

**CARRIAGE WAY PROPERTY OWNERS ASSOCIATION  
BY-LAWS**

**ARTICLE I - NAME**

Section 1. The name of this organization shall be the Carriage Way Property Owners Association (“CWPOA” or the “Association”), an Illinois Not For Profit (NFP) Corporation.

**ARTICLE II - OBJECTIVES**

Section 1. The Object of the Association is to promote the welfare and safety of the residents and owners of properties described in the Carriage Way Property Owners Association Declaration and to conduct such business as may be in the interest of the maintenance and preservation of the common good.

Section 2. The Governing Documents of the CWPOA include:

- a. The Articles of Incorporation
- b. The Carriage Way Property Owners Declaration, 1964 (the “1964 Declaration”)
- c. The Protective Covenants, 1964
- d. The Declaration of 1991 (the “1991 Declaration”)

These governing documents set forth the direction for the establishment of these By-Laws. Where procedures are not specifically stated in the governing documents listed, these By-Laws may be used to elaborate and provide details for the functioning of the CWPOA and Board of Directors.

**ARTICLE III - MEMBERSHIP**

Section 1. Membership. The Membership shall be made up of those persons or corporations who own improved lots within the Association as set forth in the Governing Documents.

Section 2. Classes of Membership. The Association has two classes of members. The owners of each Single Family Home (“SFH”) shall have a full membership. The owners of each Carriage Club Town Home (“TH”) shall have one-half membership as provided in the 1991 Declaration.

Section 3. Suspension of Membership. Non-payment of dues shall result in the automatic loss of the right to vote until dues are paid in full. Those Owners who fail to pay dues shall be deemed “Not in Good Standing.”

## ARTICLE IV - OFFICERS AND DIRECTORS

Section 1. Officers' Terms. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom are members in good standing and elected by members to a two-year term. The officer may serve only two terms in succession in the same office. The officers shall have powers customary for their offices in parliamentary bodies except as may be otherwise stated.

Section 2. Board Composition. The Board of Directors shall be composed of the officers and six (6) additional members who are home-owners in good standing ("At Large Members") and One (1) member who is a representative of the owners of the townhouse area. The President shall also serve as Chairman of the Board and shall preside at all meetings. The At Large Members of the Board shall be elected annually and shall not serve more than three years in sequence. At Board meetings, a majority of the members of the Board in office shall constitute a quorum. A simple majority shall rule.

Section 3. Elections and Voting. Voting and elections shall be governed by the following.

a. Voting

- i. Only those in good standing shall be entitled to vote.
- ii. Prior to the meeting, the Board shall provide the membership with a means voting, which may include submitting an Association-issued ballot in person at the meeting, by mail in advance of the meeting and/or electronically (if member opts in).
- iii. Proxies are prohibited
- iv. All votes cast according to the permitted methods are valid for the purposes of establishing a quorum.
- v. Except as otherwise provided in these By-Laws, a majority vote at a meeting where a quorum is achieved is necessary to pass a motion.

b. Elections

- i. Election of officers and directors shall be in January of each year.
- ii. The officers shall provide the membership with a means of voting for the officers and/or directors for the following year, using any methods allowed under this Section 3.  
Those receiving the highest number of votes for the position to be filled shall be elected, assuming a quorum is reached.
- iii. In the event of a tie vote, the tie may be broken by any reasonable method, including but not limited to drawing lots or a runoff election (either immediately or at a subsequent meeting), at the discretion of the Board.

- iv. Elected Board and/or Officers shall take office immediately following the meeting at which they were elected.

Section 4. Resignation and Removal. Board members may resign their position on the Board of Directors at any time by submitting a written letter notifying the Board as such. Officers and/or Board Members can be removed from office for cause by two-thirds (2/3) vote of the Board of Directors.

Section 5. Vacancies. The Board of Directors may appoint a person to fill a vacancy, whether caused by the death, resignation or removal of a Director, by a vote of two-thirds (2/3) of the remaining Board of Directors. A person selected to fill a vacancy shall serve until the expiration of the term the person was selected to fill.

Section 6. Powers of Board. The powers and duties of the Board shall include, but shall not be limited to, the following matters:

- a. Operation, care, upkeep, maintenance, replacement, and improvement of items determined to be of common good. (See Protective Covenants, Article IV, Section 3 for public areas)
- b. Preparation, adoption, and distribution of the annual budget for the Association.
- c. Levying of assessments.
- d. Collection of assessments from the Owners.
- e. Employment and dismissal of the personnel necessary or advisable for the maintenance and operation of the Association.
- f. Obtaining adequate and appropriate kinds of insurance.
- g. Adoption and amendment of rules and regulations covering the details of the operation and use of the Association.
- h. Keeping of detailed, accurate records of the receipts and expenditures affecting the use and operation of the Association.
- i. To have access to each Lot from time to time as may be necessary for the maintenance, repair, or replacement required.
- j. To pay and/or negotiate contracts for any materials, supplies, furniture, equipment, labor, services, maintenance, repairs, structural alterations or assessments required to properly maintain and operate the Property as a first-class association.
- k. To interact with utility providers and state and local governments regarding the maintenance and delivery of customary and reasonable utilities and public services for the common benefit of the Association.

## ARTICLE V - DUES AND ASSESSMENTS

Section 1. Proposed Budget. The proposed budget will be sent for member review at least 10 days prior to the Annual Meeting, in accordance with the principles outlined in Section II of the 1964 Declaration.

Section 2. The Annual Assessment. The annual assessment and collection of such dues shall be accomplished in accordance with the principles outlined in Section II of the 1964 Declaration and Section 13.02 of the 1991 Declaration, which provided for the maintenance and preservation of such matters as have been deemed for the common good.

Section 3. Failure to Adopt a Budget. Should the membership fail to adopt the annual budget at a meeting, when a quorum is established, the budget in force for the prior fiscal year shall remain in force until the budget is approved by the membership. If the budget is adopted at a later date and if it calls for an assessment increase, based on Section 4 & 5 of this Article V, each member shall pay the difference between the adopted budget and the prior year budget.

Section 4. Payment of Assessments. Following the budget approval for the fiscal year, notice shall be sent regarding payment of the assessment which is due on April 1. Section II(10)(f-h) of the 1964 Declaration provides details on the process to be used for non-payment of the annual dues. In the event a budget is approved after April 1 of the given year and if said budget calls for an assessment higher than the previous year's assessment, then the increased assessment shall be due thirty (30) days after the budget is approved by the membership.

Section 5. Method of Computation. The Applied rate shall be in accordance with the 1991 Declaration and based on a rate of one (1) share for single family residence owners and one-half (1/2) share for Carriage Way Club owners, applicable to General Operating fund dues or assessments.

Section 6. Special Assessments. A special assessment, except for special assessments for emergencies or that are required by law, may be submitted to the membership for a vote via the methods described in Article IV, Section 3a. - either at a meeting or by notice in lieu of a meeting.

- a. A special assessment is subject to the approval of a simple majority of those eligible vote and voting on the special assessment, assuming a quorum is reached.
- b. A special meeting may be called to provide an open forum for discussion related to the assessment. Notice of meeting shall comply with these By-laws for membership meetings.
- c. Ballots for voting may be mailed, personally delivered and/or provided

provided electronically (if owner opts in) to the members of the Association as determined by the Board.

- d. For purposes of this Section, an emergency is an immediate danger to the life, safety health of any person or to property.
- e. The notice of the Special Assessment shall include the terms of the payment required.

## **ARTICLE VI - MEETINGS**

Section 1. Annual Meeting of the Membership. The President shall call a General Membership Meeting in January of each year. This meeting shall be known as the Annual Meeting and shall be for the purpose of electing officers and/or a Board of Directors, approval of a budget and the annual assessment, and any other business as shall be deemed germane.

- a. Not less than ten (10) and no more than sixty (60) days prior to the Meeting the President (or the Secretary with the approval of the President) shall mail, personally deliver and/or provide electronically (if the Owner opts in) to the members of the Association a call for the aforesaid meeting. The call shall include the time, date and place of the meeting as well as a list of the candidates up for election, the budget setting forth the anticipated expenditures and assessments for the coming year, and any other business as shall be deemed germane.
- b. For all matters other than the election of officers or Board members or except as required by these By-Laws, a simple majority of the members in good standing and submitting votes in accordance with the methods provided and described in Article IV, Section 3 at a meeting where a quorum is present is required to pass a motion. If a quorum is not reached for voting at the annual meeting, assuming the methods for voting are made available for all members, then the officers and board members shall continue in office until their successors are elected (either at a re-noticed annual meeting or at the following annual meeting where a quorum is present, as determined by the Board of Directors) and the budget shall be deemed consented to by the members.
- c. A quorum shall consist of at least one fourth (1/4) of the members in "Good Standing" at the time of the meeting. A quorum is required for all voting. Votes cast following the methods in Article IV, Section 3(a) are valid for the purposes of establishing a quorum. Single family homeowners (SFH) shall have one vote and, as per Article 13.02(c) of the 1991 Declaration, owners of the Carriage Club townhouses (TH) "shall have the right to cast one-half (1/2) vote for each such Dwelling Unit."

For example: assuming all owners have paid their assessment, a full quorum can be calculated in the following manner:

$$(82 \text{ SFH} + 37/2 \text{ TH}) \times .25 = 25.125. \text{ (rounded up to nearest } \frac{1}{2} \text{ unit} = 25.5).$$

Section 2. Meetings of the Board of Directors. The Board of Directors shall meet at least four times per year. Meetings are open to the general membership. Notice of the meeting with the date, time, location and agenda must be posted on the Association website at [www.carriageway.org](http://www.carriageway.org) or in some conspicuous location at least 48 hours in advance of the meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or 25% of the members of the Board and notice posted on the website at least 48 hours in advance. Special meetings of the Membership may be called by the President or by a petition to the Board of Directors by 20% of the membership. In the case of the latter, notice of the meeting must be delivered by mail, personally delivered and/or provided electronically (if owner opts-in) to the members at least 10 days in advance. Voting procedures will be according to procedures in Article IV, Section 3(a).

## **ARTICLE VII - COMMITTEES AND COMMISSIONS**

Section 1. Establishment and Appointment of Committees and Commissions. The President shall appoint those committees (entities that can act and bind the Association) and commissions (advisory bodies) necessary to effectively carry out the objectives of the Association. A committee or commission chairman may appoint committee members to assist him. Individuals appointed to serve on committees and commissions shall serve until the President's term expires and may be removed by action of the President at a Board meeting.

Section 2. Expenditures. A committee or commission whose task requires the expenditure of Association funds shall not proceed with such expenditure until a budget is set and agreed to by the action of the board.

Section 3. Committee Composition. A committee that can bind the Board of Directors shall have a majority of its members as currently serving Board Members.

Section 4. Commission Composition. A commission cannot bind the Association. A commission can be composed of such individuals as the President deems necessary and appropriate.

Section 5. Notwithstanding the foregoing language, no committee shall have the authority to bind the Board unless such authority was granted to said

committee pursuant to a written resolution considered and approved by a majority of the Board.

## ARTICLE VIII - OWNER RESPONSIBILITIES

### Section 1. Homeowners have the responsibility to

- a. Read and comply with governing documents of the community.
- b. Attend the Annual and Special meetings, vote in community elections and on other issues.
- c. Pay association assessments and charges on time.
- d. Maintain the property according to established standards listed below:
  - i. The CWPOA Protective Covenants listed restrictions.
  - ii. The Village of Burr Ridge ordinances related to the development and use of property and listed “nuisances” that should be avoided.
- e. Provide current contact information to association leaders or managers to help ensure they receive information from the community.
  - i. New homeowners: They shall notify the Board of Directors as to their name, property and email addresses and emergency contact information via the Carriageway.org website or by mail to CWPOA, Box 401, Hinsdale, IL 60522 within thirty (30) days of the transfer of title.
  - ii. Renters: Homeowners who rent their homes to others are required to inform the Board as to where to mail the Association communications and provide a contact email and/or phone number for contacting the homeowner in case of emergencies. The owner shall also provide the name and contact information of the persons living in the home (for emergency purposes) within 30 days of each occurrence. The renters are not eligible to vote at membership meetings.
- f. Ensure that those who reside on the property (e.g., tenants, relatives and friends) adhere to all rules and regulations.
- g. Adhere to the Dispute Resolution provisions found in Section 3 below.

Section 2. Non-Compliance: Members found in violation of the governing documents should be referred to the Board of Directors. The Board shall notify the member by letter listing the violation in question. Fines, penalties and/or legal action may be considered for violation of the governing documents. Any violations of Village ordinances should be referred to the Village of Burr Ridge.

Section 3. Dispute Resolution. In the event an Owner has a dispute with the Association, the Owner shall comply with the requirements of the Association’s Dispute resolution policies, if any. Binding Arbitration is the acceptable method for

resolution should methods in the policy fail to reach agreement, except with regards to board activities to collect any and all assessment from owners.

#### **ARTICLE IX - RECORDS**

The Association shall keep correct and complete books and records of account and shall keep minutes of its members meetings, board meetings and committee meetings and a record of the names and addresses of the membership. Any member shall have the right to examine, in person or by agent, at any reasonable time or times, the books and records of account and minutes, and to make copies of those records, provided they have stated a proper purpose and they have sent a written request stating with particularity the records sought.

#### **ARTICLE X - AMENDMENTS**

The By-laws may be amended by two-thirds vote of the eligible members who submit votes at any regular or special meeting called for the purpose of amending the by- laws, provided such notice of such amendment is specified in the call for the meeting.

Voting methods as prescribed in Article IV, Section 3(a) will apply. This assumes a quorum is reached, counting all votes that are submitted.

Adopted and approved this \_\_\_ day of \_\_\_\_\_, 2019