION OF MEMBERSHIP. Upon the sale or transfer of all of a member's property in the above named subdivision, his or her membership shall automatically cease. No refunds of dues shall be provided.

SECTION 6. MEMBERSHIP YEAR. The membership year of the Association shall begin April 1 and end on the last day of March of each year.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held yearly, with the Board of Directors selecting the date, time and place, prior to the event, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2. SPECIAL MEETING OF MEMBERS. Special meetings of the members may be requested by the President, by two (2) members of the Board of Directors, or by a petition signed by not less than thirty percent (30%) of the members having voting rights. Requests for meetings must be in writing to the Board of Directors and must state the purpose of the meeting. The Board must designate the date, time and place of the special meeting within 10 days of receiving such a request. At such a meeting each member present shall have one vote. Written notice stating the purpose, place, day and hour of such meetings of members shall be provided to each member not less than thirty (30) days prior to such meetings.

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 meetings called by the Board of Directors.

SECTION 4. NOTICE OF MEETING. Written or printed notice, stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or electronically, to each member entitled to vote at such meeting, not less than five (5) nor more than forty (40) days, before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or directors calling the 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 as his/her address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. QUORUM. The members holding 30% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting, from time to time, without further notice.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by the Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be nine (9). Each director shall hold office until the third anniversary of the annual meeting of members in which he/she was elected and until his/her successor shall have been elected and qualified. Directors shall be members of the Association.

SECTION 3. QUALIFICATION OF CANDIDATES. Any candidate must be a member in good standing, a full-time resident of Egypt Shores or a part time resident of Egypt Shores whose primary residence is within a 30 mile radius of Egypt Shores, and shall have pledged that he/she will serve if elected.

SECTION 4. NOMINATION OF CANDIDATES. All nominations of candidates to the Board of Directors shall be made no less than fifteen (15) days and no more than thirty (30) days before the annual meeting of members. After the deadline for nomination expires, a list of all qualified candidates, including their background and qualifications, shall be prepared and mailed to or sent to each member by electronic means along with the ballot.

SECTION 5. NOMINATION METHODS. Any member, who is qualified as a candidate, may submit their own name for nomination by providing a written request on or before the deadline for nominations. A member may nominate another member who is a qualified candidate by providing a written request on or before the deadline for nominations.

SECTION 6. ELECTION OF THE BOARD OF DIRECTORS. An official ballot listing of all qualified candidates and instructions for voting will be prepared and mailed to those members who are entitled to vote and postmarked no less than fifteen (15) days and no more than thirty (30) days before the annual meeting of the members. All ballots for the election of Directors shall be in writing and received at the location designated on the ballot no later than the third (3rd) day prior to the annual meeting of members. Members may vote by mail or in person at a location specified by the Board of Directors. Any attempt to vote in a form other than the official ballot of the Association shall be invalid and will not be counted. No ballot(s) shall be distributed at the Annual Meeting of Members. The official ballots will be counted prior to the annual meeting of members to determine who are duly elected new Directors. The candidate or candidates receiving the most votes will be elected as the new director(s).

SECTION 7. REGULAR MEETING. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the

annual meeting of members, for the election of officers. The Board of Directors may provide the time and place, for the holding of additional regular meetings of the board.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by, or at the request of, the president or any three (3) directors. The person or persons authorized to call special meetings of the board may determine the location for holding any special meeting. These meetings may also be held telephonically or electronically if required to address urgent issues. Results will be documented. Notice of any special meeting of the Board of Directors shall be given, by written notice, delivered personally, by telephone or sent by mail or electronic means, to each director at his/her address as shown by the records of the corporation.

SECTION 9. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time, without further notice.

SECTION 10. 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, except where otherwise provided by law, or by these by-laws.

SECTION 11. VACANCIES. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A Director "Pro-temp" may be appointed during the board approved Director's leave of absence for medical or other reason. The Director Pro-temp will be released from his/her duties upon return of the original Director.

SECTION 12. REMOVAL. Any director, elected or appointed, may be removed by the Board of Directors, whenever in it's judgment, the best interests of the corporation would be served hereby. Any director in arrears of paying dues of more than 30 days or who has missed more than fifty (50%) percent of regular meetings, or any director who fails to fulfill designated duties, may be removed from the board by action of a two-thirds (2/3) vote of the standing board or through a special meeting of the members.

SECTION 13. COMPENSATION. Directors shall serve without compensation.

SECTION 14. MEETING STRUCTURE. All scheduled meetings shall be conducted with the aid of an agenda that provides a roadmap for the meeting, identifying topics to be covered, issues to be discussed and establishing the order in which business will be transacted. *Robert's Rules of Order Newly Revised, Latest Edition* shall be the final authority as to parliamentary procedure at all meetings of its members, directors and committees, in so far as they do not conflict with any provisions of these by-laws.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a president, a vice president, a treasurer and a secretary. The Board of Directors may elect or appoint such other officers, including one or more assistants as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the association shall be elected annually by the Board of Directors, immediately after, and at the same place as, the annual meeting of members. The term of each officer is one (1) year. Officers may be re-elected to serve more than one (1) term. Vacancies may be filled or new officers created and filled, at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected, and qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Any such removal shall be without prejudice and shall not affect their Directorship. Such action shall require a Special Meeting of the Board of Directors.

SECTION 4. VACANCIES. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall serve as chairman at all meetings of the Board of Directors. The president shall sign, with the Secretary or any authorized officer of the Association, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Association. The president shall perform such other duties as may be prescribed by the Board of Directors from time to time. The President shall also:

- 1) See that resolutions, objectives and policies of the Board of Directors are carried into effect except when the responsibility is otherwise assigned by the Board and
- 2) Monitor and coordinate the work of the committees, assuring that the committees are functioning to meet their established goals, provide support and assistance as needed, and assure that the Board receives timely reports of committee progress.

SECTION 6. VICE PRESIDENT. The vice president shall serve as assistant to the president in his/her efforts for the good of the Association and shall assume the office of the president with all its powers and restrictions in the event of resignation, disability, refusal to act, or death of the president.

SECTION 7. TREASURER. The Association may bond the Treasurer for the faithful discharge of assigned duties in such sum and with such surety of sureties, as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and record monies payable to the Association and deposit such funds in the name of the Association in the bank accounts of the Association, disburse funds to fulfill financial obligations and liabilities of the Association, perform in general all duties as incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The treasurer shall present a monthly financial report to the Board of Directors of the Association and an annual financial report to the members at the Annual Meeting. Reports are to include all transactions made within the association's savings, checking and petty cash accounts. Receipts for all expenditures will be made available for review at each board meeting. The treasurer shall be prepared to submit appropriate records for auditing by an impartial Auditing Committee (not consisting of Board members), as deemed necessary by the Board of Directors or as called for by the membership. The treasurer shall maintain all records on file in a centralized location accessible to the Board of Directors.

SECTION 8. SECRETARY. The secretary shall keep minutes of all meetings of the members and of the Board of Directors on file in the Association's office; ensure that all notices are duly given in accordance with the provisions of these by-laws or as required by law; maintain a register of the post office addresses of all members; such information shall be furnished to the secretary by each member by virtue of the membership agreement (Article III, Sec 4 above) and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board of Directors. The Secretary shall manage all official correspondence.

ARTICLE VII

COMMITTEES

SECTION 1. COMMITTEE APPOINTMENTS. The President, with the approval of the Board of Directors, may designate one or more committees as deemed appropriate. Each committee shall have specific objectives and timelines.

SECTION 2. COMMITTEE MEMBERSHIP. Each committee shall consist of at least one or more directors and may be combined with members from the association.

SECTION 3. MANNER OF ACTING. The respective members of any committee shall elect or appoint a chairperson. The chairperson will preside over meetings of the assembled group and shall ensure the committee conducts its business in an orderly fashion.

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 as 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 and 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 Secretary and countersigned by the president or vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts 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 a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be examined by any member or his/her agent/attorney for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI

CORPORATE SEAL

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

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice, whatever 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

ADMENDMENTS TO BY-LAWS

SECTION 1. REVISIONS, AMENDMENTS AND REPEALS TO BY-LAWS. By-laws have been and may be revised, amended, or repealed and such by-laws adopted by the Board of Directors and communicated to its members.

SECTION 2. EFFECTIVE DATE. The amendments to the by-laws shall take effect upon filing such changes, revisions or amendments with Williamson County, Illinois.

ARTICLE XIV

RULES AND REGULATIONS

The Board of Directors shall adopt rules and regulations for the government of this corporation not inconsistent with these by-laws, and the same may be amended, altered, or repealed, in the same manner as provided in Article XIII of these by-laws.

ARTICLE XV

CONTRIBUTION

The Board of Directors may determine, from time to time, the amount of the annual improvement and maintenance contribution (dues) payable to the corporation by lot owners.

We certify that these By-Laws were read, accepted and duly adopted as By-Laws for the Egypt Shores Property Owners Association Improvement, Inc. (ESPOA) by the Board of Directors on

January 10, 2018

President Gary Stevens

Vice President Andy L. Malloy

Treasurer Bob Clark

Secretary Cheryl Munn

Director [Signature]

Director _____

Director _____

Director [Signature]

Director _____