

WONDER CENTER
PROPERTY OWNERS' ASSOCIATION, INC.
WONDER LAKE, ILLINOIS

BY-LAWS

AN ILLINOIS CORPORATION
NOT FOR PECUNIARY PROFIT

ARTICLE I

Organization

SECTION 1. The Association is incorporated under the laws of Illinois as Wonder Center Property owners' Association. Its object is to receive and to hold, maintain, govern, beautify and improve, without profit to itself and its members, the various park, drives, streets, walks, and alleys in Wonder Center Subdivisions, one and two, for use in common by the owners of property in said Subdivisions; to establish and conduct a recreation center for the improvement of the civic and social welfare of its members; to establish and maintain recreational and park facilities; to make and enforce restrictions governing the use of community property; to do all acts necessary to further the object of the said corporation, and to do all things properly within the scope of such organization.

**SECTION 2. These By-Laws are enacted pursuant to the Illinois Not For Profit Corporation Act and are authorized by the restrictions and covenants in the chain of title for each of the parcels within Wonder Center Subdivision. All terms used herein shall have the meanings set forth in the Declaration and these By-Laws.

** added effective October 28, 2012

**SECTION 3. The WONDER CENTER PROPERTY OWNERS' ASSOCIATION (hereinafter "Association") shall have and exercise all powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois, the Declaration and these By-Laws.

** added effective October 28, 2012

**SECTION 4. The Association shall have and continuously maintain in this state a registered office and registered agent whose office is identical with such registered office and may have other offices within or without the State of Illinois as the Board may from time to time determine.

** added effective October 28, 2012

ARTICLE II

Membership

SECTION 1. The membership shall consist only of persons who are, or hereafter may become, legal owners of property located within Wonder Center Unit No. 1 and No.2, in compliance with the standard purchase contract of the Wonder Lake Syndicate.

**There shall be one vote per parcel, which may include a lot or lots or portions of a lot or lots which are used as one homesite or one building site.

** added effective October 28, 2012

SECTION 2. It shall be the duty of the members to report any change of residence as soon as possible to the Secretary of the Association.

SECTION 3. The Directors shall recommend to the members at large at the general Fall meeting the dues to be assessed for the coming year. The members present at the meeting shall decide by vote on the amount to be assessed. For the purpose of assessment of dues all property within the jurisdiction of the Association shall be divided into two classes, that is, residential property and business property. A special basic rate shall be used for each class.

***SECTION 4. The annual dues and/or assessments are to be billed on January 1st of the current year and then shall be due on February 1st of said year with an allowable grace period of 10 calendar days. Annual dues and/or assessments not paid within the 10 day grace period shall be deemed delinquent and a late charge of \$75.00 will be assessed against the member/parcel. Payment of annual dues and/or assessments along with late charges must be paid in full by March 1st of said year. If annual dues and/or assessments along with late charges are not paid in full by March 1st of said year then legal action shall/may be taken against delinquent member and parcel which includes any/all of the following, a lien against the property along with any charges associated with the lien filing, any method of collection deemed acceptable by a court of law against the member personally. The member against whom any such action is deemed necessary shall be liable for payment of any attorney's fees and all costs incurred by the association in its effort to collect monies owed by that member. Any delinquent member maybe denied use and/or access of Wonder Center Property Owners' Association Beaches and Boat Launch Ramp, along with the recreational access to Wonder Lake.
*** changed Annual Meeting October 29, 2013

SECTION 5. The Board of Directors has authority to levy special assessments in addition to regular dues when and if it is necessary subject, however, to approval by the general membership at a general or special meeting.

***SECTION 6. To require prior approval by the Board of Director of the Wonder Center Property Owners Association for the use of any Wonder Center Property Association assets (ie. Beaches, private streets) by any Business or organization and to require proof of insurance of appropriate value, as deemed by the board, naming the Wonder Center Property Owners Association and its Board of Directors as co-insured and to allow the Board of Directors to request or wave the request for a donation to offset the cost of maintaining the area of use.
*** changed at the Annual Meeting October 29, 2013

ARTICLE III MANAGEMENT

SECTION 1. The general management of said Association shall be vested in a Board of (9) Directors, who shall be elected at the general Fall meeting of members. The affairs, business and property of the Association shall be managed and controlled by the Board of Directors, in such way and manner as they shall deem to be for the best interest of the Association, subject only to these By-Laws, the Articles of Incorporation of the Association and the law of the land, in such case made and provided. In the case of a vacancy on the Board of Directors, the Board of Directors shall have the authority to appoint a member in good standing to fill the vacancy until the next general Fall meeting, at which time, a Director shall be elected to fill the unexpired term.

SECTION 2. DIRECTORS SHALL BE CHOSEN AT THE Fall meeting from the membership at large. Nominations may be taken orally and seconded at

said meeting. The names shall be posted in a conspicuous place at the meeting, and voting shall be by written ballot. The candidates receiving the highest number of votes shall be deemed elected either for a full three year term or the balance of an expired term. Those elected shall hold office for the term stated, or until their offices are declared vacant. No ballot shall contain more names voted on than there are offices to be filled. Cumulative voting is prohibited.

SECTION 3. Only members in good standing shall be eligible to hold office as Directors. If any Director, during his term of office, be found to be not in good standing, he may be removed by a majority vote of the Board of Directors and a successor appointed until the next general Fall meeting, on vote of Directors remaining. ***[Any member seeking or retaining a Board position for the Wonder Center Property Owners Association who is currently, or to become, a duly elected Officer, Board Member or Delegate of any other Association(s) or Subdivision(s) affiliated with the Wonder Lake Master Property Owners Association shall be ineligible to run or retain office with the Wonder Center Property Owners Association.]

*** effective October 26, 1997

SECTION 4. Each Director shall hold office until his successor be elected or appointed, as the case may be, and until the successor has qualified.

SECTION 5 - The right of voting in the Association is as follows:

** As provided herein under Article II, there shall be one vote per parcel, which may include a lot or lots or portions of a lot or lots which are used as one homesite or one building site. Any proxy shall be in compliance with the proxy on file with the Office of Wonder Center Property Owners.

** added effective October 28, 2012

SECTION 6. The Board of Directors may appoint such Committees, and delegate to them such powers and duties, as it may from time to time deem expedient; but each and all such Committees shall be subject to the control of the Board of Directors.

SECTION 7. The Board of Directors shall meet at least twice a year, but may meet as often as the business of the Association may require or as the Directors shall deem necessary. Committees shall report at such Directors' meetings, if so requested. At the general Fall meeting, Committees shall make a full report, in writing, of committee work throughout the year. Reasonable notice of the time and place of holding Director's meetings should be given all Directors through the mail.

SECTION 8. Five Directors shall constitute a quorum for the transaction of business.

SECTION 9. Failure to attend four successive Board meetings may be grounds for removal as a Director unless good cause be shown.

SECTION 10. The officers of the Association, consisting of a President, Vice-President, Secretary and Treasurer, shall be elected by the Directors at the first Directors' meeting held after Fall elections. The President and Vice-President must be members of the Board of Directors, and they shall receive no compensation for their services. The Board may in its discretion, elect any member in good standing, whether he be a Director or not, to the office of Secretary, or to the office of Treasurer, or may, in their judgement, combine the duties of Secretary and Treasurer, in one person, and may allow him or either of them such compensation as the Board deems proper.

SECTION 11. The President shall preside at all meetings of the members, and of the Board of Directors, and shall be the general executive officer of the Association, subject to the direction and control of the Board of Directors. He and the Secretary shall sign, on behalf of the Association, all instruments in writing, contracts, deeds, notes, mortgages, and all other legal documents which it may become necessary for the Association to execute. The foregoing power to sign instruments in writing, contracts, deeds, notes, mortgages, and all other legal documents shall not bind the Association unless authorized by a majority vote of the Board of Directors.

SECTION 12. The Vice-President shall perform the duties of the President in the event of his absence or inability to act.

SECTION 13. The Secretary shall attend the meetings of the members and of the Board of Directors, and he or she, shall keep true and correct records of all meetings; he or she shall give all the notices herein provided for or required by law, or that may from time to time be necessary or expedient; he shall have custody of the corporate seal, charter, By-Laws, and records; he or she shall conduct its correspondence, except such as belongs to the office of Treasurer; and he or she shall perform such other duties as are usual to the office or may be required by the Board of Directors. He or she shall at all times be subject to the direction and control of the Board of Directors. In the absence of the Secretary, the President may appoint another member of the Board of Directors to act in his or her absence.

SECTION 14. The Treasurer shall keep all accounts of the Association in books belonging to the Association, which shall at all times be open to the inspection of the Board of Directors. He shall collect and disburse the funds of the Association under the direction of the Board of Directors. He shall render a statement in writing at each regular meeting of the Board of Directors, showing the receipts, disbursements and expenses since the last report, the cash balance on hand, and as far as practicable, the outstanding obligations of the Association. At each Fall meeting, he shall present a complete balance sheet showing the financial condition of the Association and a full report in detail of the receipts, disbursements and expenses of the fiscal year just closed. The Treasurer shall keep the funds of the Association on deposit in the name of the Association in some bank to be designated by the Board of Directors; and he shall furnish such bonds as the Board of Directors may require; such bond to be deposited with and kept by the President. He shall also perform such other duties as are usual to the office or may be required by the Board of Directors; and he shall be at all times subject to the direction and control of the Board of Directors. All checks must be signed by two of the three following officers; President, Vice-President, and Treasurer. A bond of \$2500.00 shall be held for the President, Vice-President, Secretary and Treasurer. A yearly audit shall be made of the books by a Certified Accountant prior to the Annual Meeting.

**SECTION 15. The Board of Directors shall have all the powers and duties granted to it or imposed upon it by the Declaration, these By-Laws, and the Illinois General Not-For-Profit Corporation Act, including without limitation, the following powers and duties:

- (a) To engage the services of a manager or managing agent upon such terms and with such authority as the Board may approve.
- (b) 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;

- (c) To provide for any maintenance, alteration, addition improvement or replacement of the Community Area for which The Association is responsible under the Declaration and These By-Laws;
- (d) To procure insurance as provided for under the Declaration;
- (e) To estimate and provide each Owner with an annual budget Showing the Community Expenses;
- (f) To set, give notice of, and collect Community Assessments From the Owners as provided in the Declaration and these By-Laws;
- (g) To pay the Community Expenses;
- (h) Subject to the provisions of the Declaration, to own, convey, Encumber or otherwise deal with any real property conveyed to or purchased by the Association;
- (i) To adopt and, from time to time, to amend such reasonable Rules and regulations as the Board may deem advisable for the Use, enjoyment, administration, management, maintenance, Conservation and beautification of the Community Area. Written notice of any such rules and regulations or Amendments thereto shall be given to all Owners affected Thereby;
- (j) To delegate the exercise of its power to committees Pursuant to Article VII(Seven) of these By-Laws and;
- (k) To borrow money and pledge the assets of the Association Including the right to receive future assessments, as collateral for repayment thereof;
- (l) To accept on behalf of the Association any contribution, Gift, bequest, or devise for the general purposes or for Any special purpose of the Association;
- (m) To fill any vacancy for any officer in a manner consistent with the provisions hereof.

** added effective October 28, 2012

**SECTION 16. The Board may authorize any officer or officers, agent Or agents of the Association, in addition to the 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 or Vice President and Shall be attested to by the Secretary of the Association.

** added effective October 28, 2012

ARTICLE IV

Meetings

SECTION 1. The general Fall meeting of the members shall be held the last ** Sunday of October. Notices of such meeting shall be mailed to all members to their last known addresses, not later than (10) days prior to the date of such meeting, allowing one day, in addition, however, for persons living outside of McHenry County.

** By-Law change November 8, 1981.

SECTION 2. Special meetings of the members may be called at any time by the Board of Directors and shall be called by them on request in writing of not less than 5% of the members. The members shall be given at least (5) days notice by mail of any such special meeting, which notice shall state the subject of the meeting.

SECTION 3. At any general Fall meeting or special meeting of the Association, ** fifteen (15) members) Proposed change 5% per Illinois State Statute, present in person shall constitute a quorum for the transaction of business; but a less number shall have power to adjourn any such meeting from time to time. Each Property Owner is to get an Absentee Ballot stating the issues, excluding the election of Board Members.

** By-Law change November 8, 1981.

SECTION 4. Any member of the Board of Directors who has vested interest in any subject brought before the Board of Directors, shall not be eligible to vote said subject.

ARTICLE V

Master Association

SECTION 1. At the Annual Meeting, members shall also elect from among their number 7 delegates to represent them at the Master Property Owners Association for Wonder Lake, according to the formula of one Delegate per 100 lots or fraction thereof. Wonder Center Property Owners Association, Inc. having 607 lots is entitled to elect 7 delegates. Members need not, but can be, officers and/or directors of Wonder Center Property Owners Association, Inc. to be elected a Delegate to the Master Association. The 7 Delegates shall select from their number immediately following adjournment of the Annual Meeting at which they were elected, one Delegate to serve as a Director on the Board of the Master Association. In accordance with the By-Laws of the Master Association, this Director shall cast the number of votes to which members of Wonder Center Property Owners Association, Inc. are entitled. **The seven votes shall be cast as a block. All delegates will be called periodically into a convention of Delegates of the Master Association.

**By-Law change October 22, 2002

SECTION 2. In addition to the regular dues of the Wonder Center Property Owners Association, Inc. members as herein defined also are liable for dues of the Master Property Owners Association for Wonder Lake that are now and hereinafter levied by the Master Property Association. Such dues shall be included in the dues' billing statement issued to the Subdivision members, and are collectible by the Wonder Center Property Association, Inc. It shall be the responsibility of the Wonder Center Property Owners Association, Inc. to insure that the dues obligations of the Master Property Association, and, furthermore, that the rights and privileges of members of the Wonder Center Property Owners Association, Inc. to use the lake are not violated because of dues arrearage to the Master Property Association. Members of the Wonder Center Property Owners Association, Inc. are obligated by property deeds, contracts, or other purchase instruments to the dues requirements of the Master Association as if these were dues requirements of the Wonder Center Property Owners Association, Inc. Directors of Wonder Center Property Owners Association, Inc. are required to take all action that is proper and necessary to collect dues of the Master Property

Owners Association, with the same authority granted to them by members for collection of dues of Wonder Center Property Owners Association, Inc.; penalties for dues arrearage applying equally to dues of both Associations.

ARTICLE VI
Amendments

SECTION 1. These By-Laws may be amended at any general Fall meeting or special meeting called for that purpose of the Association, by a majority of the members present. Notices of proposed amendments shall be furnished to the Secretary at least (3) weeks before the meeting at which it is proposed to consider them. At any meeting that amendments are contemplated, the notices of such meeting shall state the question of amending the By-Laws is to be considered..

10/31/99

*** Note removed at Annual Meeting October 29, 2013