

**AMENDED AND RESTATED BYLAWS CHARLEMAGNE HOMEOWNERS
ASSOCIATION**

Pursuant to Article Three of the Declaration for Charlemagne, the name of the organization is a corporation under the General non for profit Corporation Act of Illinois,. Charlemagne Homeowners Association. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)4 of the Internal Revenue Code.

**ARTICLE I
MEETINGS OF MEMBERS**

Section 1. Meeting. A meeting of the members shall be held every two calendar years the second week of May for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting and if for a special meeting, the purpose of the meeting. Such notice shall be sent by mail or personally delivered at least 7 days, and not more than 60 days, prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or personally delivered.

Section 4. Place of Meeting. Meetings shall be held at a location agreed upon by the Board of Directors or the residence of a Director or Officer.

Section 5. Quorum. The members present at a biennial meeting shall constitute a quorum.

**ARTICLE II
DIRECTORS**

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of at least 3 director(s).

Section 2. Election and Term of Office. The Board of Directors shall be elected every two calendar years at the biennial meeting of the members. Each Director shall serve a term of 2 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of Directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors and Officers shall meet once each calendar quarter, and may alter the schedule, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Treasurer, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed or 3 days' notice via electronic communication. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

Section 9. Removal / Vacancies. A Director shall be subject to removal, with or without cause, at a meeting called for that purpose by an affirmative vote of 2/3rds of the members present and voted. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Treasurer and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President.

- a. **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- c. **Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected biennially by the Board of Directors at the first meeting of the Board of Directors, immediately following the biennial meeting. Each officer shall serve a two year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an Officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President, Treasurer or Secretary. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization

to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

Certification

Elaine Bykerk Glidden, President of Charlemagne Homeowners Association, and Diane Cooke, Secretary of Charlemagne Homeowners Association certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on October 18th 2018.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on October 18, 2018.

Elaine Bykerk Glidden
Elaine Bykerk Glidden, President

Diane Cooke
Diane Cooke, Secretary

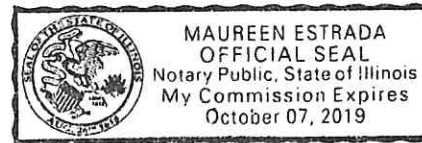
State of Illinois)
) ss.
County of Cook)

I, Maureen Estrada, the undersigned, a Notary Public in and for Said County, in the State aforesaid, DO HEREBY CERTIFY that Elaine Bykerk Glidden personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed, sealed and delivered the said instrument as her free and voluntary act as such authorized signor of Charlemagne Homeowners Association, a non for profit Association for the uses and purposes therein set forth.

Given under my hand and official seal, this 31st day of October, 2018.

Maureen Estrada
Notary Public

SEAL:



State of Illinois)
) ss.
County of Cook)

I, Maureen Estrada, the undersigned, a Notary Public in and for Said County, in the State aforesaid, DO HEREBY CERTIFY that Diane Cooke personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed, sealed and delivered the said instrument as her free and voluntary act as such authorized signor of Charlemagne Homeowners Association, a non for profit Association for the uses and purposes therein set forth.

Given under my hand and official seal, this 31st day of October, 2018.

Maureen Estrada
Notary Public

SEAL:

