

CCHOA Bylaws

Country Crossing Homeowners Association Bylaws

Article I

Corporate Name, Purposes, Offices and Fiscal Year

SECTION 1. NAME. The name of this corporation shall be Country Crossing Homeowner's Association.

SECTION 2. PURPOSES. the purposes for which the corporation is organized are:

Administration and operation of property owned by the homeowners association. in accordance with the terms and provisions of the certain Declaration Of Covenants, Conditions, Restrictions, and Easements dated July 28, 1988, and recorded in the Recorder's Office Of St. Clair County, Illinois as Document A946420 in Book 2718, on page 977, as may thereafter be amended (hereinafter referred to as the "declaration".

SECTION 3. OFFICES. The corporation shall continuously maintain in the State Of Illinois a registered office (121 Stablestone Drive) and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

SECTION 4. FISCAL YEAR. the fiscal year of the corporation shall be fixed by resolution of the board of directors. the fiscal year shall be defined as and equal to one calendar year.

Article II

Members

The members of the corporation shall be those persons or entities described in Article III, Section 1 of the Declaration.

Article III

Meeting of Members

SECTION 1. ANNUAL METING. An annual meeting shall be held on the second Sunday in February for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the president or the board of directors, or not less than one-twentieth of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place as the place of the meeting for any annual meeting or for any special meeting called by the board of directors.

SECTION 4. NOTICE OF MEETING. Written notice stating the place, date, and hour of the meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting (unless a specific notice period is set fourth in and required by the Declaration for particular business to come before such meeting), or the case of removal of one or more directors, a merger, consolidation, dissolution, or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of 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 a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting, (unless a meeting is required by the Declaration) if a consent in writing, setting fourth the action so taken, shall be signed either (I) by all the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all the members entitled to vote, then such consent shall become effective only (1) if, at least five days prior to the effective date of such consent a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

SECTION 6. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty days and, for a meeting of members, not less than five days or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 7. QUORUM Unless the Declaration provides otherwise, the holders of on-tenth of the votes which may be cast at a meeting of the corporation, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than on-tenth of the outstanding votes (or the percentage of votes required by the Declaration) are represented at said meeting, a majority of the votes represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members , unless the vote of a greater number is required by the General Not-for-Profit Corporation Act, the articles of incorporation, these bylaws or the declaration. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 8. PROXIES. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for said member by proxy, but no such proxy shall be voted or acted upon after eleven months from it's date unless the proxy provides for a longer period.

SECTION 9. VOTING. The members shall have the voting rights described in Article III, Section 1 of the declaration, subject to the limitations set fourth therein. Members may vote either in person or by proxy as provided in Section 8 hereof. Voting on ant question or in any election may be by voice unless the chairman of the meeting shall order or any member shall demand the voting be by ballot.

Article IV

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its board of directors. In addition to any powers conferred upon the board of directors by the General Not-for-Profit Corporation Act, the board shall have the powers described in the Declaration.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be five (5). The incorporators of the corporation, Darrell G. Shelton, Frank Bricel, Glenn Tegtmeier, Wilma Jackson, and Debora Depczynski shall constitute the initial board of directors and shall hold office until the 1991 annual meeting of the members of the corporation, at which time said directors will tender their resignations and the members of the corporation will elect new directors who shall hold office until the next annual meeting of the members. Each director shall hold office from the time of his or her election until the next annual meeting of the embers and until his or her successors have been elected and qualified.. Elected directors must be voting members of the corporation and have, as their primary residence, a dwelling within Country Crossing subdivision. An exception to the

residency requirement is made for the recorded declarant (as recorded in the recorder's Office of St. Clair county, Illinois) while any phase of the subdivision remains under construction. The number of directors may be decreased to not fewer than 3 or increased to any number from time to time by amendment to this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation. No decrease shall have the effect of shortening the term of any incumbent director.

SECTION 3. REGULAR MEETINGS A regular annual meeting of the board of directors shall be held without other notice than these bylaws, immediately after , and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or by any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting called by the.

SECTION 5. NOTICE. Notice if any special meeting of the board of directors shall be given at least four days previous thereto by written notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting fore the express purpose of objecting to the transaction of any business because the business is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, at 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 bylaws.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors., provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING . The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, the articles of incorporation, these bylaws or the Declaration, no director may act by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled

by the board of directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provisions shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF OFFICERS. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting fourth the action taken, is signed by all the directors entitled to vote.

SECTION 11. COMPENSATION. The directors of the corporation shall serve without compensation.

SECTION 12. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such rights to dissent shall not apply to a director who voted in favor of such action.

Article V

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and other such officers as may be elected or appointed by the board of directors.. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The initial officers of the corporation shall be elected by the initial board of directors. Thereafter, the officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. 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 or new offices created and filled at any meeting of the board of directors. 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 of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person removed.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which the responsibility is assigned to some other person by the board of directors; and in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors, these bylaws or the Declaration, he or she may execute for the corporation any contracts, deeds, mortgages, bonds or other such instrument which the boards of directors has authorized to be executed, and he or she may accomplish such execution either under the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

SECTION 5. VICE PRESIDENT. The vice president (or in the event there be more than one vice- president, each of the vice-presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. 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 be more than one vice-president, in the order assigned by the board of directors, or by the president, if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) 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. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is prescribed by the board of directors, these bylaws ,or the Declaration, the vice-president (or any one of them if there is more than one) may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the

maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as may from time to time be assigned to him or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

SECTION 7. SECRETARY. The secretary shall (a) record the minutes of the meeting of the members and of the board of directors in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation;

(d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; 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 of directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant secretaries and assistant treasurers shall perform such duties as shall be assigned them by the treasurer or by the secretary, respectively, or by the president or by the board of directors. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

SECTION 9. SALARIES. The officers of the corporation shall serve without compensation.

Article VI

Committees

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of one or more directors and such other persons as the board of directors designates provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, him or her by law. The standing committees for the corporation shall be: Welcoming, entertainment, Newsletter, Grounds & Maintenance, And Security.

Article VII

Contracts, Checks, Deposits, and Funds

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers , agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasure or an assistant treasurer and countersigned by the president or vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contributions, gift, bequest or device for the general purposes or for any specific purpose of the corporation.

Article VIII

Books And Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its' members. Board of directors, and committees having all the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and address of the embers entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any purpose by appointment with the acting secretary.

Article IX

Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois" The seal may be used by causing a facsimile thereof to be impressed or affixed or in any manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force of effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

Article X

Waiver Of Notice

Whenever any notice is required to be given under the provisions of the general Not-for-Profit Act of Illinois or under the provisions of the articles of incorporation, the bylaws of the corporation, or the Declaration, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XI

Indemnification

(a). The corporation shall indemnify any person who has or is a party or is threatened to be made a party to or witness any threatened, pending, or complete action. Suit or proceeding, whether civil, criminal, administrative,, by reason of the fact that he is or was a member, director or an officer of the corporation against expenses, (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the fullest extent and in the manner set fourth ins and permitted by the Illinois general Not-for-Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any member, director or officer may be entitled apart from the forgoing provisions. The forgoing provisions of this article shall be deemed to be a contract between the corporation and each member, director, and officer who serves in such capacity at any time while this article and the provisions of the Illinois general Not-for-profit Corporation Act and any other applicable law, if any, are in effect, and any repeal or modification thereof shall not effect any rights or obligations then existing, with respect to any sate of facts then or therefore existing, or any action, suit, or proceeding therefore, or thereafter based in whole or in part upon any such state of facts.

Article XII

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be give. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law, the articles of incorporation, or the Declaration.

Amendment 01

The date of the annual meeting will be the last Sunday of each January. All other matters pertaining to the fixing date, due dates of assessments, and etc. will remain as directed by the Covenants and other sections of these bylaws.

The duration of office for elected officers for the current year of 2003 will extend to January 25 of 2004. All subsequent terms will be for the duration of time between annual meetings of the association.