

A note to Members from the Board of Directors: As you review the proposed changes, please be aware that many are suggested because WOLA's original bylaws were no longer in compliance with state statues. We hope you will vote yes, so these are updated. If approved, the bylaws would go into effect on January 1, 2026.

White Oak Lake Association, LTD.

Bylaws

(Document name was Articles of Association. Attorney recommended "Bylaws" a more common name for this type of document.)

ARTICLE I

Name

SECTION 1

The name of the Association is White Oak Lake Association, Ltd. This association is formed pursuant to the authority granted by that document titled "DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS WHITE OAK LAKE SUBDIVISION AND WHITE OAK LAKE ADDITION 200" recorded in the Woodford County Recorder of Deeds on November 3, 1982, as document #82-2428, and incorporated as an Illinois Not for Profit Corporation, Oct. 11, 1982. *(Highlighted text was added for additional reference and clarity.)*

ARTICLE II

Purpose

SECTION 1

The purposes of the Association are:

- A. To manage and maintain White Oak Lake and adjacent common property areas of the lake.
- B. To regulate access and use of the lake in a manner intended to enhance members' enjoyment thereof and improve property values.
- C. To enforce the covenants and restrictions found in the Declaration, and
- D. To carry out all other powers and authority granted by the Declaration. *(Highlighted Text added to more clearly convey the association's purpose as suggested by our attorney.)*

ARTICLE III

Members

SECTION 1

Classification of members. The Association shall have one class of members. The designation and qualifications of members shall be the person(s) owning a single-family residential lot in White Oak Lake Subdivision, a subdivision of part of the Southeast Quarter of Section 20 and part of the Northeast Quarter of Section 29, in Township 27 North, Range 3 West of the Third Principal Meridian or in the White Oak Lake Addition 200, a subdivision of part of the Southeast Quarter of Section 20, Township 27. North, Range 3 West of the Third Principal Meridian, both subdivisions being in Woodford County, Illinois, or in other real estate that borders, touches and is adjacent to White Oak Lake, or in any other real property within one mile of the shoreline of White Oak Lake that may be subdivided and developed by J. Michael and Christine M.K. White or by White Enterprises, a partnership consisting of Raymond R. White and J. Michael White. All such lots shall hereinafter be referred to as "Member Lot(s)".

SECTION 2

Multiple Memberships. Membership shall be mandatory and concurrent with the ownership of a Member Lot. An owner or co-owners of any one Member Lot shall constitute one Membership. A person(s) owning multiple Member Lots shall maintain a Membership for each lot owned.

SECTION 3

Voting Rights. The owner(s) of each Member Lot shall have one vote for each lot owned on all matters submitted to a vote of the Members. Should co-owners of any Member Lot be unable to agree as to which of them shall cast the vote for such lot, that lot shall be denied a vote while such disagreement exists. **These voting rights are nullified in the event that dues, payments or other fees (Article IV, Sections 1 & 3) are not current.** *(Highlighted text was added so that it is clear a member must be a member in good standing, meaning, paid-up on all account details including late charges, fines, etc.)* If a Member(s)' dues are 60 days past due, state statutes give WOLA the option of filing a lien on Member(s)' property at that time. *(Highlighted text was added so the earliest timeline for filing a lien is provided to WOLA Members.)*

SECTION 4

Registration. It shall be the responsibility of the Member Lot Owner(s) to register ownership of said lot(s) with the Secretary of the Association as soon as convenient. In no event shall said registration be later than thirty (30) days after qualifying for Membership.

SECTION 5

Transfer of Membership. Membership in this Association is required to be transferred to the new owner upon transfer of title of the property to relieve the previous owner of any further obligation to this Association. It shall be the responsibility of the new owner to register said ownership in accordance with Section 4 of this Article.

ARTICLE IV

Dues and Renters

SECTION 1

Annual Dues. Annual Dues, upon recommendation of the Board of Directors, shall be adopted by members of the Association at the Annual Meeting or at a special meeting of the Members called for that purpose. In the event of a special meeting, the call for the meeting must be made as prescribed in Article IX, Sections 2 and 3. A simple majority of the quorum present and voting shall be sufficient to adopt (Article IX, Section 4). **Increases that are considered must meet the criteria established by State of Illinois Statutes. (Highlighted text added so the Members and Board Members recognize such statute exists.)**

SECTION 2

Dues Year. The dues year for the Association shall begin on the first day of January and end on the last day of December in each year. Statements will be issued in January or February each year.

SECTION 3

Payment of Dues. Dues shall be payable in advance, on the first day of the next month following the issuance of the dues notice. Dues of a new member shall be prorated from the first day of the month in which such new member is qualified for Membership through the remainder of the due's year of the association.

SECTION 4

Renters. Renters are automatically bound by all rules of the White Oak Lake association with regard to using facilities and may use WOLA's facilities following WOLA rules and regulations. A copy of the lease must be provided to the Board Secretary by the Member within two days of it being executed along with the renter's phone number(s) (landline and/or mobile numbers) and email address. The WOLA Member (the Renter(s)' landlord) is responsible for all dues, fines and cost of any damage that might be incurred by those renting Member's property. **(Section 4 is new. It was added to clarify what happens when a residence is rented. Contact information and the lease are requested so the Association's Contact list remains current and so the Association can reach all residents with timely information.)**

ARTICLE V

BOARD OF DIRECTORS AND ITS ELECTION

SECTION 1

NUMBER. There shall be a Board of Directors composed of five (5) members, made up of two (2) on-lake members, two (2) off-lake members, and one (1) at-large member. All members shall have full voting power except the President, who shall vote only in case of a tie. Board of Director Members are elected to three-year terms. *(Text was trimmed from the original text that provided which terms/positions would be elected each year when the association began. The text referred to terms ending in the late 1980s and early 1990s and is no longer relevant since the Member rotation changed over the years. State statutes require 1/3 of the Board to be elected each year, or in WOLA's case as close to this as possible.)*

SECTION 2

Nominating Committee. The President may, *(May replaces the word shall and in effect makes the use of a nominating committee optional for the WOLA Board President. When the Board looked at current practices, it was apparent that a nominating committee has not been used in at least 10 years.)* no later than the end of August, appoint a Nominating Committee consisting of three (3) persons from the Membership – one (1) each from on-lake Members and off-lake Members and the third at large. Board members are not eligible for this committee. If a committee is used, the committee will nominate one candidate for each directorship to be filled at the Annual Meeting in November. (Article IX, Section 1) If used, the Nominating Committee will report nominations to the Board of Directors in writing by October 1 to allow for publicizing the opening(s) and candidates(s) and creating a ballot. *(Highlighted text added so the Committee's deadline is clear.)*

SECTION 3

Nominees and Nominations. The proposed slate of directors shall be submitted to the Membership no later than fifteen (15) days prior to the Annual Meeting. Members interested in a Board position should notify the Board President by October 1 to allow for publicizing the candidacy and creating a ballot. Only one (1) person from any single lot shall serve on the Board of Directors at any one time.

SECTION 4

Election. Directors shall be elected by ballot mailed to WOLA in the prescribed timeline, turned into a member of the WOLA Board in the window designated for such before the Annual meeting or filled out and turned in at the Annual Meeting. *Adds to the document what past practice has been.*

The candidate(s) securing the highest number of votes for each vacancy to be filled shall be declared elected as director(s).

SECTION 5

Tenure. Each Board Member shall be elected to a three (3) year term. No director shall be eligible to serve more than 3 (three) consecutive terms. Less than one-half (1/2) of a term shall not be considered as one (1) term served. *(Previously directors were allowed to serve for 2 (two) consecutive terms. The increase will help ensure continuity if it is difficult to find Board candidates.)*

SECTION 6

Vacancies. Vacancies occurring in the Board of Directors shall be filled by the Board President and Board of Directors. A director selected by the President and confirmed by the other Board of Directors to fill a vacant position shall serve the unexpired term of his/her predecessor in office.

SECTION 7

Removal. Any Director elected by the Membership or appointed by the Board of Directors, may be removed by WOLA members whenever in their judgment the best interest of the Association would be served thereby. A two-thirds (2/3) majority vote of the General Membership and a majority vote of the Board of Directors at an Annual or Special Meeting of the Membership shall be necessary to remove any director. *(Language in this highlighted area was simplified. Original meaning and intent are the same.)*

Removal action must be introduced and reviewed at a Board of Director's meeting prior to its introduction at any Annual Membership Meeting or Special Meeting of Membership. Noncompliance with these articles may constitute a reason for removal.

ARTICLES VI

Duties of Board of Directors

SECTION 1

General Powers. The Board of Directors shall have authority over the affairs and funds of the Association between annual meetings with the limitation that the Board shall not modify any actions taken at the Annual or a Special Meetings of the Membership. The Board shall have authority to adopt rules for the transaction of its business, provided such rules do not conflict with these articles.

SECTION 2

Annual Meeting. A regular meeting of the Board of Directors shall be held no later than the end of the third week of January each year for the purpose of electing chairpersons and members of standing committees and for the transaction of such other business as may come before the meeting.

SECTION 3

Board Meeting Frequency. The Board of Directors shall hold at least six (6) regular Board meetings per year; the Annual Meeting of the Board provided for in Section 2 counts as one regular meeting.

SECTION 4

Regular Meetings. The Board of Directors shall provide the time, date and place for the holding of regular meetings of the Board and three (3) days' notice of each meeting will be provided Board members.

SECTION 5

Special Meetings. Special meetings of the Board of Director may be called by or at the request of the President or any three (3) directors upon giving three days' notice.

SECTION 6

Adoption of Rules and Regulations. The Board of Directors shall adopt such rules and regulations relating to the use of White Oak Lake and adjacent common property as they may deem reasonably necessary for the best interest of the Association and its members. They may also, in order to better effectuate said rules and regulations, adopt reasonable sanctions for non-compliance therewith.

Further, the Board of Directors shall recommend the dollar amount of annual dues for each member of the Association. However, the amount of the annual dues shall be set in accordance with Illinois statutes and voted upon by the general Membership and the Annual Meeting or at a Special Meeting and it shall require an affirmative vote as provided in Article IV, Section 1. *(Highlighted text was added to provide Members and the Board of Directors with additional, relevant information.)*

The Board of Directors shall not have the power to levy a special assessment against the Membership. Any special assessment must be voted upon and passed by the general Membership in accordance with Article IV, Section 1.

SECTION 7

Banking. The Board of Directors shall designate a banking institution or institutions as depository of the Association's funds, and the officer or officers authorized to make withdrawals there – from and to execute obligations on behalf of the Association. In addition, the Board of Directors may invest the funds of the Association as provided in Article XI, Section 4.

SECTION 8

Board Powers. As it may be deemed necessary, the Board of Directors may perform other powers or acts, which authority to perform has been granted herein, or by law.

SECTION 9

Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action taken which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors.

SECTION 10

Quorum. A majority of the Board of Directors, including the President, shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 11

Manner of Acting. The act of a majority of the Directors who are present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Articles of Association.

SECTION 12

Officers Compensation: The officers and board members shall receive no compensation for their services unless at some time compensation is expressly adopted through a resolution passed by members at the Association's Annual Meeting. *(Highlighted text is rewritten but keeps the meaning of the original phrase. It clarifies that only action at an Annual Meeting can change this provision.)*

Upon the presentation of receipts or other appropriate documentation, an officer or board member shall be reimbursed by the Association for reasonable out-of-pocket expenses incurred in the course of the performance of his or her duties. *(Highlighted text is an addition clarifying that expenses of Board of Director Members may be reimbursed.)*

Section 13

The Board has the explicitly authority to levy fines to enforce the Declaration and Bylaws. The Board shall have the power, after notice and an opportunity to be heard, to levy and collect reasonable fines from Members for violations of the declarations, bylaws, rules and regulations of the Association, and to declare dues in arrears and file liens against Member(s)' lots as allowed by law. *(New section added to clarify the association's ability to levy reasonable fines after notifying a member of an infraction.)*

ARTICLE VII

Officers and Board Members

SECTION 1

Officers. The officers of the Association shall be a President, Vice President, Secretary and Treasurer. *(Secretary and Treasurer are listed separately reflecting the actual organization as it has evolved since the subdivision was created.)*

SECTION 2

Election and Term of Office. Board of Director positions which are open because of a term ending shall be elected annually by the Membership at the Annual Meeting.

SECTION 3

Removal. Any officer of agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. A two-thirds (2/3) majority vote shall be necessary to remove any officer or agent.

SECTION 4

Vacancies. A vacancy in any office because of a death, resignation, removal disqualification or otherwise may be filled by a two-thirds (2/3) vote of the Board President and the Board of Directors for the unexpired portion of the term.

SECTION 5 *(Section 5 was deleted after its content was combined with language in Article VI Section 12.)*

ARTICLE VIII

Duties of Officers

(Duties for ALL officers have been updated to reflect what each individual actually does. All of this Article is new. Some of the original language remains, but current practices and skills have been added for clarity.

SECTION 1

President. The President shall be the principal executive officer of the Association and shall, in general, supervise all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Treasurer, Secretary, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these articles of association or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President works with the Board to create an annual budget that is presented to members at the Annual Meeting along with other business and financial reports. The President directly supervises any paid employees.

SECTION 2

Vice President. 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 so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 3

Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposits all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI, Section 7 of these articles.

The Treasurer uses financial software to process payments and receipts, keeping Association funds in a timely way to enhance the association's fiscal standing.

Treasurer processes semi-monthly payroll, paying payroll taxes on time, filing quarterly and annual payroll-tax reports; verifies all accounts on the balance sheet and income statement for the Association and provides the tax preparer with needed documents to file the annual tax

return. The Treasurer monitors insurance plans pertaining to the Association and files all compliance reports for the State of Illinois and federal government. Treasurer verifies and maintains proof of insurance for all contract work before it begins, making sure the Association is named as an additional insured and that the amount of the policy is appropriate for the work or agreement considered.

The Treasurer keeps a register of the USPS Mailing Addresses of each member which shall be furnished to the treasurer by such member; see that all dues and other financial notices are duly given in accordance with the provisions of these articles or as required by law; keeps written records of financial transactions and in general such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

The Treasurer keeps historical records of financial information which will be available to members if requested in writing within a reasonable time frame.

Secretary. The Secretary keeps historical records of the Association including all contracts, agreements and other arrangements that the Association adopts. Copies of all signed agreements digital or written must be given to the Secretary within five days of being signed by parties involved. The Secretary is responsible for preparing and keeping records of all Board of Director's agendas for regular meetings, Special Meetings and the Annual Meeting, along with preparing drafts of meeting minutes to be reviewed, updated and approved by the Board of Directors. The Secretary shall keep records in digital and printed form, providing a record of the Association's official meetings and activities of the Association's actions, projects and accomplishments. The Secretary subscribes to various tools on behalf of the association to complete the work, including digital tools for the website and social media. The Secretary will send meeting agendas and announcements to board members and manage the Association's website and official Facebook account, providing timely announcements to members. The Secretary keeps the WOLA Membership listing up-to-date and looks for effective ways for the Board to communicate with Members.

Member at Large. The Member at Large takes on task and manages projects as requested by the Board President.

ARTICLE IX

Meetings of the Members

SECTION 1

Annual Meeting. Annual Meeting of the members shall be held in November each year or at such other time as shall be designated by the Board, 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, the Board of Directors or not less than one-tenth (1/10) of the members having voting rights. The call for the meeting must state the purpose of the meeting.

SECTION 3

Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than twenty-five (25) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. For the annual meeting, members will receive the relevant materials including the budget for the next fiscal year. In case of a Special Meeting or when required by statute or by these Articles, the purpose for which the meeting is called shall be stated in the notice. **Highlighted text was added to meet state statutes and to possibly save on mailing and distribution costs.**

SECTION 4

Voting at Annual Meetings or Special Meetings. The Board will work to make it easy for Members to vote on any issue presented at an Annual Meeting or Special Meeting. To that end, all items to be voted on at such meetings must be placed on the meeting agenda that will be distributed according to Article IX, Section 3. Members will be given an opportunity to vote

SECTION 5

Quorum. A quorum at either a Special Meeting or an Annual Meeting shall be twenty (20) percent **(Increased from 10 percent as recommended by the Board of Directors and required by state statutes.)** of the Members entitled to vote at such meeting. Co-owners of a Member Lot shall be considered one Member. The majority vote at a meeting where 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 or by these articles.

Members who vote in advance of an Annual Meeting or Special Meeting by delivering their ballots to WOLA via options available at the time such as by submitting them by mail, in person, online or via other emerging technologies will be considered in attendance and will count toward the required quorum. **This recognizes what the practice has been for allowing mail-in ballots in the past and widens the opportunity for participation by more WOLA Members increasing Member involvement.**

ARTICLE X

Committees

SECTION 1

Standing Committees and Groups. The President shall appoint association members to the following standing committees and groups: *(Groups added here to reflect changing the Beach and Social Committee to a Group in hopes of making it easier to recruit members to this entity.)*

Architectural Control Committee,

Dam Committee

Erosion and Siltation Committee

Fish and Lake Committee,

Beach and Social Group *(Previously this was a committee. See notation above.)*

and any other standing committee as deemed necessary from time to time by the Board of Directors.

All appointments to standing committees shall be subject to approval by the Board of Directors.

Standing committees shall have at least three members and no more than five members.

Standing Committees will meet at least three times annually.

SECTION 2

Other Committees. The President may appoint, subject to approval by the Board of Directors, and/or the Board of Directors may establish other committees as may be needed from time to time. Other Committees will meet at least three times annually.

SECTION 3

Terms of Office. Each member of a Standing Committee shall be appointed for a term of three (3) years. At least one member of the committee shall be appointed each year.

All other committees shall be appointed on an annual basis with the terms of office to be one year.

Initial appointments to standing and other committees will be made at the first regular meeting of the Board of Directors in January.

SECTION 4

Chair. The chair of each Standing Committee shall be appointed by the President subject to the approval of the Board of Directors.

SECTION 5

Committee Chairs shall send all Board of Directors notices of Committee Meetings at least two days before said meetings with anticipated Agendas. Committee action and discussion summaries shall be forwarded to all Board of Directors within one week of each meeting. The Association's Secretary will include these in records kept on file for the Association.

Committee Chairs must forward recommendations, reports, ideas and proposals to the Association Secretary who places such items on the Board's meeting agenda for discussion as designated by the Board President. Committees and their members are generally not authorized to enter into contracts or make final decisions. Recommendations are forwarded to the Board and Board President for final consideration and action. *(This is a new section that provides a general framework for committee work. It clarifies that committee recommendations are forwarded to the Board for action and helps create records of committee knowledge and its discussions for the future.)*

ARTICLE XI

Contracts, Checks, Deposits and Funds

SECTION 1

Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these articles, 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.

President's Spending Authority

The President of the Board of Directors has authority to approve individual projects and associate expenditures to \$5,000. Projects expected to cost more than this are voted on by Members at the Annual Meeting. *(This is a new addition that reflects what the practice has been for at least the last decade. Having this spending authority keeps the association operating throughout the year and puts major decisions in the Member's hands.)*

SECTION 2

Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other orders for the payment of money, notes or other evidence of indebtedness issues in the name of the Association, 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President, or Vice President of the Association.

SECTION 3

Deposits. All funds of the Association shall be deposited in a timely manner from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII

Books and Records

SECTION 1

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and meeting summaries of committees having any of the authority of the Board of Directors and shall keep a record giving the names and physical addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose. Specific requests should be made in writing and should give a reasonable amount of time to fulfill the request.

ARTICLE XIII

Fiscal Year

SECTION 1

The business year of the association shall begin on the first day of January and end on the last day of December in each year. New board members take office at the mandatory January Board of Directors meeting. Committee chairs and members appointed in January or later in the year take office when they are appointed. *(Highlighted addition spells out what has been WOLA's practice.)*

ARTICLE XIV

Proxies

SECTION 1

At any meeting of the Board of Directors, voting by proxy shall be prohibited.

ARTICLE XV

SECTION 1

Indemnification Of Officers and Directors

The corporation shall indemnify any person made a party, or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding (civil, criminal or administrative) by reason of the fact that he/she is or was an Officer or Director of the Corporation or of any corporation (for profit, non-profit or not-for-profit), partnership, association, trust, foundation or other organization or entity where he/she serviced at the request of the Corporation to the full extent permitted by the Illinois Not For Profit Corporation Act and Illinois common law, whichever is greater, as in effect at the time of adoption of this by law or as amended from time to time, whichever is greater. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise. *(New article added on the advice of legal counsel to protect the association and its volunteers.)*

ARTICLE XVI

SECTION 1

Contracts/Conflicts of Interest

In accordance with the Common Interest Community Association Act, the Association may not enter into a contract with a current board member, or with a corporation, limited liability company, or partnership in which a board member or a member of his or her immediate family has 25% or more interest, unless notice of intent to enter into the contract is given to members within 20 days after a decision is made to enter into the contract and the members are afforded and opportunity by filing a petition, signed by 20% of the Membership, for an election to approve or disapprove the contract; such petition shall be filed within 20 days after such notice, and such election shall be held within 30 days after filing the petition. For purposes of this section, a board member's immediate family means the board member's spouse, parents, siblings and children. *(New article added on the advice of legal counsel to protect the association and its volunteers.)*

ARTICLE XVII

Amendments

SECTION 1

The articles of this Association may be repealed, amended or new articles adopted at any Annual Meeting of the members of the Association or at any Special Meeting of the Members of the Association called for that purpose. Written notice of proposed amendment or changes shall be delivered to all Members at least fifteen (15) days before an Annual or Special Meeting but not more than 40 days before an Annual or Special Meeting.

A simple majority vote of the votes entitled to be cast at the meeting shall be necessary for adoption. Further, there must be a quorum present, as herein specified in Article IX, Section 4.