

# By-Laws of Lake Petersburg Association

\*Revised and Adopted By The Director Members of  
Lake Petersburg Association, September 9, 1996 and August 9, 2010

## ARTICLE I. Offices

The principal office of the corporation in the State of Illinois shall be located in the City of Petersburg, County of Menard. The corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II. Members

Section 1. Classes of Members. The corporation shall have three (3) classes of members, namely:

- A. Director Members. There shall be no more than twenty-two (22) Director Members.
- B. Regular Members. A Regular Member is a person who has leased a lot owned by the Corporation for such terms and conditions as the Board of Directors may prescribe from time to time. No person can maintain more than one (1) membership no matter how many lots are owned by said member. There can be only one (1) membership even though a lease for a lot may be in more than one (1) person's name.
- C. Associate Members. An Associate Member is a person who sub-rents a lot from a regular member for a period of up to one (1) year. Associate Members may be granted lake privileges but are not entitled to vote on any items submitted to the Regular Members.

Section 2. Election of Members.

- A. The original Director Members shall be elected by the incorporators and thereafter any vacancy in the office of any Director Member shall be filled by the two-thirds (2/3's) affirmative vote of the remaining Director Members.
- B. The Director Members shall elect a twelve (12) member Board of Directors which shall manage the affairs of the corporation. These twelve (12) members shall be referred to as Directors.

- C. Regular Members shall be elected by the Board of Directors. An affirmative vote of the majority of the Board of Directors shall be required for the election of a Regular Member.

Section 3. Voting Rights.

- A. Each Director Member shall be entitled to one (1) vote on each matter submitted to a vote of the Director Members.
- B. Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.
- C. Each Regular Member shall be entitled to one (1) vote on each matter submitted to a vote of the Regular Members regardless of the number of lots leased from the corporation.

Section 4. Termination of Membership.

The Director Members, by affirmative vote of two-thirds (2/3's) of the Board of Directors present at any regular constituted meeting of such Board of Directors, may suspend, expel or terminate a regular member or a Director Member for cause after an appropriate hearing. Said cause may include, but is not limited to, payment of the dues or assessments as set forth in Article XI of these By-Laws.

Section 5. Resignation.

Any Director Member or Regular Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued or unpaid.

Section 6. Reinstatement.

Upon the written request signed by a former Regular Member and filed with the Secretary, the Director Members, by the affirmative vote of two-thirds (2/3's) of the Director Members, may reinstate such former Regular Member to membership upon such terms as the Director Members may deem appropriate.

Section 7. Transfer of Membership.

Director Memberships in this corporation are not transferable or assignable. Regular Memberships may be transferred by and with the consent of two-thirds (2/3's) of the Director Members present at any regularly constituted meeting of the Board of Directors.

ARTICLE III. Meetings of Members

Section 1. Annual Meeting.

An annual meeting of the Director Members shall be held at Petersburg, Illinois, on the second Monday in the month of February at 7:00PM each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State

of Illinois such 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 of the Director Members, or at any adjournment thereof, the Board of Directors shall cause the election of Directors to be held at a special meeting of the Director Members as soon thereafter as it may be convenient.

Section 2. Special Meetings.

Special meetings of the Director Members shall be called by the President, or by not less than three (3) of the Director Members.

Section 3. Regular Member Meetings.

Meetings of the Regular Members shall be held at the call of the President, or by not less than three (3) of the Director Members who are on the Board of Directors.

Section 4. Place of Meetings.

The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, but if all the Director Members shall meet any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 5. 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 (5) nor more than twenty (20) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or person calling the meeting. In case of special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereupon prepaid.

Section 6. Informal Action by Director Members.

Any action required by law to be taken at a meeting of the Director Members, or any action which may be taken at a meeting of the Director Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Director Members entitled to vote with respect to the subject matters thereof.

Section 7. Quorum.

At any meeting of the Board of Directors, if a quorum is not present, the President may ask a director member (or members) to be seated in order that votes may be taken on the Secretary's minutes, the Treasurer's report, the bills payable and property transfers. The meeting shall then be adjourned.

Section 8. Proxies.

At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting by Mail.

Where Directors or officers are to be elected by Members or any class or classes of Members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV. Board of Directors

Section 1. General Powers.

The affairs of the corporation shall be managed by its Board of Directors. Directors must be residents of Illinois and Director Members of the corporation.

Section 2. Number, Tenure, and Qualifications.

The number of Directors shall be twelve (12). Members of the Board of Directors shall be elected for four (4) years, with three (3) terms expiring each year. Each member of the Board of Directors shall hold office until the next annual meeting of the Director Members and until his successor shall have been elected and qualified. Nothing in this section shall prohibit members of the Board of Directors from serving consecutive terms.

Section 3. Removal.

A member of the Board of Directors may be removed from the Board for cause after an appropriate hearing. Such removal shall require a two-thirds (2/3's) vote of the Director Members.

Section 4. Regular Meetings.

Regular meetings of the Board of Directors shall be held the second (2<sup>nd</sup>) Monday of each month at 7:00 PM in the Lake Office. If such date falls on a legal holiday, such meeting shall be held on the next succeeding business day.

Section 5. 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 fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them.

Section 6. Notice.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by a written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered to the telegraph company.

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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but 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. At any meeting of the Board of Directors, if a quorum is not present, the President may ask a Director Member(s) to be seated in order that votes may be taken on the Secretary's Report, the Treasurers report, the bills payable, and property transfers. The meeting shall then be adjourned.

Section 8. Manner of Acting/Roll Call Vote.

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, unless the act of a greater number is required by law or by these By-Laws. A roll call vote shall be taken on all matters of expenditure of money, bids, budget increases, and changes to the Rules and Regulations.

Section 9. Vacancies.

Except as provided in Article II, Section 2, vacancies on the Board of Directors shall be filled by the remaining members of the Board of Directors. A Board of Director member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting if the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

## ARTICLE V. Officers

Section 1. Officers.

The officers of the corporation shall be a President, one (1) or more Vice-Presidents (the number thereof to be determined by the Board of Directors). A Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one (1) or more Assistant-Secretaries and one (1) or more Assistant-Treasurers, 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. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of the corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors, and shall serve for a period of one (1) year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be 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 shall have qualified.

Section 3. Removal.

Any officer 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, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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 corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, leases, mortgages, bonds, 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 corporation; and in general he 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. The President shall conduct (or have conducted) an orientation session on parliamentary procedures, by-laws, committees, and the Board Book for all new Lake Board members.

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 (1) 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.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as

shall be selected in accordance with the provisions of Article VII of these By-Laws; 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 (1) 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 corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the Post Office address of each member which shall be furnished to the Secretary by such Member; 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 or by the Board of Directors.

Section 9. Assistant-Treasurers and Assistant-Secretaries.

If required by the Board of Directors, the Assistant-Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant-Treasurers and Assistant-Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Directors.

Section 10. Indemnification of Officers.

The corporation shall secure insurance coverage on Director Members protecting against civil rights damage claims and suits, constitutional rights damage claims and suits, and death and bodily injury and property damage claims and suits, including defense thereof, when damages are sought for negligent or wrongful acts allegedly committed under the direction of the Board of Directors or Director Members.

## ARTICLE VI. Committees

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be

Members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office.

Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman.

One (1) member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by 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 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.

Section 2. Checks, Drafts, etc.

All checks, drafts or 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 an Assistant-Treasurer and countersigned by the President or a Vice-President of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation 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 corporation any gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII. Certificates of Membership

Section 1. Certificates of Membership.

The Board of Directors may provide for the issuance of certificates evidencing Director and Regular Memberships in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Secretary or Assistant-Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates.

When a Member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

ARTICLE IX. Books and Records.

The corporation 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 corporation may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. Fiscal Year

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

ARTICLE XI. Dues

Section 1. Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues.

Dues shall be payable in advance on or before the fifteenth (15<sup>th</sup>) day of May in each fiscal year. Dues of a new member, on approval of a new Association lease assignment, shall be prorated from the first (1<sup>st</sup>) day of the month in which such new Member is elected to membership for the remainder of the fiscal year of the corporation.

Section 3. Default and Termination of Membership.

When any Member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period of which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-Laws.

ARTICLE XII. 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 corporation and the words "Corporate Seal, Lake Petersburg Ass'n, Petersburg, Ill."

ARTICLE XIII. Personal Liabilities of Officers,  
Directors and Director Members

Section 5. Personal Liability.

Neither the Officers, Directors, Director Members or any individual or successor Officer, Director, or Director Member shall be personally answerable or personally liable for any liabilities or debts of the Association contracted by them as such Officers, Directors, or Director Members, or for the non-fulfillment of contracts, but the same shall be paid out of the Association, and the Association and the Association is hereby charged with a first lien in favor of such Officers, Directors, or Director Members for his or their security and indemnification for any amounts paid out by any such Officer, Director, or Director Member for any such liability and for his and their security and indemnification against any liability of any kind which the Officers, Directors, Director Members or any of them may incur hereunder; provided, however, that nothing herein shall exempt any Officer, Director, or Director Member from liability arising out of his own willful misconduct, bad faith or gross negligence, or entitle such Officer, Director, or Director Member to indemnification for any amounts paid or incurred as a result thereof.

The Officers, Directors, and Director Members and each individual Officer, Director or Director Member shall not be liable for any error of judgment or for any loss arising out of any act or omission in the execution of their duties as long as they act in good faith and without gross negligence; nor shall any Officer, Director or Director Member, in the absence of his own willful misconduct, bad faith or gross negligence, be personally liable for the acts or omission in the execution (whether performed at the

request of the Officer, Director, or Director Member or not) of any other Officer, Director, or Director Member, or any agent or attorney elected or appointed by or acting for the Officers, Directors, or Director Members.

The Officers, Directors, or Director Members shall be fully protected in acting upon any instrument, certificate, or paper believed by them to be genuine and to be signed or presented by the proper person or persons, and shall be under no duty to make any investigation or inquiry as to any statement contained in any such writing, but may accept the same as conclusive evidence of the truth and accuracy of the statement therein contained.

The Regular Members shall not in any way be liable in any respect for any of the acts, omissions or obligations of the Officers, Directors, or Director Members, individually or collectively.

The Officers, Directors, or Director Members may from time to time consult with the Association's legal counsel and shall be fully protected in acting upon such advice of counsel to the Association as respects legal questions.

#### ARTICLE XIV. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-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 XV. Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Director Members present at any regular meeting or at any special meeting, if at least five (5) days' written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meetings.

## WAIVER OF NOTICE

### Regular Meeting of Board of Directors to Amend By-Laws

We, the undersigned, being all of the Directors of Lake Petersburg Association, incorporated under the laws of the State of Illinois, do hereby waive notice of the time, place and purpose of a regular meeting of the Board of Directors of Lake Petersburg Association and consent and agree that such meeting be held at 7:00 PM, on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at the principal office of the corporation, located at Rural Route 2, Box 228, Petersburg, Illinois, for the purpose of amending Section \_\_\_\_\_, Article \_\_\_\_\_ of the By-Laws of the corporation and transacting such other business as may come before the meeting.

Dates: The \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

_____	_____
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_____	_____
_____	_____
_____	_____
_____	_____

Being all of the Directors of the above-named corporation.

Revised 9/9/96  
Revised 8/9/10