

**EXHIBIT "B"**

**AMENDED AND RESTATED BY-LAWS OF COLONY LAKES PROPERTY OWNERS  
ASSOCIATION**

**ARTICLE I**

**PURPOSES AND POWERS**

The Association shall be responsible for the general management and supervision of the Property and the ownership of the Common Area thereof, and shall have all of the powers to perform, and shall be responsible to perform, all of the obligations provided in the Declaration and these By-Laws. Further, the Association shall have all powers now or hereafter granted by the General-Not-For-Profit Corporation Act of the State of Illinois (805 ILCS 105/101.01 et. seq.) or as otherwise granted by law or statute that shall be consistent with the purposes specified herein and in the Declaration.

**ARTICLE II**

**OFFICES**

**Section 2.01: Registered Office and Agent**

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

**Section 2.02: Principal Office**

The principal office of the Association shall be maintained in DuPage County, Illinois or any other location as deemed appropriate by the Board.

**ARTICLE III**

**MEMBERSHIP**

**Section 3.01: Members**

Membership in the Association shall be as provided in Article II of the Declaration.

Section 3.02:           **Voting Rights**

Voting rights in the Association shall be as provided in Article III of the Declaration.

**ARTICLE IV**

**OWNER MEETINGS**

Section 4.01:           **Quorum and Procedure**

Meetings of the Owners shall be held at the principal office of the Association or at such other place in DuPage County, Illinois or another location convenient to the Property as may be designated in any notice of a meeting. The presence at any meeting, in person or by proxy, of Voting Members representing at least twenty percent (20%) of the total Dwellings in the Association shall constitute a quorum. Unless otherwise expressly provided herein or in the Declaration, any action may be taken at any meeting of the Owners at which a quorum is present upon the affirmative vote of the Voting Members representing a majority of the total votes present at such meeting. If a quorum is not present at any meeting of the Owners, a majority of the Voting Members present may adjourn the meeting from time to time without further notice. Any Owner may waive notice of a meeting in writing, or consent to any action of the Association without a meeting. Attendance at a meeting by an Owner shall be deemed a waiver by such Owner of notice of the meeting unless such Owner specifically objects to lack of proper notice at the time the meeting is called to order.

Section 4.02:           **Annual Meeting**

There shall be an annual meeting of the Owners held on the first Monday in February of each calendar year, or at such reasonable time or date not more than thirty (30) days before or after said date, at a date, time and place to be determined by the Board for the purpose of hearing reports from all officers and any committees and for electing Directors.

Section 4.03:           **Special Meetings**

Special meetings of the Owners may be called at any time for the purpose of considering matters which, by the terms of the Declaration or these By-Laws, require the approval of all or some of the Voting Members, or for any other reasonable purpose. Said meetings shall be called by written notice, authorized by the President of the Association or a majority of the Board. The written notice shall specify the date, time and place of the meeting and the matters to be considered. No matters other than those identified on the notice may be considered at the special meeting. A special meeting of the Owners must be called within sixty (60) days by the President or the Board if requested by written

petition signed by Owners of not less than twenty percent (20%) of the total Dwellings.

**Section 4.04: Notices of All Meetings**

Unless otherwise stated in the Declaration or these By-Laws, written notice of meetings of the Owners stating the date, place and time of such meeting shall be delivered to each Owner as provided in Article XII, Section 12.02 of the Declaration not less than five (5), nor more than sixty (60), days prior to the date of the meeting.

**Section 4.05: Proxies**

Except as otherwise expressly provided herein, at any meeting of Owners, a Voting Member entitled to vote may either vote in person or by proxy executed in writing by the Voting Member or by his or her duly authorized attorney-in-fact, or by any other method authorized by law. The proxy shall remain valid for so long as the proxy giver remains an Owner or until the proxy is revoked in writing.

**Section 4.06: Voting by Mail or Electronically**

Where there is an act requiring the vote of the Voting Members, such election or vote on such proposed action may be conducted by mail via an Association-issued ballot in such manner as the Board shall determine and/or may be conducted by e-mail or other electronic means in such manner as the Board shall determine as further provided in the Illinois General Not-For-Profit Corporation Act (805 ILCS 105/107.10).

**ARTICLE V**

**BOARD OF DIRECTORS**

**Section 5.01: Board of Directors**

The direction and administration of the Property and affairs of the corporation, in accordance with the provisions of the Declaration, shall be vested in the Board, which shall consist of five (5) individuals ("Directors") who shall be elected in the manner hereinafter provided. Each Director shall be an Owner; provided however, that in the event an Owner is a corporation, partnership, trust or other legal entity other than a natural person or persons, then any director or officer of such corporation, partner of such partnership, individual trustee or beneficiary of such trust, or agent or employee of a beneficiary of such trust, or manager of such legal entity, shall be eligible to serve as a Director on the Board.

Section 5.02                    **Nomination of Board Members**

Nomination for election to the Board may be made by any Owner prior to the date of the election in accordance with any rules and regulations which may be adopted by the Board. Nominations may also be made from the floor at the annual meeting where the election is held.

Section 5.03:                    **Election of Directors to the Board**

Each Director on the Board shall be elected for a term of one (1) year. Directors shall hold office until their terms expire or until their successors shall have been elected and qualified. Directors may succeed themselves in office. Election of Directors shall take place at the annual meetings of Owners. At such election the Voting 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 and these By-Laws. The persons receiving the largest number of votes with respect to the number of Director positions to be filled shall be deemed to be elected. Cumulative voting is not permitted.

Section 5.04:                    **Determination of Board To Be Binding**

All matters of dispute or disagreement between Owners or with respect to interpretation or application of the provisions of the Declaration or these By-Laws shall be determined by the Board, which determination shall be final and binding on the Association and on all Owners.

Section 5.05:                    **Compensation**

Directors on the Board shall receive no compensation. However, upon the presentation of receipts or other appropriate documentation, a Director shall be reimbursed by the Association for reasonable out-of-pocket expenses incurred in the course of the performance of his or her duties as a Director.

Section 5.06:                    **Annual Meeting of the Board**

An annual meeting of the Board shall be held immediately following each annual meeting of the Owners at the same location as the annual meeting of the Owners.

Section 5.07:                    **Regular Meetings of the Board**

The Board may, by resolution, establish regular meetings of the Board in addition to the annual meeting which may be held at a time and place it shall select.

**Section 5.08: Special Meetings of the Board**

Special meetings of the Board shall be held upon call by the President or by twenty-five percent (25%) of the Directors on the Board.

**Section 5.09: Open Meetings**

All meetings of the Board shall be open to any Owner, subject to the authority of the Board, except for any portion of the meeting held:

- (a) To discuss litigation when an action against or on behalf of the Association has been filed and is pending in a court or administrative tribunal, or when the Board finds that such an action is probable or imminent;
- (b) To consider information regarding appointment, employment or dismissal of an employee; or
- (c) To discuss violations of rules and regulations of the Association.

However, any vote on the above matters shall be taken at a meeting or portion thereof open to any Owner.

**Section 5.10: Meetings Notice**

- (a) Notice of meetings of the Board, containing the date, time and place of said meeting shall be provided to each Director in the manner provided in Article XII, Section 12.02 of the Declaration at least forty-eight (48) hours prior thereto. Additionally, at least forty-eight (48) hours prior to a meeting of the Board, copies of notices of meetings of the Board shall be posted in entranceways or other conspicuous places on the Property. However, if there is no common entranceway for seven (7) or more Dwellings, then the Board may designate one (1) or more locations in the proximity of the Dwellings where the notices of meetings shall be posted.
- (b) Any Director may, in writing, waive notice of a meeting, or consent to the holding of a meeting without notice, or consent to any action of the Board without a meeting. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof.

**Section 5.11: Quorum**

A majority of the number 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 and without further notice. Unless otherwise expressly provided herein or in the Declaration, any action may be

taken by the Board upon the affirmative vote of a majority of those Directors present at its meetings when a quorum is present.

**Section 5.12:            Vacancies in Board**

Vacancies in the Board, other than as a result of removal pursuant to Section 5.13 of this Article V, shall be filled by the affirmative vote of a majority of the remaining Directors of the Board. A Director appointed to fill a vacancy shall serve the balance of the term of the Director he or she was appointed to replace.

**Section 5.13:            Removal of Board Members**

Any Director on the Board may be removed, with or without cause, from the Board by the affirmative vote of the Voting Members casting at least two-thirds (2/3) of the votes cast at any special meeting of the Owners called for that purpose in the manner aforesaid. The notice of any such special meeting of the Owners shall state that a purpose of the meeting is to vote upon the removal of one (1) or more Directors named in the notice, and only the Director(s) named in such notice may be removed at such meeting. A successor to fill the un-expired term of a Director removed may be elected by the Voting Members at the same meeting or at any subsequent meeting called for that purpose.

**Section 5.14:            Resignation of Board Members**

Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.15:            Action Taken Without a Meeting**

The Directors on the Board shall have the right to take action in the absence of a meeting which they could take at a meeting by obtaining the written consent of all of the Directors on the Board. Action so approved shall have the same effect as though taken at a meeting of the Directors.

**ARTICLE VI**

**POWERS AND DUTIES OF THE BOARD**

Without limiting the general powers and duties which may be provided by law, the Declaration or these By-Laws, the powers and duties of the Board or its duly appointed agents shall include the following matters:

- (a) To adopt such reasonable rules and regulations as the Board deems advisable for the use, maintenance, conservation, administration and beautification of the Property, and for the health, comfort, safety and general welfare of the Owners and Occupants, and to establish penalties for the infraction thereof. Written notice of such rules and regulations shall be given to all Owners, and the entire Property shall at all times be maintained subject to such rules and regulations;
- (b) To own, construct, manage, repair, maintain, improve and replace the Common Area and all improvements located thereon and all other property acquired by the Association;
- (c) To own, convey, encumber, lease and otherwise deal with Dwellings and other real property conveyed to or purchased by the Association;
- (d) To provide for the maintenance, repairs, alterations, additions, improvements or replacements the Association is responsible for as further provided in the Declaration and these By-Laws;
- (e) To pay and discharge all general and special real estate taxes and assessments levied by any public authority with respect to the Common Area;
- (f) The power to seek relief from or in connection with the assessment or levy of any general real estate taxes, special assessments and any other special taxes or charges of the State of Illinois or any political subdivision thereof, or any other lawful taxing or assessing body, which are authorized by law to be assessed and levied on the Common Area and to charge all expenses incurred in connection therewith as a Common Expense;
- (g) To employ a manager or other Persons and to contract with independent contractors or managing agents to perform all or any part of the duties, powers and responsibilities of the Association, the Board and its officers;
- (h) To provide for the designation, hiring and removal of such employees and such other personnel, including attorneys and accountants, as the Board may, in its discretion, deem necessary or proper;
- (i) To provide any material, supplies, insurance, furniture, equipment, fixtures, labor, services, maintenance, repairs, taxes or assessments which the Board is required to obtain or pay for pursuant to the terms of the Declaration or these By-Laws, or which in its opinion shall be necessary or proper for the operation or protection of the Association and its Members or for the enforcement of the Declaration, these By-Laws or the rules and regulations;
- (j) To make the dedications and grant the utility easements described in the Declaration, if any;
- (k) To have access to each Lot from time to time as may be necessary for the maintenance, repair or replacement of the Common Area therein or accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Common Area or to other Dwellings or Lots, or for any other purposes specifically provided for in the Declaration;

- (l) To execute, on behalf of all Owners, all divisions of ownership for tax agreement purposes with regard to the Common Area, or any portion thereof;
- (m) To, as further provided and limited in the Declaration, borrow money for purposes the Board deems necessary, assign the right of the Association to future income from assessments or other sources, and mortgage or pledge substantially all of the remaining assets of the Association;
- (n) To enter into contracts and maintain one or more bank accounts (granting authority as the Board shall desire to one or more persons to draw upon such accounts);
- (o) To establish and maintain a contingency and replacement reserve in an amount to be determined by the Board;
- (p) To commence litigation and administrative proceedings on behalf of the Association;
- (q) To procure and maintain insurance in accordance with the terms and provisions of the Declaration and any additional insurance deemed necessary or advisable in the sole discretion of the Board;
- (r) To levy fines for violations of the Declaration, By-Laws or rules and regulations;
- (s) To enforce the provisions of the Declaration, By-Laws or rules and regulations and to enjoin and seek damages from any Owner for violation of such provisions or rules and regulations;
- (t) To prepare, adopt and distribute the annual budget for the Association, and decide on the manner of levying and collecting the assessments from the Owners, as further provided in the Declaration;
- (u) To supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (v) To keep detailed, accurate records of the receipts and expenditures affecting the use and operation of the Property;
- (w) To exercise all other powers and duties vested in or delegated to the Association and not specifically reserved to the Owners by the Articles of Incorporation, the Declaration, or these By-Laws.

## **ARTICLE VII**

### **OFFICERS**

#### **Section 7.01:      **Officers****

The Officers of the Association shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, and such other officers as may be elected by the Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board. Any Director may hold more than one (1) officer position, except that the offices of President and Secretary may not be held by the same individual.



**Section 7.02: Election, Qualification and Term of Officers**

The Board shall elect officers annually from among the Directors at the annual meeting of the Board. The officers shall serve for a term 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. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not in and of itself create contract rights.

**Section 7.03: Resignation and Removal**

Any officer elected or appointed by the Board may be removed by majority vote of the Board 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. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 7.04: Compensation**

Officers shall receive no compensation.

**Section 7.05: President**

The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board, the President shall:

- (a) be in charge of the business and affairs of the Association;
- (b) see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board;
- (c) discharge all duties incident to the office of president and such other duties as may be prescribed by the Board; and
- (d) preside at all meetings of the Owners and of the Board.

**Section 7.06: Vice President**

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there are more than one (1) Vice-Presidents, then each of the Vice-Presidents in order) 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 or her by the President or by the Board.

**Section 7.07:            Treasurer**

The Treasurer shall be the principal accounting and financial officer of the Association and shall:

- (a) have charge of and be responsible for the maintenance of adequate books of account for the Association;
- (b) have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof;
- (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.

**Section 7.08:            Secretary**

The Secretary shall:

- (a) record the minutes of the meetings of the Owners and the Board;
- (b) be custodian of the corporate records of the Association;
- (c) keep a register of the address of each Owner which shall be furnished to the Secretary by such Owner;
- (d) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; and
- (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

**ARTICLE VIII**

**COMMITTEES AND COMMISSIONS**

**Section 8.01:            Committees**

The Board, by resolution adopted by a majority of the Board, may designate one (1) or more committees. Each such committee shall consist of at least two (2) or more Directors and may also consist of Association Members who are not Directors; provided, however that the majority of the members of each such committee shall be Directors. Such committees, to the extent consistent with law and as provided in said resolution, shall have and exercise the authority of the Board in the management of the Association; but the designation of such committees and the delegation thereof of authority shall not operate to relieve the Board, or any individual member of the Board, of any responsibility imposed upon it or him or her by law. The members of each committee shall be appointed by the Board and serve solely at the direction of the Board. Any member thereof

may be removed by a vote of the majority of the Directors on the Board whenever in their judgment the best interests of the Association shall be served by such removal.

**Section 8.02:            **Advisory Commissions****

The Board, by resolution adopted by a majority of the Board, may designate one (1) or more commissions, which commissions may not act on behalf of the Association or bind the Association to any action, but may make recommendations to the Board. The Board shall appoint a Director to chair each commission, but the other members of the commission need not be Directors but must be Association Members and shall be appointed by the Board. Any member thereof may be removed by the Board whenever in its judgment the best interests of the Association shall be served by such removal.

**Section 8.03:            **Term****

Each member of a committee or commission shall continue as such until the next annual meeting of the Board and until his successor is appointed and shall have qualified, unless the committee or commission shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**Section 8.04:            **Chairperson****

The Board shall appoint one (1) member of each committee and commission as chairperson.

**Section 8.05:            **Vacancies****

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

**Section 8.06:            **Quorum****

Unless otherwise provided in the resolution of the Board designating a committee or commission, a majority of the whole committee or commission 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 or commission.

**Section 8.07:            **Rules****

Each committee or commission may adopt rules for its own governance not inconsistent with the Declaration, these By-Laws or with the rules and regulations adopted by the Board.

## ARTICLE IX

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### Section 9.01:       **Contracts**

The Board may authorize any officer or officers, agent or agents of the Association, 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 Association and such authority may be general or confined to specific instances. In the absence of any such authorization by the Board, any such contract or instrument shall be executed by the President and attested to by the Secretary of the Association.

#### Section 9.02:       **Checks, Drafts, etc.**

All checks, drafts, vouchers or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and counter-signed by the President of the Association.

#### Section 9.03:       **Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

#### Section 9.04:       **Gifts**

The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

## ARTICLE X

### AMENDMENTS

These By-Laws may be amended or modified at any time, or from time to time, at a regular or special meeting of the Board where a quorum is present, by the affirmative vote of a majority of the Directors on the Board. Provided that no provision of these By-Laws may be amended or modified so as to conflict with the provisions of the Declaration, and that no such amendment shall be effective unless and until Recorded.

## **ARTICLE XI**

### **INTERPRETATION**

In the case of any conflict between the Articles of Incorporation of the Association, the Declaration, these By-Laws and the rules and regulations, the Articles of Incorporation shall control over the Declaration, the By-Laws and the rules and regulations, the Declaration shall control over the By-Laws and the rules and regulations, and the By-Laws shall control over the rules and regulations.

## **ARTICLE XII**

### **BOOKS AND RECORDS**

The Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Owners, Board, and any committees having any of the authority of the Board at the registered or principal office, as well as a record giving the names and addresses of the Owners. The Board shall maintain the following records of the Association and make them available, within thirty (30) days of a written request for same to the Board, for examination and copying at convenient hours of weekdays by any Owner or such Owner's duly authorized agents or attorneys:

- (a) Copies of the recorded Declaration, other Association instruments, other duly recorded covenants and By-Laws and any amendments, Articles of Incorporation, annual reports and any rules and regulations adopted by the Association;
- (b) Detailed and accurate records in chronological order of the receipts and expenditures affecting the Association, specifying and itemizing the maintenance and repair expenses of the Association and any other expenses incurred, and copies of all contracts, leases, or other agreements entered into by the Association;
- (c) The minutes of all meetings of the Association and the Board for a period of seven (7) years;
- (d) With a written statement of a proper purpose, ballots and proxies related thereto, if any, for any election held for the Board and for any other matters voted on by the Voting Members for a period of one (1) year;
- (e) With a written statement of a proper purpose, such other records of the Association as are available for inspection by members of a not-for-profit

corporation pursuant to Section 107.75 of the Illinois General Not-for-Profit Corporation Act of 1986.

The Association may charge a reasonable fee for the costs of retrieving and copying any such documents.

### **ARTICLE XIII**

#### **DEFINITION OF TERM**

The terms used in these By-Laws shall have the same definition as set forth in the Declaration, unless otherwise defined herein.

### **ARTICLE XIV**

#### **FISCAL YEAR**

The fiscal year of the Association shall be established by Board resolution, and may be changed from time to time by a resolution adopted by two-thirds (2/3) of the Board. Provided, however, that in the absence of such a Board resolution, the fiscal year of the Association shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December of every year.

#### **END OF TEXT OF BY-LAWS**

This instrument was prepared by:

KEAY & COSTELLO, P.C.  
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