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# East Central Homeowners Organization, Inc.

## Bylaws

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BYLAWS OF THE EAST CENTRAL HOMEOWNERS ORGANIZATION, INC.

Naperville, Illinois

Adopted April 12, 2010  
Amended October 8, 2020  
Amended October 24, 2022

### ARTICLE I. **NAME**

Section 1. This organization shall be named East Central Homeowners Organization, Inc., hereafter variously referred to as either "the Association" or by the acronym "ECHO."

### ARTICLE II. **PURPOSE**

Section 1. The purpose of the Association shall be to protect and promote the interests of the homeowners within the boundaries of the east central residential neighborhood of Naperville, Illinois (as defined below) by monitoring and participating in civic affairs and social activities affecting such interests.

Section 2. The Association shall be maintained as a non-profit corporation and shall not support or oppose any candidate for public office.

### ARTICLE III. **MEMBERSHIP**

Section 1. All individuals who are residents of legal age, as defined in Illinois, in the subdivision of ECHO shall be eligible for full membership in the Association as Resident Members. Resident Members shall be entitled to vote in all Association elections in accordance with Article XI below. For this purpose, the boundaries of ECHO shall be as follows: the west boundary shall be the east side of Washington Street; the east boundary shall be the east side of Huffman Street; the Burlington Northern / Santa Fe Railroad tracks shall be the north boundary; and the south boundary shall be the south side of Highland Avenue.

Section 2. All individuals who are (a) residents of neighboring subdivisions which do not have a neighborhood association, or (b) non-resident owners of property within the defined ECHO boundaries, who are of legal voting age as defined in Illinois shall be eligible for provisional membership in the Association as Associate Members. Associate Members shall not be entitled to vote in any Association elections and are not eligible for a position on the Board of Directors.

Section 3. Membership in good standing, entitling a member to the rights and privileges set forth herein, will be accomplished by payment of the appropriate dues to, and receipt by, the Treasurer of the Association and inclusion on the roster of the

membership by the Treasurer. Membership in the Association shall be for the calendar year. Dues paid between September 1st and December 31st of a calendar year shall include membership for the following calendar year. The fiscal year of the Association shall be the period between the first day of the month in which the annual meeting for the current calendar year is held and the first day of the month in which the annual meeting for the next calendar year is held.

Section 4. Membership in the Association shall not be transferable.

#### ARTICLE IV. **RESPONSIBILITIES OF MEMBERS**

Section 1. Members shall cooperate with the Officers and Directors of the Association to reasonably accept responsibilities when delegated and take an active interest in the undertakings of the Association. Members shall make reasonable efforts to attend and participate in regular and special meetings of the Association.

#### ARTICLE V. **BOARD OF DIRECTORS**

Section 1. The Association shall be governed by a Board of Directors, which shall consist of five to nine members, with an odd number of members being maintained as practical.

Section 2. Directors shall cooperate with fellow Directors and the Officers of the Association to actively promote the best interests of the Association and to support the action items of the Association's agenda as determined collectively by the Directors.

Section 3. Directors shall hold office for two (2) years and shall be elected as described in Article 11.

Section 4. The President of the Association, or designated Director, shall preside at all board meetings.

Section 5. In case of vacancies among the Directors, the President may appoint a successor Director or Directors to fill such vacancies, to be confirmed by a majority vote of the Directors for the balance of the term at their next regular or special meeting.

Section 6. Except as otherwise provided herein, or as they may otherwise delegate, the Directors shall have complete supervision of all business and financial affairs of the Association.

Section 7. The Directors may authorize the expenditure of monies, not to exceed currently available funds held by the Association, to cover the operating costs of the Association without prior approval of the membership.

Section 8. Meetings of the Directors shall be held at least once per calendar quarter. Special meetings of the Directors may be called at the discretion of the President or by a request of at least three (3) other Directors. A quorum for voting purposes at meetings of the Directors shall consist of at least a majority of all Directors.

Section 9. The position of any Director missing three (3) meetings of the Directors

within a six month period may be declared vacant by a majority vote of the remaining Directors, and the vacancy filled as described in Section 5 of this Article. A Director may further be removed for failure to perform the duties of a Director or, if an officer, for failure to perform such officer's duties, or for acting contrary to the best interests of the Association.

Section 10. Removal of a Director shall require a two-thirds (2/3) vote of all Directors. Any Director so removed shall be entitled to reconsideration of such removal at the Directors' next meeting upon petition to the Directors.

## ARTICLE VI. **OFFICERS**

Section 1. The Officers of the Association shall be the President, Vice President, Treasurer, and Secretary, all of whom shall be appointed or elected from among the Directors by a vote of the majority of the Directors.

Section 2. No officer shall receive any salary or compensation from the Association.

## ARTICLE VII. **DUTIES OF THE OFFICERS**

Section 1. The duties of the President shall include:

- A) To act as Chairman of the Directors and to coordinate activities of the Association;
- B) To plan and chair all meetings of the Directors and all general and special meetings of the members of the Association: i.e., to open all meetings at the designated time; to announce the business of the meeting in the order in which it is to be acted upon; to recognize Directors or members entitled to the floor and non-members for discussion; to state and to put up to vote all questions which are regularly moved or necessarily arise in the course of the proceedings and to announce the results of the vote; to protect the assembly by refusing to recognize speakers, business or motions which are out of order; and to carry out all other duties as outlined in the Revised Roberts Rules of Order.
- C) When necessary to the interests of the Association, to attend and participate in, or to delegate to other officers or members of the Association, attendance and participation in, public meetings of other governmental or civic bodies that pertain to the general welfare of the Association.
- D) To monitor other matters within ECHO and the community that affect the civic and social welfare of the subdivision and members of the Association.

Section 2. The duties of the Vice President shall include:

- A) To perform the duties of the President when the President is not available, and to otherwise reasonably assist and support the President in the performance of the President's duties as the President shall delegate.
- B) In the absence, disability or death of the President, to succeed to said office and carry out the duties of the office for the remainder of the President's unexpired term.
- C) To monitor and maintain for the President and the Directors a calendar of

community events and meetings affecting the interests of the Association.

Section 3. The duties of the Treasurer shall include:

- A) To be custodian of the funds, properties, and assets of the Association and to pay all expenses authorized by the Directors, provided that all funds disbursed shall be paid by check, draft, or equivalent written or recordable means.
- B) To maintain the Association's financial books and records in accordance with acceptable accounting practices and, unless otherwise delegated by the Directors to another person or to a committee, the records of membership of the Association.
- C) To prepare, or supervise the preparation of, an annual written report of the Association's finances as of the close of the fiscal year to the Directors, and any other reports, tax returns or other financial or accounting documents as may be required by law or as directed by the Directors. Unless otherwise directed by the Directors, such annual report shall be delivered prior to the annual meeting of the members.
- D) To recommend and prepare the next fiscal year's annual operating budget for review and approval by the Directors.
- E) To prepare and keep a current inventory of Association property.

Section 4. The duties of the Secretary shall include:

- A) To take, record, prepare, distribute and maintain written minutes of meetings of the Directors and of the members of the Association.
- B) To maintain the historical and current official records of the Association's Bylaws.
- C) To prepare and maintain correspondence of the Association, including articles for local newspapers on upcoming social and civic events of the Association.
- D) To accept and submit advertisements for publication in a periodic newsletter to Association members.
- E) To prepare and distribute notice to, respectively as appropriate, Directors and members of regular and special meetings, and other designated Association events.

#### **ARTICLE VIII. STANDING AND AD HOC COMMITTEES**

Section 1. The Directors may establish and disband such standing and ad hoc committees and charge them with such duties as they shall deem appropriate to serve the interests of the members of the Association. All such committees shall act under the oversight of the Directors. The President shall appoint the chairman of any such committee, who may be but need not be a Director, and the members of any such committee. At least one member of any such committee shall be a Director, who shall also act as liaison to the Directors to report on the activities of such committee as they shall direct.

Section 2. Such committees and their duties may include, but need not be limited to, the following:

A) A membership committee, to recruit and keep records of Association members and block captains, and to prepare and distribute a periodic newsletter of Association affairs to the members.

B) A civic affairs committee, to assist the President in the monitoring of, attendance at, participation at, and reporting of the affairs of the meetings of government and civic bodies, and the monitoring of public affairs affecting the Association.

C) A social committee, to plan and coordinate social functions for the members and their families, and to provide refreshments at meetings of the members.

#### ARTICLE IX. **DUES**

The Board of Directors shall determine and give notice of the required dues for membership prior to the beginning of the next membership year. Said dues will be used to cover the operational costs and all anticipated expenses approved by the Directors. The Board of Directors will present the proposed budget to the membership at the annual meeting of members.

#### ARTICLE X. **CONTRACTS, DISBURSEMENTS, DEPOSITS, AND GIFTS**

Section 1. The Directors of the Association may authorize any officer or officers or agent or agents of the Association to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Association, provided that any authority given to any agent or agents must be given in writing for specific instances, or given approval by the general membership at a annual or special meeting, and that any such contract or instrument shall not bind or expose the Association to any obligations or liabilities exceeding the assets of the Association, nor personally obligate or expose to liability any individual officer, Director or member of the Association. No such liabilities or obligations may in the aggregate exceed the total amounts available for expenses of the Association, as set forth in Article V above.

Section 2. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by any one of the following: Treasurer, President, or Vice President. A Treasurer's report of income and expenses shall be presented at each quarterly meeting. Any payment issued to the Treasurer, President or Vice President shall not be signed by that individual.

Section 3. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories selected and approved by the Directors.

Section 4. The Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

Section 5. No Director, acting in such capacity, may accept any gifts or gratuities in connection with business of the Association for personal use.

## ARTICLE XI. ELECTIONS/VOTING

Section 1. The election of Directors of the Association shall be held as described below at an annual meeting of the members, which meeting shall take place at a time and place as determined by the Directors. The Directors may authorize a method of absentee voting for Directors for members who are unable to attend such annual meeting and for whom the Secretary certifies good standing and eligibility to vote at such meeting.

Section 2.

A) Directors shall take office as of the date of their election and, with the exception of the election conducted at the initial meeting of members of the Association, will serve for two (2) year terms.

B) Directors shall serve staggered terms with one-half and an odd number of the Directors being elected in even numbered years and one-half and an even number of the Directors being elected in odd numbered years. At the initial meeting of the members, however, between five (5) and nine (9) Directors shall be elected and, depending on whether it may be an odd- or even-numbered year, the number of Directors otherwise assigned for election in that year shall serve for an initial two year term, and the remaining Directors shall serve for an initial one year term.

Section 3. The method of obtaining candidates for Directors shall be as follows:

A) A Nominating Committee appointed by the President shall prepare and submit a list of candidates 30-days prior to the annual meeting of members, or, for the initial meeting of members, as proposed by prospective members. The President or Nominating Committee shall obtain the assent of each candidate to accept such office if elected.

B) Independent nominations may be made and seconded from the floor at the annual meeting of members by any members in good standing with the nominee's consent.

Section 4. Before voting for candidates for Directors, the President shall announce the names of previously nominated candidates and inquire whether any nominations are offered in accordance with Section 3 above. Thereupon a vote shall be taken, with each voting member casting votes for the names of candidates in a number up to, but no more than, the number of positions being elected. The name of an individual candidate may not be listed on a voting member's ballot more than once. The candidates receiving a plurality of the votes cast, as recorded and certified by the Secretary, up to the number of positions being elected, shall be elected.

Section 5. Each Resident Member in good standing shall be entitled to vote upon each matter submitted to the membership for a vote, provided that no household shall have more than one vote. Voting shall not be limited to the casting of paper ballots only. For the election of Directors, voting shall be via casting of paper ballots when meetings are convened in-person; or via casting electronic ballots when meetings are convened virtually, or via paper or electronic ballot when meetings are convened with both an in-person and virtual meeting option. Other methods of determining a plurality for voting on other matters shall be acceptable as the Directors or members may approve. These methods may include accepting a slate of candidates via acclamation if the number of nominated candidates is

equal to or less than the number of positions being elected. At all meetings of members, a member may vote in person or by proxy executed in writing by the member and verified by the Secretary.

## **ARTICLE XII. SPECIAL EXPENDITURES AND ASSESSMENTS**

Section 1. Special expenditures and assessments shall be those expenses not covered by membership dues and not covered by the budget which shall be presented to the members at the Association's annual meeting.

Section 2. Special expenditures or assessments shall require approval by a vote of at least two-thirds (2/3) of the members in good standing.

## **ARTICLE XIII. MEETINGS OF MEMBERS**

Section 1. A quorum for the annual meeting of members, as described in Article XI, above, or for any special meeting, as described in Section 2, below, or any other meeting, shall consist of fifteen (15) Resident Members or three (3) percent of the Resident Membership, whichever is greater, as certified by the Secretary, provided, however, that a majority of the members, regardless of number, shall always constitute a quorum for such meeting.

Section 2. Upon written request of three (3) percent of the membership or fifteen (15) members, whichever is greater, or a majority of members, regardless of number, as certified by the Secretary, the Directors shall call a special meeting of the members, for the consideration of any matter pertaining to the affairs of the Association, including the right to propose and approve amendments to these By- Laws. The President, or a majority of the Board of Directors, may also call a special meeting of members. At least five (5) days in advance, public notice of the time, place and purpose of such meeting shall be disseminated in writing in a manner to be determined by the Directors but giving fair and reasonable notice to all members in good standing, which manner may include electronic means.

Section 3. Associate Members shall be entitled to attend meetings of members and shall be entitled to make motions from the floor and be recognized for discussion of motions. Associate Members shall not be entitled to vote on any issue.

Section 4. Non-members shall not be excluded from attendance at meetings of members but shall not be entitled to make motions from the floor, or vote on any issue, or be recognized for discussion of motions or votes.

Section 5. The Directors may designate any place for all meetings of members within a reasonable distance from the area represented by the Association.

Section 6. An agenda shall be prepared by the President, or as delegated by the President. Any officer or member may place a topic for consideration on the agenda. Each agenda shall include a call for new business from the floor.

Section 7. All meetings of members shall be conducted according to parliamentary procedure, namely the Revised Roberts Rules of Order, unless otherwise specified in these By-Laws.

## **ARTICLE XIV. AMENDMENTS**

Section 1. These By-Laws may be amended in whole or in part by a two-third (2/3) vote at any meeting of the members for which a quorum is present, or if by vote conducted other than at a meeting of members, by a two-thirds (2/3) vote of the members in good standing, provided that a written notice containing the proposed amendment or amendments has been provided to the members in accordance with Article XIII, Section 2 above.

Section 2. Such amendments may be proposed by the Directors, or by petition of fifteen (15) members or three (3) percent of the membership in good standing, whichever is greater, or by a majority of members, regardless of number.

ADOPTED AS AMENDED BY DUE VOTE OF THE ORGANIZATION AS PROVIDED HEREIN ON OCTOBER 24, 2022.

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Secretary