

1                                   **WEST-WIN HOMEOWNERS' ASSOCIATION, INC.**  
2                                   **CONSTITUTION BYLAWS**

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4    **ARTICLE I – IDENTITY**

- 5           1. An unincorporated area bounded by West Chicago, Winfield, Warrenville and  
6           Wheaton, in Winfield Township, DuPage County, in the State of Illinois, USA.  
7           2. The name of the association shall be West-Win Homeowners' Association, Inc.,  
8           hereafter referred to as the Association.  
9           3. The Association shall be incorporated under the General Not for Profit Corporation  
10          Act of the State of Illinois. The legal offices shall be the residence of the registered  
11          agent. Its registered agent shall be a current Officer of the Association.  
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13   **ARTICLE II – PURPOSES**

- 14          1. The promotion of a rural environment and lifestyle, and the general welfare of the  
15          West-Win area as defined in Article I.  
16          2. The monitoring and addressing of issues of mutual interest to the Membership.  
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18   **ARTICLE III – MEMBERSHIP**

- 19          1. Any homeowner in the West-Win area is eligible for Membership.  
20          2. Membership shall be obtained as follows:

21                   Each household that meets the eligibility requirement of Article III shall pay  
22                   annual dues, which entitles it to Membership and one vote on any issue. Dues  
23                   are payable in the autumn for the next calendar year.

- 24          3. Each new-Member household shall be offered a set of current Bylaws.  
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26   **ARTICLE IV – MEETINGS**

- 27          1. Two general meetings per year shall be held in the spring and in the autumn,  
28          usually during the months of April and October, each on a date decided by the  
29          Board of Directors. The number of Member households in attendance shall  
30          constitute a quorum.  
31          2. Members shall be notified, preferably in writing, as to date, time, place of the  
32          general meeting, and proposed agenda at least two weeks prior to meetings, if  
33          possible.  
34          3. The order of business of the general meetings shall be as follows (after taking  
35          routine record of attendance):  
36                  A. Call to order  
37                  B. Reading of minutes of the last general meeting (and last special meeting if  
38                  applicable)  
39                  C. Report of the Board of Directors  
40                  D. Report of the Treasurer  
41                  E. Report of committees  
42                  F. Consideration of old business

- 43 G. Consideration of new business
- 44 H. Program
- 45 I. Adjournment
- 46 4. Any individual who has a community concern may request a voice at either a
- 47 general meeting or Board of Directors meeting.
- 48 5. Special meetings may be called by the President as approved by the Board of
- 49 Directors.
- 50 6. Special meetings of the Board shall be called by the President upon the presentation
- 51 of a written petition to the President by five Members and such meetings must be
- 52 called within 14 days. The petition must give the specific purpose for the meeting,
- 53 and the Board Members shall be notified as to date, time, place and agenda not less
- 54 than three days prior to the Board meeting.
- 55 7. If a special meeting is called by the Board, Members must be notified, preferably in
- 56 writing, as to date, time, place of said meeting, and proposed agenda at least three
- 57 days prior to that meeting, if possible.
- 58 8. The order of business of special meetings shall be as follows (after routine record
- 59 of attendance):
- 60 A. Call to order
- 61 B. Consideration of special business
- 62 C. Adjournment

## 63 **ARTICLE V – OFFICERS AND THEIR DUTIES**

- 65 1. The Officers of this Association shall be a President, a Vice President, a Treasurer,
- 66 and a Secretary, who shall serve for two-year terms beginning at the regular spring
- 67 meeting.
- 68 2. The duties of the President shall be to ensure that these Constitution Bylaws are
- 69 carried out; to preside at the meetings of the Members and of the Board of
- 70 Directors; to sign such papers and documents as may require the President’s
- 71 signature; to appoint all committees with Board approval; and to perform other
- 72 duties connected with the office.
- 73 3. The Vice President shall, in the event of the absence or disability of the President,
- 74 perform the duties of the President and such other duties as the Board of Directors
- 75 may prescribe.
- 76 4. The Treasurer shall be the custodian of the funds, books of account, and other
- 77 financial papers of the Association; keep all funds in a bank as directed by the
- 78 Board of Directors; keep a detailed record of the financial transactions of the
- 79 Association; sign all checks, drafts, and notes of the Association; report orally and
- 80 in writing at each regular Board meeting as to the receipts, disbursements, and
- 81 financial balance of the Association’s funds; and report at each general meeting as
- 82 to the receipts, disbursements, and financial balance of the Association’s funds.
- 83 Two other Officers shall be authorized to sign checks. During January through
- 84 February of each year, authorized signers will be reviewed and altered if necessary.
- 85 5. The Secretary shall keep minutes of all meetings of the Members and of the Board
- 86 of Directors; give notice of all special meetings to the Members; and perform other
- 87 duties incident to this office.

- 88 6. In the event of temporary disability and extended unavoidable absence of the Vice  
89 President, Secretary, or Treasurer, the duties of those offices may be assumed by a  
90 non-Officer Member of the Board of Directors, as determined by the current Board.  
91 7. All books, accounts, and records of the Treasurer and chairpersons of all fund  
92 raising or expending affairs are to be audited each year in May. An audit  
93 committee of three non-Officer Members shall be appointed by the President.  
94 8. A safe deposit box and/or a post office box may be leased if deemed necessary by  
95 the Board of Directors. If a box is leased, at least two Officers will hold a key.  
96 During January through February each year, key holders will be reviewed and  
97 altered if necessary.  
98

99 **ARTICLE VI – BOARD OF DIRECTORS AND THEIR DUTIES**

- 100 1. The Board of Directors of the Association shall consist of the Officers, the  
101 immediate past President if available, and at least four Board Members elected at  
102 large. Each Board Member shall serve a term of two years, each term beginning at  
103 the spring general meeting, usually in April. Every attempt will be made to have at  
104 least two Board Members elected each year so that not all terms end in the same  
105 year. One Board Member shall serve as Assistant to the Secretary, and another  
106 Board Member shall serve as Assistant to the Treasurer. The President may  
107 appoint, with approval of the Board, others to assist in carrying out the functions of  
108 the Association. These functions may include, but are not limited to, data base  
109 manager and newsletter editor.  
110 2. The duties of the Board of Directors shall be to assure the desires of the  
111 Membership, uphold these Bylaws, and effect the general management of the  
112 Association. Particular responsibilities will be assumed by Members based on their  
113 preferences and abilities, and as the needs of the Association are determined.  
114 3. The Board of Directors shall meet at least four times per year, usually in January,  
115 February, July, and August. Board Members are expected to regularly attend  
116 Board meetings and general meetings or otherwise be actively involved.  
117 Attendance by either physical or electronic means constitutes “attendance.” Five  
118 (5) Board Members, including at least two Officers, shall constitute a quorum.  
119 4. The Board of Directors may authorize operating expenditures.  
120 5. In any extraordinary situation, a simple majority of the Board of Directors of the  
121 Association are empowered to take any measures they deem necessary for the good  
122 or protection of the community represented by this Association, providing that all  
123 of the Board of Directors available for notification have been contacted.  
124

125 **ARTICLE VII – VOTING AND ELECTIONS**

- 126 1. Each Member household represented in attendance at an Association meeting is  
127 entitled to one vote on any Association business.  
128 2. The President shall appoint a nominating committee, with Board approval, at the  
129 first Board meeting of the calendar year, usually held in January. The nominating  
130 committee will have no less than three weeks to form its slate, prior to presenting it  
131 for Board approval at the next Board meeting, usually held in February. When  
132 approved, the slate shall be distributed to all Members no less than two weeks prior  
133 to the spring general meeting, usually held in April. An effort will be made to

134 alternate term-ending dates so that approximately half of the Officers, and half of  
135 the non-Officers are elected in any one year. If necessary, some terms may be one  
136 year rather than two years.

- 137 3. Nominations will be accepted from the floor on the day of election, subject to other  
138 conditions in these Bylaws. Only Members of this Association may be nominated  
139 or elected, and nominees must signify acceptance prior to election.
- 140 4. A Member may accept nomination for only one position.
- 141 5. Upon the vacancy of an elected position, election of an eligible successor shall take  
142 place during the next regular or special meeting of the Membership following this  
143 vacancy. Terms of Officers and Board Members elected in this manner shall be  
144 only for the unfulfilled portion of the previous Officer's or Board Member's  
145 elected position. The President, with Board approval, may appoint an interim  
146 Association Member to serve until the next general or special meeting.
- 147 6. Voting for elections shall be by secret ballot. All other voting shall be by show of  
148 cards, distributed to Member households at the beginning of a meeting, unless there  
149 is a motion and a second to the motion to use a secret ballot.
- 150 7. A simple majority of votes cast will be the deciding factor for elections and other  
151 issues during general meetings and special meetings. A simple majority of the  
152 quorum will be the deciding factor in any vote taken during Board meetings.  
153

#### 154 **ARTICLE VIII – AMENDMENTS**

- 155 1. Proposed amendments to the Bylaws by a Member must be submitted in writing to  
156 the Board of Directors or prepared in writing by the Board.
- 157 2. Any proposed amendment shall be read or distributed to the Membership at one  
158 regular meeting prior to voting on the amendment. Summaries or copies of the  
159 proposed amendment shall be distributed in writing with the next notice of meeting.
- 160 3. Adoption of proposed amendments shall require a favorable vote of two-thirds of  
161 the Members present who cast a vote.  
162

#### 163 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

164 The Chair of any meeting shall serve as the parliamentary authority in all matters not  
165 specified in these Constitution Bylaws or standing rules of this Association. The  
166 parliamentary decision of the Chair may be overruled by two-thirds of the Members  
167 present.

#### 168 **ARTICLE X – DISBURSEMENT OF FUNDS ON DISSOLUTION**

169 If this Association should be disbanded, all assets, after payment of all debts owed by  
170 the Association, shall be donated to The Conservation Foundation, 10S404 Knoch  
171 Knolls Rd., Naperville, IL, with a letter of direction that the donation benefit the West-  
172 Win area. If The Conservation Foundation is no longer in existence, the funds shall be  
173 disbursed as directed by the Board of Directors.