

BY-LAWS  
of the  
NEW LANDING FOR THE DELTA QUEEN  
OWNERS ASSOCIATION  
Dated November 1, 1991  
and as revised March 15, 2008

ARTICLE I  
Definitions

The following terms as used in these By-Laws are defined as follows:

(a) "Association" means the New Landing for the Delta Queen Owners' Association; an Illinois Not-For-Profit Corporation.

(b) "Board" means the Board of Directors of the Association.

(c) "By-Laws" means the By-Laws of the Association.

(d) "Common Properties" means and refers to those areas and other parcels of property together with any building(s) or other improvements thereon or thereto owned, maintained or under the jurisdiction of the Association.

(e) "Declaration" means the Declaration of Covenants, Conditions and Restrictions, imposed upon the Development, as duly recorded in the Recorder's Office of Ogle County, State of Illinois, and applicable as restrictions upon title to all properties within or without the Development.

(f) "Development" means "New Landing for the Delta Queen," a recreational community developed by New Landing, Inc., as the same may be shown on maps thereof recorded from time to time in Ogle County, Illinois.

(g) "Developer" means New Landing, Inc. and its successors.

(h) "Lot" means any parcel within the Development as defined by Lot Number or Tract Number on the plat defining the Development.

(i) "Owner" means and refers to any person who purchases or otherwise acquires title to any lot including purchasers under installment sales agreements entitling such person to use and occupancy of such lot.

(j) "Dwelling House" means any building erected upon a lot or lots designed for a single-family residence. **Modular homes, manufactured homes, and any structure meeting the definition of mobile home or manufactured housing, as found in the Illinois Manufactured Housing and Mobile Home Safety Act, 430 ILCS 115/1, et seq. are prohibited, except those approved prior to September 21, 2002. All homes constructed shall be stick built or panelized. Pre-construction and construction must adhere to the rules and regulations set forth in the New Landing Building Regulations.** No building permit shall be issued for the construction upon any lot purchased after May 15, 2006 for the purpose of construction of a so called "spec" home or model home. This restriction shall apply only to lot purchases closing on or after May 15, 2006.

k) "Regulation" means the rules and regulations adopted and published by the "Board", as from time to time amended and then in effect.

## ARTICLE II Purpose

The general purposes of the Association are:

(a) To promote pleasure, social recreation and sports activities for its members, their families and guests and to develop and maintain a recreationally oriented environment in the Development

(b) To provide a means whereby the streets, and those areas within the Development designated as parks, lakes, recreational areas, or other amenities on the plats thereof, and such other recreational facilities within the Development as may be conveyed to the Association or established by it, may be operated, maintained, repaired or replaced; and

(c) To provide a means for the establishment and enforcement of all regulations necessary to govern the use and enjoyment of amenities including, but not limited to, streets, parks, lakes, and recreational facilities within the Development as may be conveyed to the Association.

## ARTICLE III Membership

Section 1. Class of members. There shall be (1) Members, (2) Associate members, and (3) Temporary members.

Section 2. Member. Each owner shall, by reason of ownership, become a member of the Association. There shall

be one vote per member, regardless of the number of persons who may have ownership interest in such lot, or the number of lots owned. The voting member shall be designated in writing at the request of the Board. If ownership of a lot is in multiple surnames, one person shall be designated as the "member", with the remaining persons listed as "associate members". The names and addresses of all owners shall be filed with the Secretary.

Section 3. Associate Member. If not otherwise a member, each of the following shall be entitled to Associate Membership in the Association; the spouse or children or legal wards who have the same principal address as the member. Associate members shall be listed with the Secretary. Associate members shall have no vote or right to notice of any regular or special meeting of members. The privileges and duties of Associate Members shall be as those of members unless otherwise established from time to time by the Board by resolution.

Section 4. Temporary Members. Invited guests are considered temporary members while accompanied by a regular member or associate member. Lessees are also considered temporary members but with all rights of a regular member except voting.

Section 5. Privileges of Members. Members, Associate Members, and Temporary Members shall have permission to use the Common Areas subject to the provisions of the Declaration and subject to such other rules and conditions as may be established by the Board.

Section 6. Annual Membership Charges of Assessments shall be determined by the Board of Directors and shall be the personal liability of the owner of a lot or lots subject to these declarations.

The following format for establishment of the annual charges or assessments may be used as a guide to the Board of Directors and may be rescinded by the Board of Directors when it might become apparent that this format is not in the best interest of the Association. If in the event that the format following or any portion thereof is rescinded, annual charges or assessments shall be made on the basis of each lot owned.

FORMAT FOR ESTABLISHING ANNUAL CHARGES

If a member owns only one lot, the obligation shall be one annual charge \$200.00. If a member owns more than one lot, the obligation shall be one annual charge for the first lot, plus an additional charge \$125.00 for each subsequent lot. This multi-lot discount will be rescinded if dues and assessments are not paid in full by July 31<sup>st</sup> (Revised 03/15/08).

If a member owns multiple contiguous lots, and has made improvements to said lots by the construction of a home and accessory facilities in such a manner as to make the sale of any one of the subject lots impossible, restrict the use and appearance of the residence or would reduce the value of the lot buildings, the lots involved may be considered as a one-lot membership. The reduction of the membership financial obligation shall be determined by the Board of Directors upon written request of the owner(s).

If a lot is in multiple named ownership, the obligation shall be one annual charge, and an additional charge for each "associate member" retaining ownership in said lot. The additional charge shall be determined by the Board of Directors.

In the event the annual charge(s) remains unpaid at the end of the calendar year in which it is due, legal and/or lien action may become necessary to effect the collection thereof. The cost of all legal/lien action will be borne by the lot owner(s) **including all costs of collection charged by an attorney or collection agency.** (Revised March 2002)

#### Section 7. Suspension of Privileges of Membership.

1. The Board may suspend the right to use the common properties of the Association, and may suspend the voting privileges (if any) member, associate member, or temporary member for:

(a) Any period during which any Association charge (including fines or penalties, if any, assessed under Section 9 of the Declaration) owed by the member, associate member, or temporary member remains unpaid.

(b) The period of any continuing violation of the Declaration after the existence of such violation has been declared by the Board and notice of such violation has been given to the member in writing by the Board.

(c) For a period not to exceed thirty (30) days for any infraction of its published rules and regulations.

Membership shall be automatically reinstated upon satisfactory payment of any dues, debts, late charges and

finest imposed on the delinquent. Assessments not paid when due shall be a continuing lien upon the property as described under Section 9 of the Declaration.

2. The Board of Directors or an individual so authorized by the Board may suspend the right to use the common properties of the Association by any member or associate member for any continuous infraction of any published rules or regulations or for conduct abusive or in any way objectionable to other members of the Association. Suspensions shall not exceed twenty-four (24) hours without approval of the Board.

3. A member not in good standing is a term that refers to a member because of one or more of the following reasons: 1) failure to pay in full the dues and assessments; 2) failure to comply when cited for a violation of the By-Laws or Rules and Regulations by written notification by the Board of Directors to the said member (NOTE: violation here means as printed in the most current edition of the By-Laws and Rules and Regulations available to members; 3) failure to pay a fine for a violation of Rules and Regulations as listed in the most current edition of By-Laws and Rules and Regulations.

#### ARTICLE IV

##### Evidence of Membership and Transfer

Section 1. Transfer. When a member ceases to be an Owner, such person's membership, and those associate members existing through relationships to such person, shall cease, but such person shall remain liable for all Association charges incurred prior to the giving of written notice to the Association that such person is no longer an Owner.

#### ARTICLE V

##### Meetings of Members

Section 1. Place of Meeting. Any meeting of the members of the Association shall be held in the State of Illinois at such place therein as may be stated in the notice of such meeting.

Section 2 The Annual Meeting. The Annual Meeting of the Association will be held on the 3<sup>rd</sup> Saturday of June at 9 a.m. at Lake Court Center for the year 2008. Written notice of the place, date and hour of the Annual Meeting shall be delivered not less than thirty (30) days, nor more than sixty (60) days before the date of the Annual Meeting.

Section 3. Special Meetings of the Association Special meetings of the Association may be called by the Board at any time in the manner herein provided. A special meeting may also be called upon the written petition of ten percent (10%) of the members of the Association who have the right to vote at such special meeting. The Board of Directors shall have the right at any annual meeting to change the percent of members necessary to call a special meeting upon written petition.

Section 4. Notice of Meetings of the Association (with the exception of the Annual Meeting). Written notice of the place, date and hour of the meeting, (and in the case of a special meeting, the purpose or purposes for which the meeting is called), shall be delivered not less than ten (10) days nor more than forty (40) days before the date of such meeting, either personally or by mail, to each person entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the person at his address as it appears on the records of the Association, with postage prepaid, or such notice may be published in any newspaper or publication printed under the auspices of the Association and distributed generally among the members of the Association. At a special meeting, no business shall be conducted except that stated in the notice of said meeting.

Section 5. Quorum. A quorum at either a special meeting or the Annual Meeting shall be ten percent (10%) of the members entitled to vote at such meeting in person or by proxy. The vote of the majority of the votes entitled to be cast at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law.

ARTICLE VI  
The Directors

Section 1. Powers. The Board shall:

- (a) Manage and control the affairs of the Association.
- (b) Adopt a corporate seal as the seal of the Association.
- (c) Designate a banking institution or institutions as depository for the Association's funds; and the officer or officers and agents authorized to make withdrawals therefrom and to execute obligations on behalf of the Association.

(d) Perform other acts the authority for which has been granted herein or by law, including the borrowing of money for Association purposes. A resolution by the Board that the interests of the Association require the borrowing of money shall be sufficient evidence for any person that the borrowing is for a proper corporate purpose. The Board may, if it determines that the same shall be reasonably necessary, assign, pledge, mortgage, or encumber any Association property as security for such borrowing, and they may pledge or assign future revenues of the Association as security thereof.

(e) The Board shall adopt such rules and regulations, (herein called Regulations), relating to the use of Association property, and sanctions for noncompliance therewith, as it may deem reasonable and necessary for the best interests of the Association and its members. The Board may also establish and levy reasonable fees for the issuance of building permits or the use of Association property. The Board shall also employ a sufficient number of persons to adequately maintain association property. Further, the Board may adopt reasonable rules of order for the conduct of the meetings of the Association, and with reference thereto, on procedural questions upon which no rules have been adopted, the rulings of the President of the Board shall be final. The Board, by resolution, has adopted Robert's Rules of Order as a guide for the conducting of all meetings.

(f) The Board shall, prior to the annual meeting of the Association for the year 2008, adopt an operating budget for 7/12 of the budget year (June-December), based on the 2007-08 fiscal budget, to be presented for approval by the members at such meeting. Upon approval, the Board shall, taking into consideration other sources of income that the Association may have, levy the annual assessment per Article 9 of the Declaration for each Lot for the following year. Upon the adoption and approval of the budget, the Board shall be bound by the same and shall not authorize expenditures which may exceed the total amount budgeted as aforesaid by more than fifteen percent (15%) without having called a special meeting of the Association to approve such variations. The budget shall be adopted only after the members of the Association shall have had an opportunity to review the same and to comment thereon, either at hearings held thereon or through such other means as the Board may direct.

(g) The Board of Directors may, by resolution, appoint committees of the Association. Such committees may be temporary or permanent. They shall have such powers and responsibilities as the Board may by resolution direct.

Section 2. Number of Directors. The number of Directors shall be eleven (11). However, the Board of Directors by resolution, may increase or decrease the number of Directors. No Director shall receive a salary for services performed unless he is also an employee of the Association. Directors and officers may be compensated for reasonable expenses incurred while so acting.

Section 3. Term. The initial Board shall serve until the first annual election in 1976. At the first election, eleven (11) Directors will be elected, five (5) Directors to serve for a period of one (1) year, and six (6) to serve for a period of two (2) years. Thereafter, elected Directors will serve for a term of two (2) years. Directors that have been appointed to fill a vacancy will serve the term of the Director they replaced.

Section 4. Election of Directors. No Election will be held in 2008 due to Unification. The present board member terms will be extended for 6 months beginning June 1, 2008. Vacated positions will not be appointed.

Section 5. Proxies. Except in connection with the election of Directors, every member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such member or his duly authorized agent and filed with the Secretary of the Association; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless the person executing it specifies therein the length of time for which such proxy is to continue in force, which in no event shall exceed three (3) years from the date of execution.

Section 6. Removal of Directors. A Director may be removed only for just cause with formal charges stated in writing and bearing the signatures of twenty-five percent (25%) of the active membership of the Association. Upon receiving said charges, the Board will appoint a committee of twelve (12) to hold hearings on the charges. No signer of the charges or no officer or member of the Board shall be a member of the impeachment committee. The chairman of this committee shall be elected by the members, and shall have full voting powers in the committee. A finding of "just cause for impeachment" sustained by two-thirds (2/3) vote of the committee, and ratified by two-thirds (2/3) vote of the active membership of the Association, shall automatically remove the impeached individual from the Board of Directors.

Section 7. Meeting of the Board of Directors. The Board shall meet on a monthly basis at the RCD Bldg., named Lake Court Center, at 404 Lake Court Center. (Revised March 2007) Special meetings of the Board may be called by the President or by a majority of the Board and shall be held at such place in the State of Illinois as the call or notice of the meeting shall designate. Notice of a special meeting may be waived by the Directors in writing. After adoption of a resolution setting forth the time of regular meetings, no notice of such meetings shall be required, or waived, but notice of special meetings of the Board shall be given. Regular meetings may be canceled by the determination of the Board.

Section 8 Action Without Meeting. Unless prohibited by law, any action which may be taken at a meeting of the Board may be taken without a meeting if authorized in writing signed by all of the Directors who would be entitled to vote upon said action at a meeting, and filed with the Secretary of the Association.

Section 9. Quorum. Six (6) Directors shall constitute a quorum to transact business on the Board, and the act of the Quorum present at any meeting shall be deemed to be the act of the Board.

Section 10. Vacancies. If any vacancy exists on the Board, such vacancy shall be filled by any member in good standing. Any applicants for the vacancy who were Candidates for Directors in the election for the current term, but not receiving enough votes to win a position, should be given first consideration in order by number of votes received. If no such candidates exists, or those eligible candidates decline to fill the vacancy, then applications will be taken from members in good standing and the vacancy will be filled by appointment by the Board at the next scheduled Board meeting. A list of the applicants will be kept by the Board Secretary or his/her agent, and used as a basis of appointments until the next regular election of Board members.

Section 11. Succession. All Directors shall be eligible to succeed themselves more than once.

ARTICLE VII  
The Officers

Section 1. Officers. The officers of the Association shall be the President, one or more Vice-Presidents, the

Secretary, the Treasurer and such other officers and assistant officers as the Board may from time to time elect. Officers shall serve at the will of the Board.

Section 2. President. A President shall be the executive officer of the Association. He/She shall be an ex-officio member of all committees except the Rules Committee. He/She shall conduct the affairs of the Association in accordance with these By-Laws and those policies promulgated by the Board of Directors. He/She shall be responsible for the preparation of a full and true report as to the prior year to be submitted to the annual meeting and shall file said report with the Secretary where it shall be available for inspection by the membership.

Section 3. Vice-President. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President is empowered to act and shall thereupon be vested with the power and duties of the President.

Section 4. Secretary. The Secretary of the Association shall keep the minutes of the business and other matters transacted at the meetings of the members and of the Board. He/She shall mail, or cause to be mailed, all notices required under the By-Laws. He/She shall have the custody of the Corporate Seal and records and maintain a list of the members and their addresses and perform all other duties incident to the office of the Secretary. The Secretary may appoint Recording and Correspondence Assistants.

Section 5. Treasurer. The Treasurer shall have custody of the funds of the Association, collect monies due, pay the obligations of the Association out of its funds, and perform such other duties as are incident to the office of Treasurer.

All checks shall be signed by the Treasurer and countersigned by the President or the Vice-President, in the absence of the President, unless otherwise specifically authorized by the Board. The Directors shall designate such persons as are authorized to countersign checks, and such signature shall be on record at the bank where Association funds are held.

The Treasurer, and such other officer as may be designated by the Board of Directors, shall be bonded in an amount by each surety as determined by the Board. Indemnity bond premiums shall be paid by the Association.

The Treasurer shall present a written statement of all receipts and disbursements for the previous accounting period at each Director's Meeting, showing an accurate balance in each account.

At the April Director's meeting, the President shall appoint an Auditing Committee to audit the Association books and report their findings at the annual meeting in June.

Section 6. Removal of Officers. Any officer may be removed when, in the judgment of the Board, the best interest of the Association will be served by such removal. A vote for removal from office by (7) members of the Board of Directors shall remove the individual from his officer duties.

#### ARTICLE VIII

##### Distribution of Assets After Termination

Section 1. No member of this Association shall have, as an individual, any interest in or title to the assets of New Landing for the Delta Queen Owners' Association, and such assets shall be devoted exclusively to the purposes of the Association.

Section 2. In the event of dissolution or other termination of the Association, all of its assets shall be assigned to an institution that qualifies for tax exemption (under the Internal Revenue code of 1954 as provided in Section 501(c)(3) or any amendments thereto) as selected by the Board of Directors.

#### ARTICLE IX

##### Obligation to Comply with Rules and By-Laws

Each member and associate member of the Association, and others, shall abide by the provisions of these By-Laws as well as any Regulation adopted by the Board of Directors of the Association pursuant to these By-laws. Failure to do so shall justify the Board in imposing sanctions upon such member or associate member as is herein provided.

#### ARTICLE X

##### Indemnification of Directors, Officers and Employees

Any Person who is involved without his consent in any legal action due to the fact that he is or was a Director, officer, or employee of the Association shall be

indemnified by the Association against all expenses reasonably incurred by him in connection with or resulting from such legal action. Such expenses shall also include amounts paid by its Board of Directors in reasonable settlement of such actions except for those matters as to which it shall be determined that such person was derelict in the performance of his duties to the Association. This right of indemnification shall apply to matters arising, both before and after the time of adoption of this By-law and shall not exclude any other legal right of indemnification to which such person may be entitled.

ARTICLE XI  
Duties of Members

The Charges levied by the Association as provided in Section 9 of the Declaration shall be paid to it as provided therein. Written notice of the charge and the date of payment shall be sent to each Owner at the address last given by such Owner to the Association. If any charge levied or assessed against any Lot shall not be paid when due, it shall then ipso facto become a lien upon the Lot or Lots owned by the persons owing such charge or charges, and shall remain a lien against said Lot or Lots until paid in full, together with interest as is hereinafter provided, and other charges or costs which might become due as a result of nonpayment, or as is hereinafter provided. Such Charges as are provided for in the Declaration shall bear interest at the rate of one and one half percent (1 1/2%) per month which is eighteen percent (18%) per annum until paid in full. If, in the opinion of the Board, such charges have remained due and payable for an unreasonably long period of time, they may, on behalf of the Association, institute such procedures, either in law or in equity, either by way of foreclosure of such lien or otherwise, to collect the amount or said charge in any court of competent jurisdiction. The Owner of the Lot or Lots subject to the charge, shall, in addition to the amount of the charge at the time legal action is instituted, be obliged to pay any expense or cost, including attorney's fees, incurred by the Association in collecting the same.

ARTICLE XII  
Amendments

These by-laws may be amended by a two-thirds vote of the Board of Directors.