

**COPY**REC'D 4-13-07DOC 2007006608

BY-LAWS  
OF THE  
ROBINSON HOMEOWNERS ASSOCIATION

ARTICLE I

NAME OF CORPORATION

The name of this corporation is the ROBINSON HOMEOWNERS ASSOCIATION.

ARTICLE II

PURPOSE AND POWERS

Section 1. Purposes: The Association will act on behalf of the Membership collectively as their governing body for civic functions with respect to the care, maintenance, management, enhancement, preservation and operation of both real and personal property for the enjoyment of the Members and the maintenance of such other property, the exclusive use of which is retained by the various individual Members.

Section 2. Powers: The Association shall have and exercise all powers now or hereafter conferred under the terms of the General Not-For-Profit Corporation Act of the State of Illinois or conferred by the Declaration of Covenants, Conditions and Restrictions for ROBINSON FARM P.U.D. UNIT II.

ARTICLE III  
DEFINITIONS

The following terms, when used in these By-Laws, shall have the meanings set forth herein:

Section 1. "Association" shall mean and refer to ROBINSON HOMEOWNERS ASSOCIATION, an Illinois Not-for-Profit Corporation, its successors and assigns.

Section 2. "Board." The Association entity and directors which govern and control the administration and operation of the Property.

Section 3. "Common Area." All real property (including the improvements thereto) owned and designated by the Association for the common use and enjoyment of the Owners and refers to private walkways, roads, streets, alleyways; and with respect to *townhome units only*, to the exclusion of single family home units: the exterior of all buildings, all grounds and out-buildings, if any. Common Area does not include lots or any part of the property dedicated to a public municipality or municipalities.

Section 4. "Common Interest Community." This Association is hereby designated a Common Interest Community as defined in Illinois Revised Statutes, 735 ILCS 5/9-102 et. seq., as from time to time amended.

Section 5. "Declarant." RESOURCE BANK, as Trustee for Trust #1244-00, dated February 15, 2002, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant.

Section 6. "Developer." Pinnacle Construction & Development Corporation, an Illinois Corporation, its successors and assigns.

Section 7. "Development Area" shall mean and refer to the entire parcel of real property described herein as

Robinson Farm PUD Unit II in its entirety, except for lots 25, 26, 29, 41, 42, 43, 44, 45, 46, 47, 53, 54, 55, 81, 83, 84, 89, 96, 98, 99, 100, 102, 103, 105 and 106, a planned unit development being a resubdivision of Lots 25, 26, 29, 30, 31, 32, 33 and 34 in Robinson Farm PUD Phase I and part of the Northeast Quarter of Section 29, Township 40 North, Range 5 East of the Third Principal Meridian, according to the plat thereof recorded July 7, 2006 and recorded in Plat Cabinet 9, Slide No. 191-A as Document No. 2006-012375, in the Town of Cortland, DeKalb County, Illinois

and such property as DEVELOPER may add, or cause to be added, from time to time hereafter, and shall, at certain time or times, be submitted to the terms and conditions of this Declaration.

Section 8. "Property" shall mean and refer to the real property herein described and referenced herein as the "Development Area," currently subject to the provisions of this Declaration, and as may hereafter from time to time be added and made subject hereto.

Section 9. "Lot" shall mean and refer to that portion of the Property shown upon recorded subdivision or re-subdivision plat or plats of the Property improved or intended to be improved with one Living Unit as hereinafter defined.

Section 10. "Assessable Lot" shall mean a Lot located on the Property improved with a Living Unit which Developer has caused to be sold, or conveyed-out, or transferred-out, or leased-out to a third party by DEVELOPER.

Section 11. "Living Unit" shall mean and refer to any building or portion thereof situated on a Lot of the Property and intended for use and occupancy as a single family dwelling, whether a single family home or as single family attached townhouse unit, for which an occupancy permit has been issued.

Section 12. "Owner" or "Ownership" shall mean and refer to the record holder of fee simple title to any Lot on the Property, whether such Owner shall be one or more persons or entities, the beneficiary or beneficiaries of a trust, shareholder of a corporation or partner of a partnership, or otherwise, but excluding those persons or entities having any interest merely as security for the performance of an obligation.

Section 13. "Member" or "Membership" shall mean and refer to every person or entity holding membership in the Association as provided herein.

Section 14. Unless the provisions of these By-Laws otherwise require, words imparting the masculine gender shall include the feminine; words imparting the singular number shall include the plural, and words imparting the plural shall include the singular.

#### ARTICLE IV

#### OFFICES AND AGENTS

The Association shall have and continuously maintain within the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office. In addition, the Association may maintain such other offices, either within or without the State of Illinois, as the Board of Directors may from time to time determine.

ARTICLE V  
MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership: Membership in the Association shall be determined pursuant to the provisions of the Declaration.

Section 2. Voting Rights: The Association shall have two classes of voting Memberships.

If more than one person is the record owner of any Lot, or if an Owner is a trustee, corporation, partnership or other legal entity, the vote for such Lot shall be exercised as such Owner or Owners of that Lot shall designate. Such designation shall be made in writing to the Board or in such other manner as may be provided in the By-Laws of the Association (the By-Laws).

Class A. Class A members shall be all Owners, with the exception of the Declarant and the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B members shall be the Declarant and the Developer, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and no longer exist on the happening of the first of the following events to occur:

1. The date on which all units in the development have been conveyed by the Declarant or the Developer to Owners other than the Declarant or the Developer.
2. Seven (7) years from the date the Declaration is filed with the DeKalb County Recorder.

## ARTICLE VI

### MEETINGS OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the Membership of the Association shall be held on the first MONDAY in JUNE in each year, beginning with the year 2008, at the hour of 7:00 o'clock P.M. for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If any such day shall be a legal holiday, the meeting shall be held at the same time 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 conveniently may be accomplished.

Section 2. Special Meetings: Special meetings of the Membership may be called at any time by the President or by the Board of Directors, or upon the written request of not less than one-fourth (1/4) of all votes entitled to be cast at any Membership meeting.

Section 3. Notice: Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally or my mail not less than five (5) nor more than forty (40) days before the date of such meeting. Such notice shall be given by, or at the direction of, the

President or the Secretary or the Officers or Members calling the meeting. If mailed, such notice 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 Association, with postage thereon prepaid, or as set forth on Article VI, Section 7.

Section 4. Place: The Board of Directors of the Association may designate any place, either within or without the State of Illinois for any annual Membership meeting or for any special meeting called by the Board. If no designation is made, or in the case of special meetings otherwise called, meetings shall be held at the registered office of the Association. Notwithstanding the foregoing, should all of the Members meet at 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 any such meeting any corporate action may be taken.

Section 5. Quorum: Except as provided in the Articles of Incorporation, these By-Laws or the Declaration, the presence at any meeting in person or by proxy of Members holding fifty percent (50%) of all the votes entitled to be cast shall constitute a quorum. If a quorum is not present at any meeting of Members, a majority of the votes represented thereat may adjourn the meeting from time to time without further notice.

Unless a greater proportion is required by the Illinois General Not-For-Profit Act, the Articles of Incorporation or the Declaration, the vote at any Membership meeting, at which a quorum is present, of the majority of the votes present in person or by proxy shall be necessary for the adoption of any matter voted upon by the Members.

Section 6. Proxies: At all Membership meetings, each Member may vote in person or by proxy executed in writing by the Member or his duly authorized

attorney-in-fact and filed with the Secretary of the Association. Each proxy shall be revocable and shall automatically cease eleven (11) months from the date of execution, unless otherwise provided therein. Notwithstanding the foregoing, any proxy given by a Member who sells, transfers, or assigns the interest required for Membership in the Association under the terms of ARTICLE III and ARTICLE IV of the Declaration shall automatically terminate upon such transfer.

## ARTICLE VII

### BOARD OF DIRECTORS

Section 1. Number: The affairs of the Association shall be managed by a Board of three (3) Directors, each of whom need not be a resident of Illinois but must be a Member of the Association, except for those Directors elected by the Developer at the time of the formation of the Association or as elected by Developer as the sole member of the Association.

Section 2. Term of Office: At their first annual meeting, the Members shall elect three (3) Directors for a term of two (2) years. Upon the expiration of the terms of office of the Board Members so elected at the first annual meeting and thereafter, successors shall be elected for a term of two (2) years each.

Section 3. Vacancies: Should the death, resignation or removal of a Director create a vacancy on the Board, the unexpired term of such Director shall be served by a successor selected by a majority of the remaining members of the Board. Any Director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of all of the votes entitled to be cast at the Membership meeting.



Section 4. Compensation: No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties as a Director.

Section 5. Regular Meetings: An annual meeting of the Board of Directors shall be held without notice other than this By-Law, immediately after and at the same place as the annual meeting of the Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for holding of additional regular meetings of the Board without notice other than such resolution.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call such special meetings of the Board may fix the time and place, either within or without the State of Illinois, as the place for the holding of any such special meeting.

Section 7. Notice: Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail, or by facsimile transmission, or by telegram to each Director at his address, or facsimile number, as shown by the records of the Association. 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. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile transmission, such notice shall be deemed delivered on the day it is transmitted provided it is transmitted on business days and between the hours of 9 a.m. and 5 p.m. at the place

where it is intended to be served. If transmitted otherwise, notice shall be deemed delivered on the next business day after transmission. 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 waiver of 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.

Section 9. 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 when the Board shall consider the following matters set forth at length in the Declaration:

- (a) The fixing of the amount of all regular assessments.
- (b) The allocation of any reserve funds.

In these cases, the affirmative vote of two-thirds (2/3) of the Board of Directors present at a meeting at which a quorum is present shall be necessary to adopt any measure with respect thereto.

ARTICLE VIII  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination: Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominations Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominations Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among the Members.

Section 2. Election: Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE IX  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers: The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and Facilities and the personal conduct of the Members as well as the number and personal conduct of their

guests thereon, and the conduct of their personal household pets and to establish penalties for the infraction thereof;

(b) Establish procedures regulating the delegation of a Member's rights of enjoyment of the common areas and facilities.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties: It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(i) Conduct a regular meeting of the Board of Directors on or before the first Tuesday of December of each year for the purpose of determining the regular assessment against each lot prior to such regular assessment period;

(ii) Prepare an itemized list of all estimated expenditures and give written notice of each assessment to every Owner; and

(iii) Foreclose the lien against any Property for which assessments are not paid within thirty (30) days after the due date thereof or to bring an action at law against the Owner personally obligated to pay the same.

(d) To cause an appropriate officer of the Association to issue, upon demand by any Owner, a certificate setting forth whether or not the assessments on such Owner's lot have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive of payment of any assessment therein stated to have been paid.

(e) Procure and maintain adequate liability insurance for the actions of all Board members, officers and employees.

(f) Cause all officers and employees having a fiscal responsibility to be bonded as the Board may deem appropriate.

(g) Cause the Common Areas and Facilities and the exterior of the Townhome Living Units to be maintained in accordance with the provisions set forth in the Declaration.

## ARTICLE X

### OFFICERS

Section 1. Officers: The officers of the Association shall be a President, Vice President, Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this Article. The president shall be a member of the Board of Directors. Any two 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 Association shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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 shall have 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 Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person 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 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 of the Board of Directors and shall see that the orders and resolutions of the Board of Directors are carried out. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, 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 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 receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be

signed by the President or the Vice President. The President and Treasurer may elect and determine from time to time to allow or require checks issued in the ordinary course of business to be signed by only one Officer, to wit, either the President or the Secretary or the Treasurer, and such checks shall be deemed valid disbursements even though same may not be countersigned. The Treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the Membership at its annual meeting.

Section 8. Secretary: The Secretary shall be ex-officio the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all Members of the Association together with their addresses as Members.

## ARTICLE XI

### COMMITTEES

Section 1. Committees: The Board of Directors, by resolution adopted by a majority of the Directors in office, may delegate one or more committees, each of which shall consist of one Director and two or more Members of the Association, which committees, to the extent provided in said resolution, shall have and exercise the authority vested herein by said Board of Directors.

The standing committees of the Association shall be:

(a) Nominations Committee;

(b) Architectural Control Committee

Standing committees shall be appointed by the Board of Directors at each annual Directors' meeting, to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each such annual Directors' meeting. The Board of Directors may establish by resolution such other committees as it may deem desirable.

Section 2. Nominations Committee: The Nominations Committee shall have the duties and functions described in ARTICLE VIII of these By-Laws.

Section 3. Architectural Control Committee: The Architectural Control Committee shall have the duties and functions described in ARTICLE VII of the Declaration. It shall be the purpose of said committee to review all proposals coming before it to determine their effect upon the residential value of the Property and to advise the Board of Directors regarding Association action on each such proposal.

Section 4. Chairman: One member of each committee shall be appointed Chairman.

Section 5. Vacancies: Vacancies in the membership of any committee will be filled by appointments made in the same manner as provided in the case of 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 XII

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Members.

## ARTICLE XIII

### 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 XIV

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: ROBINSON HOMEOWNERS ASSOCIATION.

## ARTICLE XV

### 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 Association, a waiver thereof