

# **BYLAWS OF SIGNAL HILL NEIGHBORHOOD ASSOCIATION, INC.**

Revised June 26, 2011



## TABLE OF CONTENTS

	Page Number
Article I. Name	4
Article II. Purpose	4
Article III. Boundaries	4
Article IV. Membership, Dues, Meetings	
4.01: Criteria for membership	4
4.02: Compliance	4
4.03: Termination of membership	4
4.04: Meetings	5
4.05: Notice of meetings	5
4.06: Quorum	5
4.07: Number of votes per membership	5
4.08: Voting: in person or by proxy	5
4.09: Voting: by voice, show of hands, written ballot	5
4.10: Voting: by mail	6
Article V. Management	
5.01: The Corporation	6
5.02: The Board of Directors (Revised on 6/26/2011)	6
5.03: Meetings	6
5.04: Notice of meetings	6
5.05: Quorum	6
5.06: Powers	7
5.07: Action by the Board of Directors	7
5.08: Officers.	7
5.09: Duties of the Officers	7
Article VI. Directors and Officers:	
Election, Removal, Resignations and Vacancies	
6.01: Election of the Board of Directors	8
6.02: Nominations for Board members and voting	8
6.03: Election of Officers	8
6.04: Removal from the Board (Revised on 6/26/2011)	8
6.05: Resignation of a Board member (Revised on 6/26/2011)	8
6.06: Vacancies (Revised on 6/26/2011)	9
Article VII. Contracts, Checks and Deposits	
7.01: Contracts	9
7.02: Checks and deposits	9
Article VIII. Dues and fees	
8.01: Annual dues	9
8.02: Special Assessments	9

8.03: Payment of annual dues and special assessments	10
Article IX. Fiscal year	10
Article X. E-Mail Communications (New Article as of 6/26/2011)	
9:01: General purpose	10
9:02: Parameters of email discussions, voting	10
9:03: Conducting usual business of the Board	10
9:04: Responses to inquiries from community members	10
Article XI. Indemnification of Directors, Officers and Employees	10
Article XII. Amendments	10
Signature page	11

# **BYLAWS OF SIGNAL HILL NEIGHBORHOOD ASSOCIATION, INC.**

Revised June 26, 2011

---

## **ARTICLE I – Name**

The name of the Association shall be “Signal Hill Neighborhood Association, Inc.”, herein after called “the Association”.

## **ARTICLE II – Purpose**

The purpose of the Association will be to act in the common interest of the owners and/or residents of lots within the boundaries of the Association as set forth in the bylaws of the Association to maintain and promote high standards of quality in the appearance, safety and peaceful enjoyment of the streets and grounds within the boundaries of the Association and in the maintenance and upkeep of any common ground, facilities and equipment which may, from time to time, be owned by the Association.

## **ARTICLE III -- Boundaries**

The boundaries of the Association shall be as outlined on the attached General Highway Map, Centreville Township, St. Clair County, Illinois as prepared by the Department of Transportation.

## **ARTICLE IV – Membership, Dues and Meetings**

### **Section 1: Criteria for membership.**

Any person of legal voting age who resides within the boundaries of the Association as set forth herein, is eligible to be, and may be admitted to membership in the Association upon application to the Secretary and the payment of annual dues and any unpaid assessments against the property which he or she owns within the boundaries of said Association. Dues shall be assessed by household or mailing address. If title of said property is held by more than one person as joint tenants or tenants in common, each of said owners shall be entitled to membership in the Association. Any person who owns legal title or beneficial interest in the property within said boundaries as Trustee, Executor, Administrator, Conservator or Guardian, who is acting for the benefit of a person who resides within the boundaries of the Association or who owns property within said boundaries shall be eligible for membership in the Association upon the same terms and conditions as herein above set forth for other residents and owners of property within the boundaries of the Association.

### **Section 2: Compliance.**

Membership shall include an undertaking by the applicant to comply with and be bound by the Articles of Incorporation, these bylaws and amendments thereto, policy rules, regulations and resolutions at any time adopted by the Board of Directors of the Association in accordance with the bylaws.

### **Section 3: Termination of membership.**

Membership in the Association shall terminate on such members ceasing to be the beneficial owner of property within the aforementioned boundaries and/or upon ceasing to be a resident residing therein.

**Section 4: Meetings.**

An annual meeting of the members of the Association shall be held each year, at a time and place to be designated by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Special meetings of the members of the Association may be called either by the president, by the Board of Directors, or by written request submitted to the Board of Directors by the holders of not less than ten (10) of the outstanding and paid up voting members of the Association for the purposes and at the time and place stated in the call of the meeting.

**Section 5: Notice of meetings.**

Written notice stating the place, date and hour of the meeting, and in the case of a meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or by publication in a neighborhood newsletter, or by email, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each member of the Association. 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 6: Quorum.**

Twenty (20) members of the Association present in person or represented by proxy shall constitute a quorum at any meeting of the members of the Association. If less than twenty (20) members are represented at a meeting, either in person or by proxy, a majority of the memberships so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of the voting members represented either in person or by proxy at the meeting shall be the act of the Association, unless a vote of a greater number is required by these bylaws. 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 representatives of outstanding voting members and or their proxy from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 7: Number of votes per membership.**

Any member of the Association whose dues are paid shall be entitled to one (1) vote upon each matter submitted to a vote at the meeting of the members of the Association. Ownership of more than one (1) lot within the boundaries of the Association shall not entitle a member to more than one (1) vote upon each matter submitted to a vote at the meeting of the members of the Association.

**Section 8: Voting in person or by proxy.**

At membership meetings all votes shall be cast by members in good standing in person or by proxy registered with the Secretary of the Association no later than seven (7) days before the membership meeting.

**Section 9: Voting by voice, show of hands or written ballot.**

Voting on any question or in any election may be by voice unless the presiding officer shall otherwise order the vote to be by a show of hands or written ballot.

**Section 10: Voting by mail.**

The Board of Directors is authorized to establish regulations providing for voting by mail.

**ARTICLE V – Management**

**Section 1: The Corporation.**

The affairs of the Corporation shall be managed by the Board of Directors, subject to instructions by the members of the Corporation at a regular or special meeting, or subject to the approval of the membership as expressed by a vote of the membership.

**Section 2: The Board of Directors.** (Revised on 6/26/2011)

The Board of Directors shall consist of at least ten (10) but not more than fifteen (15) Board members, who have consented to serve. The number of directors may increase or decrease from time to time by amendment of this Section, but no decrease shall have the effect of shortening the term of any incumbent director.

Each director shall be a voting member of the Association and shall hold office until three (3) annual meetings of the members following their original qualification shall have been held, and until their successor shall have been elected and qualified. Beginning in 1992, the directors shall be divided into three (3) classes of three (3) staggered three year terms. Each director shall hold office for the period of their term or until their successor shall have been elected and qualified or unless removed by two-thirds (2/3) votes of all outstanding voting members. [this paragraph was not part of the 6/26/11 revised amendment]

**Section 3: Meetings.**

A regular meeting of the Board of Directors may be held without other notice than this bylaw, immediately after the annual meeting of the members of the Association. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the president or by written request submitted to the president of the Association by any two (2) directors. The president shall fix the time and place for holding any special meeting of the Board of Directors.

**Section 4: Notice of meetings.**

Notice of any special meeting of the Board of Directors shall be given at least five (5) days previous, thereto, either in person, orally by telephone, by email, or by written notice to each director at his or her residence address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with the postage thereon prepaid. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5: Quorum.**

One third (1/3) of the number of directors fixed by these bylaws shall constitute a quorum for transaction of business at any meeting of the Board of Directors provided that if less than one third (1/3) of such a number of directors are present at such meeting, a majority of directors present may adjourn the meeting at any time without further notice. The act of the 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 these Bylaws.

**Section 6: Powers.**

In addition to the powers and authority by these bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of corporation and do all such lawful acts and things as are not, by statute, by agreement of the Association, by the Articles of Incorporation, or by these bylaws directed or required to be exercised or done by the members of the Association.

**Section 7: Action by the Board of Directors.**

Unless specifically prohibited by these bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in a written or electronic communication, set forth the action so taken, shall be signed by all of the directors qualified to vote with respect to the subject matter thereof. Any consent signed or e-signed by all the directors shall have the same effect as a unanimous vote.

**Section 8: Officers.**

The officers of the Association shall be a president, vice-president, secretary and treasurer. 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 unless removal by a two-thirds (2/3) vote of all outstanding voting members of the Association.

**Section 9: Duties of the Officers.**

The duties of the officers of the Association shall be as follows:

President: The president shall see that all the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors, and, in general, shall discharge all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the members of the Association and of the Board of Directors. The president may execute on behalf of the Association any contracts, deeds, mortgages, bonds, or other instruments, which the Board of Directors has authorized to be executed.

Vice-President: The vice-president shall assist the president in the discharge of duties as the president may direct and shall perform such other duties as from time to time may be assigned to the vice-president by the president or by the Board of Directors. In the absence of the president, or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when doing so, 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 an instrument is expressly delegated to another officer, the vice-president may execute on behalf of the Association any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed and may accomplish such execution either individually or with another authorized officer of the Association to the requirements of the form of the instrument.

Secretary: The secretary shall record the minutes of the meeting of the members of the Association and of the Board of Directors, see that all notices are duly given in accordance with the provisions of the bylaws, be custodian of the records of the Association and sign with the president and vice-president any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed according to the requirements of the form of the instrument. The secretary shall perform all other duties incident to the office of the secretary and such other duties as from time to time be assigned to the secretary by the president of the Board of Directors.

Treasurer: The treasurer shall have charge of and be responsible for maintaining adequate books of account for the Association, have custody of all funds, and be responsible for the receipt and disbursement thereof.

## **ARTICLE VI – Directors and Officers: Election, Removal, Resignations and Vacancies**

### **Section 1: Election of the Board of Directors.**

The election of the Association's Board of Directors shall take place annually at the time and place of the regular annual meeting of the membership of the Association. Only voting members shall be eligible for election to the Board of Directors of the Association.

### **Section 2: Nominations and voting.**

Nominations for candidates for the Board of Directors shall take place at the annual meeting of the membership. Nominations may be accepted from a nominating committee appointed by the Board of Directors, from the Board itself, and any voting member at the annual meeting. The voting membership shall then vote for and elect candidates to the Board of Directors of the Association and said directors shall serve for the term specified by these bylaws.

### **Section 3: Election of Officers.**

The new Board of Directors shall at their first meeting elect the officers of the Association for the following year from among the newly elected Board.

### **Section 4: Removal from the Board.** (New as of 6/26/2011)

A total of three (3) unexcused absences from duly called Board meetings within one year shall be cause for removal from the Board of Directors. Any Board member may be removed from office by a majority vote of the Board members present at a regular or special meeting of the Board of Directors called for that purpose, but with due notification of such action and the right to be heard thereon. For the purpose of these bylaws, an absence shall be considered unexcused if the Board member fails to notify an officer of the Board prior to the meeting.

### **Section 5: Resignation of a Board Member.** (New as of 6/26/2011)

Any Board member may resign at any time by giving written notice to the Board of Directors or to the President. The resignation shall take effect when it is delivered unless the written notice states otherwise.

**Section 6: Vacancies.** (New as of 6/26/2011)

Any vacancies that occur either between annual meetings as a result of resignation or removal, or at the annual meeting because of the lack of a candidate for a position, shall be filled by appointment of the Board of Directors. The Board shall seek candidates for vacant positions from voting members of the Association who have consented to serve. The new board member(s) shall take office at the next board meeting, shall serve until the next annual meeting, and shall be eligible for re-election.

**ARTICLE VII – Contracts, Checks and Deposits.**

**Section 1: Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association with the exception that no loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name without the consent of two-thirds (2/3) of the voting membership of the Association.

**Section 2: Checks and deposits.**

All checks, drafts or other orders for the payment of money 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 of Directors. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, savings and loan associations, or other depositories as the Board of Directors may select.

**ARTICLE VIII – Dues and fees**

**Section 1: Annual dues.**

The annual dues shall be assessed by household or mailing address and shall be paid before April of each year, and not later than thirty (30) days before the annual meeting. The annual dues for each given year are subject to such modification as a majority of the directors may require, provided, however, that an increase in excess of twenty-five percent (25%) of the annual dues established for said year shall not be permitted without a two-thirds (2/3) vote of all outstanding voting memberships approving such increase. The Board of Directors shall have the right to waive the annual dues and any increase therein and/or assessments levied against any member of the Association for good cause shown by said member.

**Section 2: Special assessments.**

A special assessment approved by the Board of Directors may not be levied on members of the Association until approved by a two-thirds (2/3) vote of all outstanding voting members of the Association.

**Section 3: Payment of annual dues and assessments.**

The annual dues, any increases therein and assessments shall be payable within thirty (30) days after notification by the Board of Directors of said dues, any increases therein and/or assessments.

**ARTICLE IX -- Fiscal Year**

The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

**ARTICLE X -- Email communications** (New as of June 26, 2011)

**Section 1:** E-mail to, by and among Board members, in their capacity as Board members, shall be used for the purpose of discussing the Association business.

**Section 2:** E-mail among Board members shall include:

- a. disseminating information, and
- b. messages, not involving deliberation, debate or decision-making
- c. vote on time sensitive issues

**Section 3:** E-mail may be used to communicate:

- a. Agenda item suggestions
- b. Reminders regarding meeting times, dates, and places
- c. Board meeting agendas or information concerning agenda items

**Section 4:** E-mail may be used to respond individually to questions posed by community members

**ARTICLE XI – Indemnification of Directors, Officers and Employees**

Each person who is or has been a director or an officer of the Association, and each employee of the Association acting in a managerial capacity shall be indemnified by the Association against expenses, including attorney’s fees, necessarily incurred by such person in connection with the defense or settlement of any action, suit or proceeding to which he is a party, alone or together with others, by reason of his being or having been a director, officer or an employee acting in a managerial capacity of the Association. Each such person shall also be reimbursed by the Association for any amounts paid by such person in satisfaction of any judgment or settlement in connection with any such action, suit, or proceeding, unless the amount of such judgment or settlement is payable to the Association itself or unless such person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of his duties to the Association. The foregoing right of indemnification shall be in addition to any other rights to which such person may be entitled as a matter of law.

**ARTICLE XII -- Amendments**

The power to make, alter, amend or repeal the bylaws of the Association shall be vested in the members of the Association. No provision of the bylaws shall be amended, altered or repealed unless approved by a majority vote at a meeting, regular or special, of the membership. All proposed amendments shall be posted in specified places as are deemed appropriate to the Board of Directors.

The undersigned hereby certifies that:

1. They are the duly elected and acting secretary of the Signal Hill Neighborhood Association, Inc., a non-profit, duly organized and existing under the laws of the State of Illinois.

2. The foregoing bylaws, comprised of eleven (11) pages, constitute the organized bylaws of the Corporation, as duly adopted by the voting members of the Association at the annual meeting on the 26th day of June, 2011.

IN WITNESS WHEREOF, the undersigned has hereto subscribed their name on this 26th day of June, 2011.

E-signed by Donna K. Whitaker, Secretary