

BYLAWS

ARTICLE I. GENERAL MATTERS

Section 1. Name

The name of this corporation shall be the ASSOCIATION OF CONDOMINIUM, TOWNHOUSE, AND HOMEOWNERS ASSOCIATIONS, hereinafter referred to as the Corporation or ACTHA.

Section 2. Incorporation

This Corporation is incorporated under the laws of the State of Illinois as a Not-For-Profit Corporation by documents filed in the Office of the Secretary of State for the State of Illinois on the 24th day of November, 1982, and recorded in the Office of the Recorder of Deeds for the County of Cook, Illinois, as documents 26436073 on the 10th day of December, 1982.

Section 3. Purpose

- (a) The Corporation is organized for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- (b) The general objective of this Corporation is to provide for cooperation between Condominium, Townhouse and Homeowners Associations to enable such Associations to exchange ideas and information freely, and efficiently and to do such other acts as are permitted by law. In addition, the Corporation shall provide educational forums such as, but not limited to, seminars, programs and publications, through which the members of the Corporation may learn about topics of general and specific interest to each of them.
- (c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- (d) No substantial part of the activities of the Corporation shall be to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (e) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 70 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Definitions

- (a) Association: a not-for-profit corporation or unincorporated entity governed by a declaration.
- (b) Types of Associations:
 - (i) Condominium: an association established pursuant to the Illinois Condominium Property Act or the statutes governing condominiums in other states.
 - (ii) Cooperative: an association established pursuant to the statutes related to residential cooperatives in the State of Illinois.
 - (iii) Townhouse and Homeowner: an association established pursuant to covenants, conditions and restrictions recorded against the property;
 - (iv) Master: an association governing underlying associations composed of the various types as defined;
 - (v) Other: those associations that the Board of Directors of ACTHA may determine to be qualified.
- (c) Person: a natural individual, corporation, partnership, trustee or other legal trustee or other legal entity capable of holding title to real property.
- (d) Unit Owner: the person or persons whose estate or interests, individually or collectively aggregate fee simple absolute ownership of a unit ownership.
- (e) Unit Ownership: a part of the property consisting of one unit and the undivided interest in the common elements appurtenant thereto.
- (f) Voting Membership: The Association is the voting member. The delegate unit owner shall be officially designated from the Association's governing body to represent its vote at meetings. These designated representatives shall carry their Association's vote until their authority is terminated by their Association. A person may simultaneously serve as a Director of ACTHA and as a Delegate from the Association.
- (g) Non-voting Membership: All classes and categories of membership other than Association membership are non-voting members.

(h) Types of Memberships

- (i) Association: any association may join ACTHA. This voting status of membership entitles the association to receive all mailings and to participate in all phases of ACTHA. The Association president (or other individual designated by the Association) will receive one copy of all mailings to disperse among the members of the Association. Any unit owner in good standing in a member Association may be involved in committees.
- (ii) Individual: an individual may join ACTHA. This non-voting status of membership entitles the individual to be involved in committees, to receive all mailings and to participate in ACTHA.
- (iii) Commercial: a commercial entity may join ACTHA. This non-voting status of membership entitles the commercial member to receive mailings, to serve in an advisory capacity, and to receive other commercial membership benefits.

ARTICLE II – MEMBERSHIP

Section 1. Classes of Membership

The Corporation shall have two (2) classes of membership, voting and non-voting.

Section 2. Approval

Applicants for membership shall become members upon payment of dues, if any, subject to a determination that the applicant meets membership requirements.

Section 3. Exercise of Privileges

Membership in the Corporation is not transferable or assignable. Each Association member shall designate the person entitled to exercise the privileges of membership. The designated person may be changed from time to time by filing a written notice with the Corporation within the procedure established by the Board of Directors.

Section 4. Resignation

Any member may resign by filing a written resignation with the Corporation. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges accrued and unpaid prior to resignation.

Section 5. Termination of Membership

The Board of Directors by an affirmative vote of two-thirds (66 2/3%) of all the directors may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at a regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership in the type of membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 6. Voting Rights

Each Association member shall be entitled to vote on matters submitted to a vote of the members. The Board of Directors shall be elected by the members as set forth in these by-laws.

Section 7. Membership Certificates

No membership certificates of the corporation shall be required.

ARTICLE III – MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

- (a) An annual meeting of the members shall be held on or between January 15 and April 30 as set by the Board of Directors.
- (b) The purpose of the annual meeting shall be to complete the election procedures established by policy adopted from time to time by the Board of Directors including to announce the results of the election of directors and to transact such other business as may come before the meeting.

Section 2. Special Meetings

- (a) The president of the Corporation shall direct the secretary to notify the members of a special meeting of the members upon the request of the president, upon the written request of a majority of the members of the Board of Directors, or upon the written request of not less than twenty percent (20%) of the Association members.
- (b) The purpose of the meeting shall be set forth in the notice of the meeting and that purpose shall be the only matter acted upon at the special meeting.

Section 3. Time and Place of Meetings

The Board of Directors shall designate the time and place for any meeting of the members.

Section 4. Notice of Meetings

Written notice stating the place, date, and hour of the meeting of the members shall be given to each member not less than ten (10) nor more than forty (40) days before the date of such meeting. The purposes for which the meeting is called shall be stated in the notice. If an association member has provided an email address, this address shall be used as the sole method of communication. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at the member's address as it appears on the records of the Corporation, with postage prepaid.

Section 5. Quorum

Ten percent (10%) of the voting membership present in person or represented by an electronic or mail-in ballot shall constitute a quorum at a meeting, unless provided otherwise by these bylaws. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting to any time without further notice. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 6. Mail-in Ballots.

Each member entitled to vote or to express consent or dissent to corporate action in writing without a meeting may do so by completing a mail-in or electronic ballot distributed by the Corporation, in accordance with election procedures established by policy adopted from time to time by the Board of Directors. Voting will not take place at a meeting or in person and proxies will not be considered. Ballots must be received at the designated location on or before the published due date to be included in the tally. Write-in candidates are permitted.

Section 7. Manner of Acting

The act of a majority of the Association members present at a meeting at which a quorum is present shall be the act of the membership unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Number, Tenure and Qualifications

- (a) The number of directors shall be no less than five (5) and no more than nine (9) and shall be maintained at an odd number of positions.
- (b) The directors shall hold office for a term of three (3) years and until their successors have been elected and until the first meeting of their successors. The transition to staggered 3-year terms shall occur at the annual meeting following the adoption of these by-laws.

- (c) A director shall be a unit owner in an Association, which is a member of ACTHA. A director must be and remain in good standing in their Association during their tenure. Should a director cease to be qualified during their term, that seat on the Board shall be declared vacant at the next regularly scheduled meeting if such disqualification is not earlier removed, and that person shall thereupon cease to be a director. The procedure for filling the vacancy shall be initiated at that Board meeting.

Section 2. General Powers

The affairs of ACTHA shall be managed by its Board of Directors. The Board shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as are not by law or by these bylaws directed to be exercised and done by others.

Section 3. Duties and Responsibilities

- (a) Each director shall attend not less than fifty (50%) of the regularly scheduled Board meetings annually from one annual meeting up to the following annual meeting. Failure to meet this requirement may be cause for the director to be ineligible to continue to serve as a director. The Board of Directors may declare the position vacant and appoint a replacement to fill the position until the next annual meeting.
- (b) Each director shall serve on at least one (1) committee.
- (c) Each director shall disclose any potential or perceived conflicts of interest as they may arise. If in doubt, the director shall disclose pertinent information to the Board of Directors to seek guidance.

Section 4. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws on the same date and at the same place as, the annual meeting of the members for the purposes of organizing the Board. If not feasible, then the regular annual meeting of the Board of Directors will be held as a portion of the next regularly scheduled meeting of the Board of Directors or on another date agreed upon by the majority of the members of the Board of Directors. At the annual meeting, the Board shall provide by resolution the schedule of additional regular Board meetings to be held without further notice than such resolution; provided that a minimum of four meetings shall be held.

Section 5. Special Meetings

- (a) The president of the Corporation shall direct the secretary to notify the directors of a special meeting of the Board of Directors upon the request of the president or upon the written request of at least three of the directors.

- (b) The purpose of the meeting shall be set forth in the notice of the meeting and that purpose shall be the only matter acted upon at the special meeting.

Section 6. Place of Meetings

Meetings of the Board of Directors shall be held within the State of Illinois, at such a place as may be designated by the Board.

Section 7. Notice of Meetings

Unless otherwise provided by these bylaws, notice of any meeting of the Board of Directors shall be given not less than five (5) days prior to the date of the meeting by email to the email address which each director has authorized for communications with the Corporation. The purpose for which the meeting is called is not required to be included in the notice of the meeting, unless otherwise provided by these bylaws.

Section 8. Quorum

A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. No director may act by proxy on any matter. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 9. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation.

Section 10. Vacancies and Removal

- (a) Any vacancy occurring in the Board of Directors may be filled by appointment by the Board. Any director so appointed shall serve only until the next annual meeting of the members at which time the members shall vote to fill the vacancy for the balance of the unexpired term.
- (b) Unless otherwise stated in these bylaws, any director elected by the members may be removed only by the vote of a majority of the members at a special meeting duly called for the purpose of considering the removal of said director. Any director appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 11. Compensation

Directors shall not receive any compensation for their services as a director or for attendance at any meetings of the Board of Directors. By resolution of the Board, expenses of a director for attendance at a meeting, convention, seminar or other function which the Board deems beneficial to the Corporation may be reimbursed.

Section 12. Indemnification

The Corporation may indemnify any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against and incurring by them in any such capacity, or arising out of their status in such position.

ARTICLE V – OFFICERS

Section 1. Officers of the Corporation shall be a president, vice president, a secretary, a treasurer and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. The Board may assign, subject to the supervision of the officer, certain duties of the Secretary and Treasurer to agents, the Executive Director or other employees.

Section 2. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at its regular annual meeting from among the directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until the successor shall have been duly elected and shall have qualified or until the death, resignation or removal in the manner hereinafter provided. There shall be no limit to the number of terms in office that any director may serve in any particular office.

Section 3. Removal

Any officer elected by the Board of Directors may be removed from that office by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Duties, Responsibilities and Authority

- (a) The president shall be the principal officer of the Corporation. The President has the authority to vote on all motions. Subject to the direction and control of the Board of Directors, the president shall be in charge of the business and affairs of the Corporation; the president shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board; and in general, the president shall discharge all duties incident to the office of the president and such other duties as may be prescribed by the Board. The president shall preside at all meetings of the members and of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or a different mode of execution is expressly prescribed by the Board or by these bylaws, the president may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.
- (b) Vice-President. The vice-president shall assist the president in the discharge of the duties as the president may direct and shall perform such other duties as from time to time may be assigned to the vice-president by the president or by the Board of Directors. 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 the powers of and be subject to all restrictions upon the president.
- (c) Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. The treasurer shall have charge of and be responsible for the maintenance of account for the Corporation and shall have charge and custody of all funds and securities of the Corporation and be responsible therefore and for the receipt and disbursement thereof as directed by the Board of Directors. The treasurer shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president of the Board of Directors. The treasurer shall be the chairperson of the Finance Committee.
- (d) Secretary. The secretary shall keep the minutes of the meetings of the membership and of the Board of Directors in one or more books provided for that purpose. The secretary shall see that all notices are duly given in accordance with the provisions of statutes or these bylaws and shall keep a register of the post office address of each member which shall be furnished to the secretary by such member. The secretary shall be the custodian of the Corporation records and the seal of the Corporation and shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1. The following committees are to be standing committees of the Corporation, each with specific functions and responsibilities as defined by resolution of the Board of Directors: Executive, Communication, Education, Event, Finance, Legislative and Membership.

Section 2. The chairpersons of Standing Committees shall be appointed by President subject to the approval of the Board of Directors. The President shall be a non-voting ex-officio member on all committees.

Section 3. Membership on these committees is open to members subject to the approval of the committee chairperson and the Board of Directors. Committee members shall serve a one-year term and may be reappointed.

Section 4. By resolution, the Board of Directors may establish additional committees as required. Such board appointed committees shall act until the next annual meeting of the membership, unless dissolved earlier by the Board.

Section 5. Sub-Committees

All standing committees and board-appointed committees may form sub-committees to best serve their purposes. The chairperson of each sub-committee shall be appointed by the Chairperson of the Committee and shall be a member of the parent committee.

ARTICLE VII – REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Registered Office

The Corporation shall maintain in the State of Illinois a registered office, which may be, but need not be the same as its principal office and may have other offices within or without the State.

Section 2. Registered Agent

The Corporation shall have and continuously maintain in this State, a registered agent, which agent may be either an individual resident in this State, whose office is identical with such registered office, or a domestic Corporation, authorized to act as such, having an office identical with such registered office.

ARTICLE VIII – AGENTS AND EXECUTIVE DIRECTOR

The Board of Directors has the authority to appoint and/or retain agents, an executive director and other employees, as needed, and to define their duties and fix their compensation, provided, however, that no director shall fill any of these positions.

ARTICLE IX – FISCAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30.

Section 2. Financial Reports and Records

The financial books and accounts of the Corporation shall be kept under the direction of the treasurer and in accordance with standard accounting principles and practices. Within a reasonable time after the close of each fiscal year, the Corporation shall report to the membership on the financial condition of the Corporation for such prior fiscal year. The Board of Directors may cause an audit to be conducted from time to time.

Section 3. Budget

With respect to each fiscal year, the Finance committee shall present to the Board of Directors a proposed budget for the Board's consideration and adoption.

Section 4. Dues

The Board of Directors shall establish, from time to time, the amount of annual dues payable to the Corporation for each class and category of membership. Dues shall be payable upon application of membership and thereafter as established by the Board.

ARTICLE X – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts and Notes

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by at least two of the four officers but preferably by the treasurer, and president.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose of or for any special purpose of the Corporation.

Section 5. Investments

The Board of Directors may invest the funds of the Corporation from time to time in any real or personal property.

Section 6. Donations

The Board of Directors may make donations from time to time in furtherance of any of its purposes.

ARTICLE XI – BOOKS, RESOLUTIONS, RECORDS AND SEALS

Section 1. Books and Records

- (a) The Corporation shall keep correct and complete books and records of account, including a current set of bylaws and minutes of the proceedings of its members, Board of Directors and committees. A record giving the name and addresses of the Corporation's members shall be kept at the Corporation's registered office or principal office. All books and records of the Corporation will be available for inspection by any member, or his agent or attorney, for any proper purpose at any reasonable time with due and proper notice pursuant to procedures established by the Board of Directors.
- (b) The date of adoption of the bylaws shall be on each page of the document. The date of any subsequent amendments, shall be shown in parentheses or brackets immediately following each article, section and subsection.

Section 2. Seal

The Corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE XII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII – AMENDMENTS

Section 1. Power to Amend, Repeal or Adopt

The power to amend or repeal the bylaws or to adopt new bylaws shall be vested in the voting members of the Corporation. Resolutions calling for the amendment, repeal or adoption of bylaws shall be submitted and considered pursuant to procedures established by the Board of Directors.

Section 2. Manner of Effecting

- (a) Changes to the bylaws may be proposed by resolution of the Board of Directors or by resolution of not less than twenty percent (20%) of the voting membership requesting the Board to consider a specific change to the bylaws.
- (b) To become effective, a proposed change must be approved by not less than a majority of the voting members casting ballots during a vote for the purpose of considering the proposed change.

ARTICLE XIV – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.