

B Y L A W S

OF THE

MEADOW CREEK COMMUNITY ASSOCIATION, INC.

ARTICLE I

MEMBERSHIP

SECTION 1. There has heretofore been organized in Illinois a not-for-profit corporation known as the Meadow Creek Community Association, Inc. (hereinafter referred to as "Association"). This Association has been organized under the provisions of the General Not For Profit Corporation Act of the State Of Illinois. The Meadow Creek Community Association, Inc. has been found pursuant to Article V of the Declaration of Protective Covenants, Conditions, Restrictions, Reservations, and Easements for Meadow Creek Subdivision recorded in the Office of the Recorder of Deeds of Will County, Illinois, on November 3, 1988 as Document No. 8853128 (hereinafter referred to as "Declaration").

All Lot Owners of Meadow Creek as well as future Lot Owners of Meadow Creek future additions shall be members of the Association as provided in Paragraph 2 (a) and (b) of Act V Of Said Declaration.

This membership shall terminate upon the sale or other disposition of such Lot, at which such time the new Lot Owner shall become a member of the Association. Such termination shall not relieve or release any such former Lot Owner from any liability or obligation incurred under or in any way connected with his or her Lot Ownership, during the period for such Lot Ownership, and membership in this Association. Furthermore, such termination of Lot Ownership shall not impair any rights of remedies which the Board of Directions of this Association, or others may have against such former Owner and member arising out of, or in any way connected with, such ownership and membership and the covenants and obligations incident thereto. The Association may issue certificates evidencing membership therein.

SECTION 2. The rights of membership are subject to the payment of all assessments levied by the Association, the obligation of which assessment is imposed against each Lot Owner and becomes a lien upon the Lot against which such assessment is made.

## ARTICLE II

### VOTING

There shall be three (3) classes of voting membership as provided for in Paragraph 3 of Article V of said Declaration.

Class A shall be general membership; Class B shall be membership of Meadow Creek future additions which when added shall be Class A members and Class C membership which shall be restricted to aircraft owners who keep their planes at Meadow Creek.

SECTION 1. Regardless of the number of owners of an individual Lot there shall be only one vote per Lot. In the case of an individual or individuals owning more than one Lot, then they shall be entitled to one vote for each Lot so owned.

SECTION 2. No unit vote may be fractionalized or divided in the event there is more than one person who is the Owner of the Lot. The unit vote shall be exercised as if the Lot Owners consisted of only one person in accordance with the proxy or other designation made by the members constituting such Lot ownership, and filed with the Association.

## ARTICLE III

### PURPOSES AND POWERS

The Association has been organized for the purpose of facilitating the administration and operation of the Meadow Creek Community, including the development of all homes built or to be built in Meadow Creek Subdivision, the common areas and the recreational areas including runways and taxiways, to the end that the comfort, health, safety and welfare of all Lot owners and their families in the entire Subdivision is promoted and maintained. Among the powers of the Association will be the power to own, operate, maintain, insure, keep and repair all interior roadways, taxiways, runways, guardhouse and guard gate, security system, detention areas, street lights, recreational areas, common areas and easements for ingress and egress and taxiway purposes, built or to be built in the Subdivision, together with any other facilities incidental to the foregoing. The powers of the Association shall specifically include the power to levy assessments and to exercise architectural controls as provided in the Declaration. The Association shall have the power to establish Rules and Regulations relating to the use of any common areas of Meadow Creek Subdivision and to the general welfare of the members of the Association so long as said Rules and Regulations are not inconsistent with the Declaration. The operation of the Association shall be consistent with the purposes set forth in the Articles of Incorporation.

## ARTICLE IV

### MEETINGS OF MEMBERS

SECTION 1. Annual Meeting: The first annual meeting of the members shall be held upon notice provided by the initial Board of Directors after the date when the sales to purchasers by the Developer and the Trustee have been consummated with respect to 75% of the Lots which the Developer intends to sell in the subdivision or such earlier date as may be fixed by the Board of Directors. Thereafter, an annual meeting of the members shall be held on the first Tuesday of June in each year for the purpose of electing Directors and for the transaction of such other business as may come before the members. If such day be a legal holiday, the meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as may be convenient.

SECTION 2. Special meeting: Special meetings of the members may be called by the President or by the Board of Directors or by not less than 20% of the members, the notice for which shall specify the matters to be considered at such special meeting.

SECTION 3. Place and Time of meeting: All meetings of the Lot owners shall take place at 8:00 P.M., local time in some section of the property designated by the person or persons calling a special meeting, or at such other reasonable place or time designated by the Board of Directors.

SECTION 4. Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than 30 days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons 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 to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 5. Quorum: The members holding a majority 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.

SECTION 6. Proxies: At any meeting of members, 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 after eleven months from the date of its execution. Proxies must be filed with the Association to become effective.

**SECTION 7. Order of Business:** The order of business at any meeting of the Members of the Association shall be as follows:

- (a) Proof of Notice of Meeting or waiver of Notice.
- (b) Reading of minutes of Preceding Meeting.
- (c) Reports of Officers.
- (d) Reports of Board of Directors.
- (e) Reports of Committees.
- (f) Unfinished Business.
- (g) New Business.
- (h) Adjournment.

## ARTICLE V

### BOARD OF DIRECTORS

**SECTION 1. General Powers:** The affairs of the Association shall be managed by its Board of Directors.

**SECTION 2. Number, Terms and Qualifications:** Until the date of the first annual meeting of the members as hereinabove provided, the number of Directors shall be Four (4), who shall be the Directors named in the Articles of Incorporation. Commencing with the date of the first annual meeting of the members, the number of Directors shall be Seven (7). on and after the date of said first annual meeting, only a member of the Association may be a Director of the Association. At the first annual meeting, three (3) Directors shall be elected for a three-year term, two (2) Directors shall be elected for a two-year term, and two (2) Directors shall be elected for a one-year term. Thereafter, all Director's terms shall be for a three-year period.

**SECTION 3. Designation of Directors:** All Directors shall be entitled to on any matter before the Board of Directors. At the first meeting of the Board of Directors, the Directors shall vote by a majority vote of those present to elect one of its members as Chairman. The Chairman of the Board of Directors shall preside at all meetings of the Board Of Directors. The term of office for Chairman shall be one (1) year.

**SECTION 4. Duties, Powers, etc. of the Board:** All powers, duties, rights and obligations by the Association shall be vested in the Board of Directors. The Board of Directors shall promulgate Rules and Regulations of the Association which shall be binding upon the members of the Association. The Board of Directors shall manage the daily affairs of the Association and shall appoint one or more officers to carry out the directives of the Board of Directors. The Board of Directors shall appoint all standing and special committees of said Association, which shall be advisory to the Board of Directors. Decisions of the Board of Directors shall be binding upon the Associations and its members.

The Board of Directors may exercise any power of the Association which is not inconsistent with the Declaration.

**SECTION 5. Regular Meetings:** The 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. The Board of Directors may provide by regulations the time and place for the holding of additional regular meetings of the Board without other notice than such regulation. All meetings of the Board of Directors are open to all members of the Association.

**SECTION 6. Special Meeting:** Board of Directors may be called by or at the request of the Chairman or any three Directors. The person or persons authorized to call special meetings of the board may fix the place for holding any special meeting of the board called by them.

**SECTION 7. Notice:** Notice of any special meetings of the Board of Directors shall be given at least 14 days previously thereto by written notice delivered personally or sent by mail to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or notice of such meeting, unless specifically required by law or by these by-laws.

**SECTION 8. 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 from time to time without further notice. Proxies will not be allowed at any meeting of the Board of Directors for the purpose of voting or establishing a quorum.

**SECTION 9. Manner of Acting:** The act of a majority of the Directors in office shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

**SECTION 10. Vacancies:** Any vacancy occurring in the Board of Directors, shall be filled by a majority of the remaining Directors until the next annual meeting of the members, at which time the vacancy shall be filled by a majority vote of the members for the remaining term of the vacant Director.

**SECTION 11. Removal:** From and after the date of the first annual meeting of the members, any member of the Board of Directors may be removed from office by the affirmative vote of 66-2/3% of all the members at a special meeting called for such purpose.

**SECTION 12. Compensation:** No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him for the association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors. No remuneration nor compensation shall in any case be paid to a Director without the approval of the members.

## ARTICLE VI

### OFFICERS

SECTION 1. Officers: The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer and a Secretary.

SECTION 2. Election and Term of Office: The officers of the association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, from among the members of the Association. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

SECTION 3. Removal: Any officer elected by the Board of Directors may be removed by a majority vote 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 be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and shall attend all meeting of the Board of Directors. He may sign, with or without the Secretary or any other proper officer of the Association authorized by the Board of Directors any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President: In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-law; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President of the Board of Directors.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts: The Board of Directors 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 in the name of and on behalf of the Association 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 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Association.

SECTION 3. Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association 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 Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

## ARTICLE VIII

### ASSESSMENTS

Any expenses which the Board or the Association may incur in the performance of their duties under these by-laws shall be common expenses. Such common expenses shall be divided equally from time to time into such portions equal in number to the total number of existing Lots in the subdivision and the Association shall from time to time assess each Lot owner that sum.

Assessments shall be made against each Lot based upon the annual operating budget which shall include a reasonable cost for maintenance of all common areas and improvements. Special

assessments shall be authorized by a 2/3 vote of Board of Directors.

Assessments may be established at different levels based upon classification of Lots (aviation vs. nonaviation) and runway and aviation usage pursuant to Article V, Paragraph 5 of the Declaration.

## ARTICLE IX

### RULES AND REGULATIONS

The Board of Directors shall promulgate, and cause to be distributed to Lot Owner, Rule and Regulations concerning the use of the runway, terminal and other recreational facilities controlled by the Association and relating to the general welfare of the members of the Association. Such rules and regulations may be amended or altered, from time to time, as the Board deems necessary to insure the highest quality operation and use of those facilities. However, rules promulgated by the Association shall provide that:

- 1) Owners in future additions do not have the right to house airplanes on their premises.
- 2) Developers shall have the right to extend the existing runway by 600 feet and that all owners of additional lots created by such expansion shall have the rights and privileges of current Phase I Lotowners.
- 3) Only Phase I Lotowners shall have the control of the operation and maintenance of the runways and taxiways.

## 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, 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 Association may be inspected by any members, or his agent or attorney for any proper purpose at any reasonable time.



## ARTICLE XI

### COMMITTEES

There shall be five (5) standing committees of the Association. Each Committee shall have seven (7) members appointed by the Board of Directors from the general membership of the Association. These Committees are:

1. Budget
2. Architectural Review
3. By-laws
4. Aviation
5. Special events

The Committees shall choose one member of the Committee to act as chairman. Meetings shall be called as necessary to handle the affairs of the Committees. These Committees shall report to the Board of Directors and shall be advisory only. Vacancies on any Committee shall be filled by the Board of Directors. The duties of each Committee shall be as determined from time to time by the Board of Directors.

Special committees shall be appointed from time to time by the Board of Directors as may be necessary to serve the purposes of the Association.

The duties of the standing committees shall include the following:

1. Budget Committee: Prepare annual operating budget and projected assessments. Review all expenditures and recommend all contracts for maintenance and repairs. Maintain a current listing of all Lot Owners and the status of all general and special assessments. Recommend action upon any unpaid assessments.

2. Architectural Review Committee: Review and recommend approval, denial or approval with revisions of all plans and specifications for any and all structures to be built in said subdivision. Enforce the building and occupancy restrictions contained in the Declaration.

3. By-laws: Recommend changes in by-laws, rules and regulations and other matters concerning the operation of said Association or relating to the health, safety, welfare or general good of the membership.

4. Aviation Committee: Oversee the operation of the runway and taxiways; recommend rules and regulations for aviation, safety and operation and establish fees for aviation services.

5. Special Events: Plan and prepare any special events including the promotion of community development.

ARTICLE XII

FISCAL YEAR

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

ARTICLE XIII

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 Association and the words "Corporate Seal, Illinois".

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Act of Illinois or under the provisions of the articles of incorporation or by-laws of the Association, 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 XV

AMENDMENTS TO BY-LAWS

Until the date of the first annual meeting of the members these by-laws may be altered, amended or repealed, and new by-laws may be adopted, by the affirmative vote of a majority of the Directors in office. From and after the date of the first annual meeting of the members, these by-laws, except Articles XIV, XVI, and XVII, may be altered, amended or repealed and new by-laws may be adopted by the affirmative vote of 66-2/3% of all of the members at a regular meeting or at any special meeting. Article XVI, Article XIV and Article XVII may not be amended.

ARTICLE XVI

LIABILITY AND INDEMNITY

The Board of Directors and officers thereof shall not be liable to the Lot owners for any acts or omissions made in good faith as Directors or officers. Such Directors and officers shall have no personal liability with respect to any contract made by such Directors or officers on behalf of the Lot owners, unless any such contract shall have been made in bad faith or contrary to the provisions of these by-laws or the Declaration.

ARTICLE XVII

CONSTRUCTION

(a) Nothing hereinabove contained shall in any way be construed as altering, amending or modifying the Declaration. Said Declaration and these by-laws shall always be construed to further the harmonious, beneficial, cooperative and proper use and conduct of the Property. If there is any inconsistency or conflict between these by-laws and the aforesaid Declaration, the provisions of the Declaration shall control.

(b) All words and terms used herein which are also used in the Declaration shall have the same meaning as provided for such words and terms in the Declaration.

ARTICLE XVIII

MANAGEMENT

The Board may engage the services of a manager, or managing agent who shall manage and operate the Association for the benefit of all of the members, upon such terms and for such compensation and with such authority as the Board may approve.