

BRIARCLIFF ASSOCIATION

BY-LAWS

I. NAME

The name of this assembly shall be the BriarCliff Association as provided in Article III of the document Certificate of Ownership and Declaration of Conditions, Covenants, Restrictions, Agreements and Charges affecting real property known as BriarCliff first subdivision, Champaign County, Illinois.

II. MEMBERSHIP

Membership of the Association shall consist of all persons owning legal Title of Record of a lot in BriarCliff Subdivision as provided by the Covenants, Section III. Members shall pay fees as provided by the Covenants and levied by the membership at its annual meeting according to Article V below.

III. PURPOSE

The purpose of the Association shall be to administer the management of the Commons, operate and maintain the leased and or shared utilities of the subdivision, and handle other matters of common interest. The Association shall provide for the designated Architectural Committee as named in the above Covenants, Section III, and shall enforce the Covenants according to Section XIV of the Covenants.

IV. THE BOARD OF DIRECTORS AND OFFICERS

A. There shall be seven members of the Board of Directors, three members elected in the even year - four members elected in the odd year at the annual meeting of the Association. **Directors must be members of the Association. Directors shall not receive any stated salaries for their services, provided that**

nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefor. A slate of nominees shall be presented by the retiring Board of Directors. Nominations will also be accepted from the floor at the meeting. Election shall be by general consent when there are only a sufficient number of candidates. A written ballot shall be used when there are more candidates. The term of office is for two years. Vacancies occurring on the Board shall be filled by appointment by the president, with approval of the Board for the unexpired portion of the term.

- B. The Board shall be empowered to act in the place of the membership, appoint committees, and to adopt recommendations of committees. Any major Board decision other than those approved at the previous annual Association meeting must be brought to the attention of the membership within two days (48 hours) of said decision, and, except for emergency maintenance of existing utilities and properties, implementation of decision may not proceed until three days (72 hours) after such notification.
- C. The Board shall meet as **needed** in open session. The Board reserves the right to meet in closed session, not to exclude Association membership. Notification of the time and location of Board meetings shall be made **to the membership** at least one week in advance. **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.** Absentee votes on specific issues may be cast in advance of the meeting.

D. Officers shall be elected from among the Board members at their first meeting following the annual meeting of the Association. These officers and their duties shall be as follows:

President: To call and preside at all meetings. The President shall represent the Association in an official capacity and shall have the usual powers of supervision and management as pertain to the office.

Vice President: To carry out the duties of the President in his or her absence.

Treasurer: 1. to collect the annual assessment from each lot owner.
2. to deposit and to expend funds as approved by the Board.
3. to prepare a financial report for presentation at the annual meeting for the calendar year.
4. to have the financial records audited at the end of each calendar year by one or more members of the Association.

Secretary: Keep minutes of all Board meetings and meetings of the Association. Publish newsletter to membership giving pertinent news. Follow other rules of notification as prescribed by these by-laws.

Other officers as named by the Board whose duties shall be as designated by the Board.

V. ASSOCIATION MEETINGS

A. The annual meeting of the Association will be held during January, normally on a Sunday.

The annual meeting shall include the election of the Board of Directors, levying of maintenance fees and annual committee reports. In addition, special Association meetings may be called by the Board of Directors or upon written petition of five members of the Association to the President. Special meetings will not be held for amendment or reconsideration of action taken by the Association in its last meeting. If at the annual meeting of the Association, the membership votes to change the regular maintenance fee from that of the preceding year, the absent members shall be notified and given a period of two weeks to cast an absentee ballot.

B. A quorum for the annual meeting shall consist of those members present. A quorum for a

special meeting shall consist of fifty percent of the members.

- C. The owner or owners of each lot shall be entitled to one vote at Association meeting provided in the Covenants. Vote shall be by voice or, when requested by a member, by roll call, by lot number or, upon a seconded request of one member by secret ballot.
- D. Written notification of Association meetings shall be given at least 30 days in advance of the meeting and that notice shall include a listing of special items to be considered at that meeting.
- E. The meetings shall be governed by ROBERT'S RULES OF ORDER, **latest edition**, in all cases where they are applicable and not in conflict with these by-laws.

VI. COMMITTEES

- A. The board of directors shall appoint willing Association members to serve on special committees and standing committees. All committee recommendations must be submitted to the Board for final action.
- B. There shall be three standing committees:
 - 1. Architectural Committee consisting of three members with duties as provided by the covenants.
 - 2. Environmental Committee whose duties shall include:
 - 1. Protection, maintenance and preservation of the areas designated as commons and other areas owned by the Association.
 - 2. **Notifying the membership of neighborhood regulations.**
 - 3. Lake and Beach Committee whose duties shall include:
 - 1. Maintenance of existing facilities.
 - 2. Supervision of treatment of Lake.
 - 3. Notifying membership of lake regulations.

VII. RECORDS

The Association shall maintain a file of permanent records. The president shall ensure that the files are kept current and are stored in a safe place and each outgoing president shall deliver the up-to-date files to the incoming president. **The Association shall keep correct and complete books, records of account and 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 member, or his agent or attorney for any proper purpose at any reasonable time.**

VIII. AMENDMENT OF THE BY-LAWS

Amendment or addition to these By-laws may be made at any meeting of the association by two thirds written ballot vote of the members present and voting, provided that notice of the proposed amendment or addition shall have been set forth in the notice of the meeting.

IX. ASSESSMENTS

A. Annual assessments may be determined by the Board of Directors for the following purposes:

1. To maintain, own, develop, keep up, operate and manage the common areas, improvements thereon and the lakes of the four Briar Cliff subdivisions: situated in the County of Champaign, and the State of Illinois;
2. To pay the administration expenses of the corporation including but not limited to salaries, contracts, postage, taxes, utilities, and overhead properly authorized by the Board of Directors pursuant to its authority hereunder;
3. To promote the common good and to provide and furnish goods, services and

- facilities for the benefit of its members of the Association and their guests, said members and guests being the consumers of such goods, services and facilities;
4. To provide liability insurance in an amount not less than that set forth in Article XII for the common areas, lakes, and lake use easement areas as defined in the Owners Certificate and Restrictive Covenants; and,
 5. To provide adequate reserves to carry out the above purposes.
- B. The assessment shall be applied to each member equally based on an amount levied for each developed lot and an amount levied for each vacant lot. The Board will submit its recommendation for the annual assessment to the membership for its approval at the annual meeting as per Article V. A majority vote is needed to change the annual assessment.
- C. Annual assessments for the current calendar year shall be payable on or before the 1st of March in each year. A new member who purchases a lot shall pay the annual assessment for the current year on or before the date of closing in an amount prorated to the date of closing.
- D. If any member or former member of the Association is in default in the payment of the assessments provided hereunder, the Board of Directors may bring suit for and on behalf of the Association, to enforce collection thereof, or to foreclose the lien therefor as hereinafter provided; and there shall be added to the amount due the costs of said suit, and other fees and expenses together with interest at the rate of 18% per annum and reasonable attorney's fees. To the extent permitted by any decision, covenant or any statute or law now or hereafter effective, the amount of any delinquent and unpaid assessment interest, costs and fees as above provided, shall be and become a lien or charge against the real estate of the delinquent party located in the aforesaid four Briar Cliff subdivisions, situated in Champaign County, Illinois and may be foreclosed by an action brought in the name of the Association as in the

case of foreclosure of liens against real estate. Any encumbrancer may from time to time request in writing a written statement from the Board of Directors of the Association setting forth the unpaid assessments with respect to said member covered by such encumbrance and unless said request shall be complied with within twenty (20) days, all such assessments which become due prior to the date of the making of such request shall be subordinate to the lien of such encumbrancer.

The Board of Directors of the Association is specifically empowered with the power and authority to enforce all provisions of this section, together with all other provisions of these by-laws, and shall be further authorized and empowered to enforce all provisions of the Owner's Certificates and Restrictive Covenants, as amended from time to time, as are of public record in the Office of the Recorder of Deeds, Champaign County, Illinois.

X. SPECIAL ASSESSMENTS

In addition to the annual assessments authorized pursuant to Article IX herein, the Board of Directors may at any time or from time to time levy special assessments upon the approval, by written ballot, of a resolution by two thirds (2/3) of the members. Written notification stating the purpose and amount of the special assessment shall be given to the members in accordance with rules set forth in Section D of Article V of these by-laws. Said special assessments may be for the purposes enumerated in Article IX or for any other purpose not inconsistent with the Articles of Incorporation. In the event any member shall be delinquent in the payment of a special assessment, the Board of Directors shall have all the rights and remedies set forth in Section D of Article IX for regular assessments.

XI. WAIVER OF NOTICE

Whenever any notice 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 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.

XII. FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

XIII. INDEMNIFICATION/ INSURANCE

The Association/corporation shall hold harmless the owners of Member lots from and against any and all claims, demands, damages, and injuries incurred by or arising from: (a) the construction of any improvements within the common areas, lakes or lake use easement areas, (b) the maintenance and care of the common areas and lakes, or (c) the use and enjoyment of the common areas, lakes and lake use easement areas by the owners, guests, invitees and lessees of the Member lots providing a, b and c above are authorized and approved by the Board of Directors.

The Association/corporation shall also maintain liability insurance with a responsible insurance carrier in an amount not less than \$1,000,000 for the express purpose of securing the performance of the above indemnity.

XIV. BORROWING, PLEDGING ASSOCIATION ASSETS

The Board of Directors may pledge association assets and/or borrow funds upon such terms as determined by the board of Directors, with the written approval of two thirds (2/3) of the membership, to carry out association purposes limited to the essential maintenance of common areas and/or the Briar Cliff Subdivisions.

XV. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. CONTRACTS. The Board of Directors may authorize any officer or officers, agent

or agents of the corporation, 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 corporation and such authority may be general or confined to specific instances.

- B. CHECKS, DRAFTS, ETC. All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the treasurer or his or her designee and countersigned by the president or vice president of the corporation.
- B. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, corporation companies, or other depositories as the Board of Directors may select.

XVI. SUBDIVISIONS BOUND BY THESE BY-LAWS

These by-laws shall be binding on Briar Cliff First Subdivision, Briar Cliff Second Subdivision, Briar Cliff Third Subdivision, Briar Cliff Fourth Subdivision and all future Briar Cliff subdivisions.

APPROVED AT ANNUAL MEETING, APRIL 2002