

EXHIBIT C
BY-LAWS
OF
HOBSON VILLAGE COMMUNITY ASSOCIATION
OF NAPERVILLE, ILLINOIS

As amended and readopted _____, 2003

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BY-LAWS
OF
HOBSON VILLAGE COMMUNITY ASSOCIATION
As amended _____, 2003

ARTICLE I
Organization

SECTION 1. The Association is incorporated under the laws of Illinois as a not for profit corporation. Its object is to facilitate, through an elected representative body, communication within the Association and with governmental bodies and their agencies; adherence to a reasonable architectural standards within the area; maintenance of the grounds, entranceways, common areas, and tennis courts; and to insure that the interests of the members are fairly represented in all matters of common interest. The Association operates on a fiscal year of **January 1 through December 31.**~~November 1 through October 31.~~

ARTICLE II
Membership

SECTION 1. There shall be only one class of membership and that being all **owners** ~~residents~~ of ~~the subdivision or geographic area known as Hobson Village~~ **Community Association.**

SECTION 2. All members in good shall enjoy voting privilege and each shall be entitled to one vote. **A member in good standing is one who is current on all amounts due and owing to the Association.**

SECTION 3. Every owner of a Lot is automatically a member of Hobson Village Community Association. Membership is appurtenant to and shall not be separated from the ownership of a Lot. There shall be one membership per Lot.

SECTION 4. ~~The spouse, children, and any other permanent resident living at the residence of a member shall enjoy all of the privileges afforded by the Association subject to these by-laws and such rules and regulations as the Board of Directors may from time to time prescribe.~~

SECTION 4-5. Any member who ceases to be in residence in Hobson Village must advise the Secretary of the Association in writing of their current address **and contact information.** ~~The Secretary will verify the status of any member regarding any pending financial obligation to the Association in order to avoid title encumbrances.~~

SECTION 5.1. ~~Upon sale of property in Hobson Village, a member shall advise the Secretary of~~

~~the Association in writing to arrange cancellation of membership.~~

~~SECTION 6.~~ The annual dues of members, payable as determined by the Board of Directors, shall be evaluated annually by the Board and an equitable amount established for the current year as, in the sole discretion of the Board, the needs of the Association may require and are non-refundable. Special assessments may be levied from time to time, but no special assessment shall be valid until ratified and approved by a majority of the total members present in person or by written proxy at a regular meeting, or at a special meeting called for the purpose of considering the same.

SECTION 57. The Board of Directors shall by the first day of November of each year formulate an estimate of the probable costs of operation in the Association for the ensuing fiscal year and shall publish due notice of the same **pursuant to the terms of the Declaration.**

~~SECTION 8.~~ The Board of Directors shall fix by vote the terms and conditions upon which guests of members may use the facility of the Association. The Board shall be guided by poll of the membership by establishing the policy of guest privilege as liberal as may be compatible with the best use of facilities by the membership.

~~SECTION 9.~~ Any member who, for any cause shall cease to be a member, shall forfeit all rights, interest and equity in the Association.

ARTICLE III

Management/Board of Directors

SECTION 1. The control and management of the Association and its general affairs and property shall be only entrusted to a Board of **seven** directors. The Board shall have full management control, as well as fiscal and budgetary approval and responsibility, as defined in the **declaration**, by-laws, and **Illinois law**. All directors elected must be resident voting members serving during any operating year. The Directors shall elect a president who will preside at all meetings of the Board of Directors. A Vice President shall be similarly elected who shall preside in the absence of the President.

SECTION 2. The annual meeting and election of Directors of the Association shall be held **on** ~~in~~ November **1st** of each year, **or 30 days before or after that date as determined by the Board**, at such time, date, and place as the Board of Directors shall direct, notice of which time, date, and place shall be given **as required and stated herein by mail** to the members of the Association not less than **five (5) fifteen (15)** nor more than **sixty (60) thirty (30)** days before such meeting; but such meeting may be adjourned from time to time as shall be necessary or convenient. The Directors elected at such meeting shall take office immediately.

SECTION 3. The Directors shall hold office for two year terms and/or until their successors are duly elected and qualified.

SECTION 4. Members of the Board of Directors shall be elected annually by the members. **Four (4)**

Board of Director seats shall expire in every even numbered year. Three (3) Board of Director seats shall expire in every odd numbered year. At least thirty (30) days before the annual meeting, the Board shall select the members of the nominating committee, which shall consist of three (3) people, who can be members of the Board. The nominating committee shall be governed by the Rules and Regulations of the Association. ~~President shall appoint a nominating committee consisting of three (3) members of the Association, two shall be continuing Directors. Such nominating committee shall nominate at least enough candidates to fill expiring Board member terms for the succeeding fiscal year. At least fifteen (15) days before the annual meeting, the Secretary shall mail to each voting member of the Association the nominations so made. Twenty-five or more Mmembers of the Association may nominate other Association members as candidates for the Board of Directors by filing with the Secretary a written nomination at least twenty(20) ~~ten(10)~~ days prior to the annual meeting. At least fifteen (15) days before the annual meeting, the Secretary shall give notice as required and stated herein mail to each voting member of the Association the nominations so made. The Secretary will promptly mail a notice of any additional nominations to all the voting members.~~

SECTION 5. The Board of Directors shall have the power to fill any vacancy that may occur in their own number in any office in the Association. The Directors or Officers so elected shall serve until the next annual election.

SECTION 5.1. Four members of the Board of Directors shall constitute a quorum for the transaction of business and the action of a majority of such a quorum shall be the action of the Board of Directors, but a less number may adjourn from time to time.

SECTION 5.2. Officers and Directors shall serve without compensation, provided, however, that they shall be entitled to out-of-pocket expenses necessarily incurred by them in their performance of their duties.

SECTION 5.3. If any Officer ~~Director~~ fails to attend four meetings of the Board in any fiscal year, the Board may, in its sole discretion, declare his/her office vacant, and seek the removal of the member from the Board with the membership approval

SECTION 6. The regular meetings of the Board of Directors shall occur at least four (4) times a year ~~be held on the third Tuesday of each month, or on such other day of each month~~ as the Directors shall decide, and at such time and place as they shall determine. Special meetings may be called on the order of the President or on the motion in writing of four Directors. Notice of any meeting of the Board shall be given to all members at least forty-eight (48) hours in advance, either by mail, personal delivery , or through other acceptable technological means if so consented to in writing by the member. ~~At least two days notice of each special meeting, specifying its object, shall be given by mail or telephone to each Director.~~

SECTION 7. The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer. They shall be elected by the Directors at the first regular or special meeting of the Board of Directors subsequent to the annual election of Directors and shall hold their respective offices for one year, and/or until their successors are elected or qualified. The Officers shall be subject to the

control of the Board of Directors and may be removed by a majority of Directors at any regular meeting or at any special meeting called for the purpose. All officers must be members of the Board.

SECTION 8. The President, ~~who must also be a Director~~, shall preside at all meetings of the members and shall be the general executive officer of the Association, subject to the direction and control of the Board of Directors. The President and the Secretary shall sign, on behalf of the Association, all instruments in writing, contracts, deeds, notes, mortgages, and other legal documents which it may become necessary for the Association to execute after authorization from the Directors.

SECTION 9. The Vice President, ~~who must also be a Director~~, shall perform the duties of the President in the event of the President's death, absence, or inability to act.

SECTION 10. The Secretary, ~~who is a non-voting member appointed by the Board~~, shall attend the meetings of the members and of the Board of Directors, and shall keep in a book or books of the Association provided for that purpose, true and correct records of all the meetings; shall give all notices herein provided for or required by law, or that may from time to time be necessary or expedient; shall have custody of the corporate seal, declaration ~~charter, constitution~~, by-laws, rules and regulations and records; shall conduct its correspondence, except such as belongs to the office of the Treasurer; and shall perform such other duties as are usual to the office or as may be required by the Board of Directors. ~~The Secretary shall be at all times subject to the discretion and control of the Board of Directors.~~

SECTION 11. The Treasurer, ~~who is a non-voting member appointed by the Board~~, shall keep all accounts of the Association in books belonging to the Association which shall at all times be open to the inspection of the Board of Directors. The Treasurer shall collect and disburse funds of the Association under the direction of the Board of Directors. The Treasurer shall, ~~if requested by the Board of Directors~~, render a statement in writing at each regular meeting of the Board of Directors or as requested by the President, showing receipts, disbursements, and expenses during the preceding month(s), the amounts due from members, and the cash balance on the hand, and as far as practical, the outstanding balance sheet showing the financial condition of the Association and full reporting detail of the receipts, disbursements, and expenses of the fiscal year just closed, which balance sheet and report shall have previously been printed and distributed to the members at least three days prior to the annual meeting. The fiscal year shall end December ~~October~~ 31 each year. The Treasurer shall keep the funds of the Association on deposit in the name of the Association in a bank to be designated by the Board of Directors ~~and shall furnish such bond as the Board of Directors may require; such bond to be deposited with and kept by the President.~~ The Board of Directors shall require that all checks, drafts, and other instruments for payment of funds of the Association in excess of \$500.00 shall require two signatures, one of which shall be the Treasurer, the other of which shall be a director(s) as authorized by the Board of Directors at their first meeting following annual election, and if no one has been designated, the President. The Treasurer shall also perform such other duties as are usual to the office or may be required by the Board of Directors, and shall be at all times subject to the direction and control of the Board of Directors.

SECTION 12. The Board shall exercise for the Association all powers, duties and authority vested in the Association by Illinois law and the Associations's governing documents, including but not limited to the following:

- (a) Operation, care, upkeep, maintenance, replacement, and improvement of the Common areas, as provided for and consistent with the terms of the Declaration
- (b) Preparation, adoption and distribution of the annual budget for the Property;
- (c) Levying of assessments;
- (d) Collection of assessments from Owners;
- (e) Employment and dismissal of the personnel necessary or advisable for the maintenance and operation of the Common Areas;
- (f) Obtaining adequate and appropriate kinds of insurance;
- (g) Adoption and amendment of rules and regulations covering the details of the operation and use of the Property;
- (h) Keeping of detailed, accurate records of the receipts and expenditures affecting the use and operation of the Property;
- (i) Imposing charges for late payments of an Owner's proportionate share of the Common Expense, or any other expenses lawfully agreed upon, and after notice and an opportunity to be heard, levying reasonable fines for violation of the Declaration, Bylaws, and rules and regulations of the Association;
- (j) Assigning its rights to future income, including the right to receive Common Expenses assessments;
- (k) Recording the dedication of a portion of the Common Areas to a public body for use, as, or in connection with, a street or utility;
- (l) May adopt such reasonable rules and regulations, not inconsistent herewith, as it may deem advisable for the maintenance, administration, management, operation, use, conservation and beautification of the Property, and for the health, comfort, safety and general welfare of the Owners and Occupants of the Property. Written notice of such rules and regulations shall be given to all Unit Owners and Occupants and the entire Property shall at all times be maintained subject to such rules and regulations.

In the performance of their duties, the officers and members of the Board shall exercise, the care required of a fiduciary of the members.

SECTION 13. The Board shall have the power:

- (a) To engage the services of a manager or managing agent, who may be any person, firm or corporation, upon such terms and compensation as the Association deems fit, and to remove such manager or managing agent at any time
- (b) To engage the services of any person (including, but not limited to, accountants and attorneys) deemed necessary by the Association at such compensation as is deemed reasonable by the Association, in the operation, repair, maintenance and management of the Property, or in connection with any duty, responsibility or right of the Association and to remove, at any time, any such personnel;

- (c) To establish or maintain one or more bank accounts for the deposit of any funds paid to, or received by, the Association.
- (d) To invest any funds of the Association in certificates of deposits, money market funds, or comparable investments.

SECTION 14. The Board shall acquire and make arrangements for, and pay for out of the Maintenance Fund through the collection of Common Expenses, in addition to the manager, managing agent or other personnel above provided for, including, but not limited to the following:

- (a) water, waste removal, heating, electricity, telephone or other necessary utility service for the Common Areas;
- (b) such insurance as the Board is required or permitted to obtain as provided in the Declaration;
- (c) landscaping, gardening, snow removal, painting, cleaning, tuckpointing, maintenance, decorating, repair and replacement of the Common Areas as described in the Declaration.
- (d) to pay for any other materials, supplies, furniture, labor, services, maintenance, repairs, structural alterations or assessments which the Board is required to secure or pay for pursuant to the terms of this Declaration or Bylaws of which in its opinion shall be necessary or proper for the maintenance and operation of the Property, as a first class Association or for the enforcement of these restrictions;
- (e) any amount necessary to discharge any mechanic's lien or other encumbrance levied against the Property or any part thereof which may in the opinion of the Board constitute a lien against the Property or against the Common Areas, rather than merely against the interest therein of particular Owners; and
- (f) maintenance and repair on any Lot or any other portion of the Property which an Owner is obligated to maintain or repair under the terms hereof, if such maintenance or repair is necessary, in the discretion of the Board, to protect the Common areas, or any other portion of the Property, pursuant to the terms of the Declaration.

ARTICLE IV **Committees**

The Board has the authority to establish committees as it deems appropriate and such committee shall be subject to the Rules and Regulations as adopted by the Board. The establishment of any committee shall not alleviate any of the duties and responsibilities of the Board and no committee shall act beyond an advisory role. Each committee shall be chaired by a member of the Board.

~~**SECTION 1.** The President, at the first meeting of the Board of Directors following the annual meeting, shall appoint Chairpersons for the following standing Committees:~~

~~————By-Law Committee~~

~~———— Auditing Committee~~
~~———— Social Committee~~
~~———— Maintenance and Landscaping Committee~~
~~———— Tennis Committee~~
~~———— Architectural Committee~~

~~Chairpersons of all committees, except for the Auditing Committee, must be Directors. The chairpersons so appointed shall prepare and submit to the President a list of Committee members to serve on such Committees for the succeeding year. The President may appoint such other Committees, and delegate to them such powers and duties, as he/she may from time to time deem expedient. The Committee Chairpersons and members shall at all times be subject to the direction and control of the Board of Directors.~~

~~SECTION 2. The By-Laws Committee shall be responsible for overseeing the by-laws of the Association and, from time to time as conditions warrant, updating the language and/or the content of the bylaws to insure they reflect current conditions and deal reasonably with the needs of the members and the Association. The By-Laws Committee shall provide the Board and the members with information and interpretation concerning the by-laws and shall, as required or directed by the Board of Directors, obtain professional legal counsel to resolve concerns or disputes related to the application or interpretation of the by-laws.~~

~~SECTION 3. The Auditing Committee, consisting of three full members who are not Directors, shall annually audit the books of the Association and shall report the results of their audit at the annual meeting. The report of the auditor shall be available at all times.~~

~~SECTION 4. The Social Committee shall be responsible for all social functions sponsored by the Association.~~

~~SECTION 5. The Maintenance and Landscape Committee shall be responsible for the on-going care and refurbishment of the grounds, entranceways, common areas, and area outside fences of the tennis courts with the authority to contract with equipment and service suppliers, let and approve bids for services, and carry out other related functions under the direction of the Board of Directors.~~

~~SECTION 6. The Tennis Committee shall be responsible for the maintenance of the Tennis Courts, including the storage of nets and related mechanical equipment. In addition, the Tennis Committee shall be responsible for the on-going care and refurbishment of the tennis courts and grounds in the immediate area of the courts, including fencing and gates, net posts, nets, wind screens and parking lot area, but excluding those areas that fall under the responsibility of the Maintenance and Landscape Committee. Posting and maintenance of appropriate signage that apply to the use of the courts are also the responsibility of the Tennis Committee.~~

~~SECTION 7. The Architectural Committee shall provide the members with a single point of contact concerning the standards of the neighborhood related to the construction of any external~~

~~structure, enclosure, or appurtenance added to an existing dwelling in Hobson Village.~~

ARTICLE V

Meetings of the Members

SECTION 1. An Annual Meeting shall be called per the terms of ~~See~~ Article III, Section 2.

SECTION 2. Special meetings of the members may be called at any time by the Board of Directors and shall be called by them on the request in writing of not less than twenty-five percent (25%) of the voting members. Members shall be given at least ten (10)~~-five~~ days notice by mail, personal delivery, or by acceptable technological means, if so consented to by the voting member, of a special meeting of the members, which notice shall state the date, time, place and purpose for the ~~subject of such meeting.~~

SECTION 2.1. ~~The Directors may call a Spring meeting of the Association at such time and place set by the Board of Directors, at which meeting they shall report upon the general condition of the Association, furnish an estimate of income and expenses for the current year, and request action to be taken on such matters as they may deem advisable for the best interest of the Association.~~

SECTION 3. At any annual or special meeting of the Members~~Association~~, twenty~~-five~~ percent (20%~~5~~) of the voting members, present in person or by proxy, shall constitute a quorum for the transaction of business; but a less number shall have the power to adjourn any such meeting from time to time.

ARTICLE VI

Architectural

SECTION 1. ~~The Board of Directors shall require that, prior to the erection of any external structure, enclosure or appurtenance added to the existing dwelling, (e.g. swimming pools, solar oanel, decks, screened-in porches, fences, dog runs, etc.) the owner of that dwelling shall review the actual physical plans with all adjoining neighbors and obtain each neighbor's written agreement to the building plan. The plan shall be presented to the Chairperson of the Architectural Committee or the Chairperson's representative. That Board of Directors will review the material and respond to the requesting party in seven (7) business days or less. Should an unapproved structure, enclosure or appurtenance be added to an existing dwelling in Hobson Village without observing the procedure of this Section, the BOARD OF Directors shall have the right to require removal or rehabilitation of said structure, enclosure or appurtenance at the owner's cost. Notwithstanding any of the aforementioned procedures, satellite dishes greater than one (1) meter in diameter, ham radio towers and above-ground swimming pools are strictly prohibited. The aforementioned requirements are in addition to the requirements of the municipal codes of the City of Naperville.~~

ARTICLE VII

Miscellaneous

~~SECTION 1.~~ Consistent with the mandate in Article III, Section 1 of the by-laws, the Board of Directors shall exercise its responsibilities in a reasonable and prudent manner, and shall have the power to expend funds in the discharge of those responsibilities in accordance with the budget approved for the current fiscal year at the previous annual meeting. No additional authorization of the membership shall be required to permit the Board of Directors to so discharge its responsibilities as defined in these by-laws.

SECTION 12. Nothing in these by-laws shall be construed to permit the Board of Directors to sell, lease exchange or otherwise dispose of the all or substantially all of the Association's property and assets without the specific approval of two-third (2/3) of the voting members of the Association at a duly held regular or special meeting. Nothing herein shall prevent the Board from mortgaging or pledging the Association's future assessments and less than substantially all of its assets. , borrow or pledge the credit of the Association, except as provided in an annual budget properly submitted and approved by the membership at an annual or special meeting, without the specific approval of two-third (2/3) of the voting members of the Association at a duly held regular or special meeting.

SECTION 23. The Association shall keep correct and complete records of the Association which shall be subject to inspection and examination by the members of the Association as required by th Illinois General Not for Profit Corporation Act or other applicable law. ~~containing names and addresses all of voting members. Such records may be inspected by any voting members for any proper purposes upon reasonable written notice and statement of purpose.~~

~~SECTION 4.~~ The Association shall file with the Secretary of State an Annual Report between the fifteen day of January and the last day of February each year.

~~SECTION 5.~~ Each person acting as a Director, Officer, Registered Agent, attorney, accountant or employee for or on behalf of the Association shall be indemnified by the Association against any expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason of such person acting in such capacity. Such indemnification shall not be applicable where such person would be adjudged guilty by a court of law of willful misconduct in the performance of such duties.

~~SECTION 6.~~ The Board of Directors shall promulgate rules and regulations which are consistent with these by-laws governing the operation and use of the Association's facilities, such as, but not limited to, entranceways, common grounds, tennis courts, and in connection therewith shall take such other action as it deems necessary and proper.

SECTION 6.1. All unlicensed motor vehicles are prohibited from use of Hobson Village common properties unless expressly authorized by the Board of Directors in writing as part of a recognized special event or to fulfill a special need.

SECTION 37. These by-laws are subordinate to the Articles of Incorporation and the Second Amended and Restated Declaration of Conditions, Restrictions and Reservations of the Association, but shall control and take precedence over any other rule and regulation of the Association.,~~or publication, or other matter, whether oral or written.~~

~~SECTION 8. All points of order not covered by the by-laws shall be rules upon according to Robert's rules of Order.~~

SECTION 49. Consistent with provisions of the Second Amended and Restated Declaration of Conditions, Restrictions, and Reservations of Hobson Village, for the purpose of enforcement of liens against delinquent homeowners, and other legal actions necessary to enforce said by-laws, the Association shall have the authority ~~it shall be the duty of the Association~~ to bring suit to enforce such liens before the expiration thereof. The Association shall have the right, in all suits brought to enforce the terms of its governing documents ~~se by-laws~~, to recover all attorneys's fees and costs incurred in connection with such court action.

SECTION 10. Vehicles exceeding a 10,000 GVW rating, with or without advertising displays, may be placed, kept, or maintained upon any lot or parcel of land not to exceed the following:

- ~~a.~~ Forty-eight (48) consecutive hours;
- ~~b.~~ An aggregate of four (4) days (which may or not be consecutive) within a period of sixty (6) days.

ARTICLE VIII

Amendments

~~SECTION 1.~~ These by-laws may be amended at any annual or special meeting by vote of seventy-five percent (75%) ~~a simple majority~~ of the total membership in person or by written proxy. Notices of proposed amendments shall be furnished to the Secretary, and the Secretary shall mail a notice of such proposed amendments, with copies of same to each member pursuant to the required notice of a special meeting of the membership as stated herein. ~~at least fifteen (15) days and not more than thirty (30) days before such meeting.~~ Any amendment to these bylaws shall be effective as of the day they are recorded with the DuPage County Recorder of Deed's Office.

ARTICLE IX

Offices

~~SECTION 1.~~ The Post Office address of the principal office of the Association shall be that designated by the Board of Directors. The Association shall have and continuously maintain in this state a registered office and a registered agent whose office shall be determined by the Board of Directors.

ARTICLE X

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 Bylaws of the Association, or the Declaration, a waiver thereby (subject to all the provisions of such instruments) in writing signed by the person or persons entitled to such notice, whether before or after the time started therein, or attendance at such meeting, shall be deemed equivalent to the giving of such notice.

~~ARTICLE X~~

Effective Date

~~SECTION 1. These by-laws shall become effective on such date as determined by the membership at the time they are adopted and shall supersede any previous by-laws of the Association.~~

~~ARTICLE XI~~

Agreement

~~The recorded certain agreement entitled "Amendment and Restatement of Conditions, Restrictions and Reservations for Hobson Village." executed by the Hobson Village Community Association, by reference is incorporated in said by-laws and any provision contained herein, in conflict with same, be and is hereby amended or deleted.~~

~~HEREBY ADOPTED by the Board of Directors of Hobson Village Community Association and certified by the President and Secretary thereof, this _____ day of _____, 2003.~~

By: _____

President

Attest: _____

____ Secretary

STATE OF ILLINOIS _____>

_____>

COUNTY OF DUPAGE _____>

____ I, the undersigned, a Notary Public in and out for the County and State aforesaid, DO
HEREBY CERTIFY, that the above named _____, and _____, of
Hobson Village Community Association, personally known to me to be the same persons whose
names are subscribed to the foregoing instrument as such President and Secretary respectively;
appeared before me this day in person and acknowledged that they signed and delivered the said
instrument as their own free and voluntary act and as the free and voluntary act of said
Association, for the uses and purposes therein set forth.

____ Given under my hand and official seal, this _____ day of _____, 2003:

NOTARY PUBLIC