

BY-LAWS
OF
BROOK FOREST COMMUNITY ASSOCIATION

ARTICLE I

PURPOSES

The corporation is organized pursuant to the provisions of a Declaration of Protective Covenants recorded September 24, 1965, in the Office of Recorder of Deeds of DuPage County, Illinois, as Document No. R65-37368 and Document No. R70-41340, affecting all the Lots in Brook Forest, a sub-division in the Southeast Quarter and in the Southwest Quarter of Section 21, Township 39 North, Range 11, East of the Third Principal Meridian in DuPage County, Illinois.

The purposes of the corporation as stated in its certificate of incorporation are civic, and in the furtherance of said purposes:

To insure high standards of maintenance and operation of all property in Brook Forest, a sub-division of parts of Section 27, Township 39 North, Range 11, East of the Third Principal Meridian, DuPage County, Illinois, reserved or dedicated for the common use of all residents and owners of property therein and to insure the provision of services and facilities of common benefit and in general to maintain and promote the desired character of Brook Forest.

To receive property of every kind, whether real or personal, and to administer and apply such property and the income therefrom exclusively for the foregoing general purposes;

To receive any gift, bequest, or devise of any such property for any purpose specified by the donor or testator within any of the foregoing general purposes; provided, however, that no part of the net earnings of the corporation shall inure to the benefit of any member, member of the Board of Governors, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to, by or for the corporation affecting one or more of its purposes), and no member, members of the Board of Governors, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation, and that no part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or interviewing in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, and that no part of the net earnings or other assets of the corporation shall be contributed to any organization which does not conform to the requirements set forth in this paragraph.

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II

OFFICES

The corporation shall have and continuously maintain in the State of Illinois registered office and registered agent, whose office is identical with such registered office, and may have other offices within the State of Illinois, as the Board of Governors may from time to time determine.

ARTICLE III

MEMBERS

SECTION 1. CLASSES 01' MEMBERS. The corporation shall have two classes of members: Regular Members and Special Members.

SECTION 2. REGULAR MEMBER. Every record owner or beneficial owner in fee simple of a lot within Brook Forest except The Chicago Title and Trust Company as Trustee under Trust Agreement dated June 8, 1964. known as Trust No. 46940 (the Declarant in the above mentioned Declaration of Protective Covenants), shall become and be a Regular Member. Each Regular Member shall be entitled to one vote on each matter submitted to a vote of members for each lot owned by him or it, provided that each two or more person. are the record owners or beneficial owners in fee simple of a lot in Brook Forest. such co-owners acting jointly shall be entitled to but one vote, on account of said lot.

SECTION 3. SPECIAL MEMBERS. Every person who is a lessee of and who occupies a lot within Brook Forest owned by a Regular Member, shall be a Special Member and shall be! entitled to all privileges of Regular Membership. except that Special Members shall not be entitled to vote.

SECTION 4. MEMBERS PRIVILEGES. All members of the immediate family of Regular or Special Member residing in Brook Forest in the residence occupied by such Regular or Special Members shall be entitled to the privileges of membership, except that they shall not be entitled to vote. The privileges of membership may be suspended or terminated for cause after hearing before the Board of Governors

SECTION 5. TERMINATION OF MEMBERSHIP. Membership shall be terminated:

a. Whenever a Regular Member ceases to be a record owner of beneficial owner in fee simple of a lot in Brook Forest.

b. Whenever a Special Member, who is a lessee of and who occupies a lot within Brook Forest, ceases to lease and occupy such lot;

c. By the written resignation of a Special Member filed with the Secretary.

Upon termination of membership for any reason, all membership privileges shall cease, but such temination shall not in any manner release the right or lien of the corporation for assessment against the property of the person whose membership is terminated or any other claims or rights whatsoever which the corporation may have against such person at the time membership is terminated.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held the second Tuesday in March in each year beginning with the year 1977 at the hour or eight o'clock P.M. for the transaction of such business as may come before the meeting. If such day be a legal holiday the meeting shall be held at the same hour on the next succeeding business day. If in any year any of the member of the Board of Governors are to be elected by the members under these by-laws the. election of Governor, is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Governors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called either by the President, the Board of Governors, or by members having in the aggregate not less than one-tenth of the votes entitled to be cast at a meeting of members.

SECTION 3. PLACE OF MEETING. The Board of Governors may designate any place withIn the Village of Oak Brook, Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Governors. If no designation is made or if a special meeting be not otherwise called, the place of the meeting shall be at the Brook Forest Elementary School In the Village of Oak Brook, Illinois, provided, however, that all of the members entitled to vote shall meet at any time and place either within or without the Village of Oak Brook, Illinois, and consent to the holding of a meetings; such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. NOTICE OF MEETING. Written or printed notice shall be given to the members of the corporation at least ten (10) days before the day of the meeting, either personally or by mail to each member not less than five or more than 40 days before the day of the meeting, or at the direction of the President or Secretary or the officer or person calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the U.S. Mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.

SECTION 5 • QUORUM. A quorum shall consist of more than 10% of the members entitled to vote. If a quorum is not present at any meeting of a member, a majority of the votes of the member present who are entitled to vote may adjourn the meetings from time to time without further notice.

SECTION 6. PROXIES. At any meeting of members. A member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V

BOARD OF GOVERNORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Governors who shall have the powers and duties set forth in Paragraphs 3 and 4 of Article V of the Declaration of Protective Covenants referred to in Article J hereof.

SECTION 2. NUMBER, CLASSIFICATION, ELECTION, TENURE AND QUALIFICATIONS. The Board of Governors shall consist of the President, the President-elect and seven Governors elected by a plurality vote at an annual meeting of the members. As of 1977, three Governors are to be elected for a term of three years and one Governor for a term of only two years in order that hereafter two or three Governors are to be elected each year.

Only those Regular Members residing in Brook Forest shall be entitled to vote at the election of the Resident Governors.

Except as provided above, each member of the Board of Governors shall hold office for a term of three years or until his successor is duly elected and has qualified. Governors must be residents of Brook Forest and Regular Members of the corporation.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Governors shall be held within thirty (30) days after the annual meeting of members at such time and place, within the Village of Oak Brook, Illinois, as may be determined by the President or a majority of the Governors.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Governors may be called by or at the request of the President or any four Governors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place of holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Governors shall be given at least 24 hours previously thereto by written notice delivered personally or sent by mail or telegram to each member of the board at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the

United States mail in a sealed envelope addressed, with postage thereon prepaid. If notice be & delivered by telegraph, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any member of the board may waive notice of any meeting. The attendance of a member of the board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the board 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 6. QUORUM. A majority of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the Board of Governors are present at said meeting, a majority of the Board of Governors present may, adjourn the meeting from time to time without further notice.

SECTION 7. HANDED OVER/ ACTING. The Board of Governors shall act either by majority vote of the members of the board present at a meeting, at which a quorum is present or by written consent, setting forth the action taken, signed by all of the members of the Board of Governors entitled to vote in respect to the subject matter thereof.

SECTION 8. VACANCIES. Any vacancies occurring in the Board of Governors among the members of a class of Governors or any office to be held by reason of an increase in the number of classes of Governors shall be filled by the usual method of that class of Governors. A Governor appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Governors as such shall not receive any stated salary for their services, but by resolution of the Board of Governors, any Governor may be reimbursed for his actual expenses in carrying out his duties, provided that nothing herein contained shall be construed to preclude any Governor from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

SECTION 1. OFFICERS. The officers of the corporation shall be a president, a secretary, a treasurer, and one or more assistant secretaries. The Board of Governors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers and such caucus delegates and alternates as it shall deem desirable, such officers and delegates to have the authority and to perform the duties prescribed, from time to time, by the Board of Governors. Any two or more offices may be held by the same person except the offices of president and secretary, president and treasurer, president-elect and secretary or president-elect and treasurer.

SECTION 2. NOMINATION OF PRESIDENT IF REQUIRED, PRESIDENT-ELECT, SECRETARY AND TREASURER. A nominating committee of three past or present Governors, named by the President, shall, prior to notice of the annual meeting of members, present a list of nominees for the office above and with the consent of each nominee, incorporate the list into the notice of the annual meeting. It shall be eligible for the office of President or for the office of President-elect, a nominee must be or have been a Governor of this association within five years. Other nominations may be made from the floor with the consent of the persons being nominated, provided also that nominees for President or President-elect be present or recent (within five years) past Governors.

SECTION 3. ELECTION AND TERM OF OFFICE. The President, President-elect, Secretary and Treasurer of the corporation shall be elected for a term of: 2 years by the regular meeting of the Board of Governors. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each of the above officers shall hold office until his successor shall have been duly elected and shall have qualified. Other officers as required shall be elected every year for a one-year term by the Board of Governors at the regular annual meeting of the Board of Governors. The President-elect automatically succeeds as President at the end of the President's term.

SECTION 4. REMOVAL. Any officer or agent elected or appointed by the Board of Governors may be removed by the Board of Governors whenever, in its judgment, the best interests of the corporation would be served thereby.

SECTION 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Governors for the unexpired portion of the term.

SECTION 6. 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 Governors and shall do all things and perform all acts incident to the office of president of the corporation. He shall appoint all members of all standing committees; however, such appointments shall be subject to the confirmation of the Board of Governors. He shall appoint all special committees. He shall have the power to remove any member of any standing committee. However, such removals shall be subject to confirmation by the Board of Governors. He shall have the power to remove any member of any special committee. He shall be an ex-officio member of all committees. He may sign with the secretary or any other proper officer of the corporation or authorized by the Board of Governors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Governors have authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these by-laws or by statute to some other office or agent of the corporation.

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SECTION 7. PRESIDENT-ELECT. In the absence of the president or in the event of his inability or refusal to act, the president-elect (or in the event there be a vice president, or vice presidents in the order designated, or in the absence of any destination, then in the order of their election) shall perform all 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 president-elect or vice president shall perform such other duties as may from time to time be assigned to him by the president or by the Board of Governors.

SECTION 8. FIDELITY. If required by the Board of Governors, 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 Governors 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 money 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 VIII 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 Governors.

SECTION 9. SECRETARY. The secretary shall keep the minutes of the meetings of the members of the Board of Governors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under seal is duly authorized in accordance with the provisions of these by-laws. He shall issue and transfer certificates of membership; 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 Governors.

SECTION 10. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Governors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such surety as the Board of Governors 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 or the Board of Governors.

ARTICLE VII

COMMITTEES

SECTION 1. STANDING COMMITTEES. The standing committee shall be as follows: Finance Committee and Nominations Committee. Each of which shall consist of two or more members, at least one of whom shall be a Governor at Large of the corporation.

SECTION 2. FINANCE COMMITTEE. The finance Committee shall determine and prepare a tentative annual budget and make recommendations to the Board of Governors as to the amount of annual assessment to be levied each year as provided in Article V of the Declaration of Protective Covenants and shall have such other duties as may be assigned to it by the Board of Governors.

SECTION 3. GROUNDS COMMITTEE. The Grounds Committee shall concern itself with the planning, development, maintenance, operation of all community grounds within Brook Forest and shall have such other duties, as may be assigned to it by the Board of Governors.

SECTION 4. OTHER COMMITTEES. The duties of any other Committee shall be designated from time to time by the president of the Board of Governors. Each member of each such committee shall be a regular member of the corporation, except as otherwise provided by resolution of the Board of Governors.

SECTION 5. TERM OF OFFICE. Each member of a committee shall serve until the next annual meeting following his appointment or until his successor shall have been appointed and qualified and shall be eligible for successive reappointment, provided that his committee membership shall automatically terminate upon the termination of his regular membership.

SECTION 6. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

SECTION 7. QUORUM. Unless otherwise provided in the resolution of the Board of Governors establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee members present, at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. RULES. Each committee may adopt rules for its own government not inconsistent with the Declaration of Protective Covenants, these by-laws, or with rules adopted by the Board of Governors.

ARTICLE VIII

PROPERTY, CONTRACTS, CHECKS, DEPOSITS AND GIFTS

SECTION 1. PROPERTY. Title to all property shall be had in the name of the corporation, and all membership in the corporation shall not give any member any interest in the property of the corporation. Any conveyance of property shall be made in the name of the corporation by the president and attested (by the secretary), or in the absence of these officers by those delegated to perform their duties as elsewhere provided in these by-laws.

SECTION 2. CONTRACTS. The Board of Governors 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