

**BY-LAWS
OF THE
BATH AND TENNIS CLUB OF HUNTINGTON ESTATES, INC.
(AS AMENDED OCTOBER 16, 2012)**

**ARTICLE I.
PURPOSE**

The Corporation is organized pursuant to Articles of Incorporation for a not-for-profit corporation issued by the State of Illinois on June 30, 1975 and recorded in the Office of the DuPage County Recorder on July 24, 1975 as Document #R75-37340.

The purpose of the Corporation as stated in its Charter is as follows:

1. To provide high standards of maintenance and operation of all common property in Huntington Estates and Huntington Estates Addition, a part of Sections 20 and 29, Township 38 North, Range 10, East of the Third Principal Meridian, DuPage County, Illinois, as to those properties reserved for the common use of all residents and owners of property therein including but not limited to private open space, recreational facilities, club houses and private streets, and in general to maintain and promote the desired character of Huntington Estates and Huntington Estates Addition Subdivision.
2. Acquisition, construction and operation of athletic facilities including swimming pool, tennis courts, and club facilities in connection herewith and other related activities.
3. To provide, at the option of the Board of Directors, instruction and physical education including but not limited to swimming, tennis and other similar activities.
4. To receive property of every kind, whether real or personal, and to administer and apply such property and the income they're from exclusively for the foregoing general purposes.
5. To receive any gift, bequest, or device of any such property for any purpose specified by the donor or testator within any of the foregoing general purposes provided however that no part of the net earnings of the Corporation shall inure to the benefit of any member, member of the Board of Directors, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to, by or for the Corporation affecting one or more of its purposes), and no member of the Corporation, the Board of Directors, officer of the Corporation or any private individual, in their capacity as director, officer or agent of the Corporation shall be entitled to share in the distribution of any of the Corporation's assets on dissolution and that no part of the activities of the Corporation shall be to participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, and that no part of the net earnings or other assets of the Corporation shall be contributed to any such political campaign. Nothing in this

paragraph shall be deemed to preclude the Corporation, its Board of Directors or any one or more directors, officer of the Corporation and/or agent of the Corporation from participating in and/or contributing corporate funds to any public debate or political campaign (not for an individual) which the Board of Directors deems to be of significant interest to the Corporation and/or its members, provided that no support, statements on behalf of the Corporation, and/or contribution of corporate funds shall be made on behalf of the Corporation without the prior approval of the Board of Directors.

6. The Corporation also shall have those powers and duties set forth in the Declaration of Conditions, Covenants, Restrictions and Reservations affecting the property known as Huntington Estates and Huntington Estates Addition dated the 27th day of April, 1976, and recorded in the Recorder's Office of DuPage County as Document #R76-33263.

7. The Corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II. OFFICES

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent, whose office is identical with the registered office and may have other officers within the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III. MEMBERS

1. **Types of Members:** The Corporation shall have two classes of members; Equity Members and Annual Members.

2. **Equity Members:** Every recorded or beneficial owner of a fee simple interest in Huntington Estates or Huntington Estates Addition shall become and be a member of the Bath and Tennis Club of Huntington Estates, Inc. (hereinafter referred to as the Corporation) and each such member shall be entitled to one (1) vote on each matter submitted to a vote of members for each subdivided recorded lot owned by him or it, or shall be entitled to five (5) votes on each matter submitted to vote of members for each unsubdivided acre owned by him or it, its successor or assign, provided that where title to a lot or parcel is in more than one person, such owners acting jointly shall be entitled to vote as one (1) owner.

3. **Annual Members:** The Board of Directors, in its discretion, upon application in writing to the Club on the approved form, may issue Annual Memberships. Annual Members shall have no ownership or equity interest in the property; improvements or any

assets of the Club and such Memberships shall not be renewable as a matter of right, any renewal being subject to the approval of the Board.

4. **Membership Privileges:** All Equity and Annual Members and their immediate family shall be entitled to the privileges of membership including the use of all physical facilities of the Corporation with the exception that Annual Memberships shall be subject to whatever restrictions as may be designated by the Board of Directors.

5. **Board Discretion to Issue Annual Memberships:** On or after February 1 of each year the Board of Directors shall determine whether a sufficient number of Equity Memberships have been maintained to defray the estimated operating cost of the club for the current year. If it is determined that an insufficient number of such Memberships have been maintained, the Board of Directors shall issue the number of Annual Memberships that are estimated to be necessary to defray the operating costs for the current year. The Board may issue Annual Memberships at any time and upon such terms as the Board of Directors shall determine.

6. **Termination of Memberships:** Membership shall be terminated: a) Whenever an Equity Member ceases to be the record or beneficial owner in fee simple of property in Huntington Estates of Huntington Estates Addition; b) All Annual Memberships shall automatically terminate at the end of each calendar year.

Upon termination of Membership for any reason all Membership privileges shall cease but such termination shall not in any manner release the right of the Corporation for assessments against the property of the person whose Membership is terminated or any other claims or rights whatsoever which the Corporation may have against such person at the time the Membership is terminated.

7. **Dues:** The annual dues for all Equity Members shall be an equal pro-rata share of the cost of exercising the powers of the Corporation, rendering the services and maintaining the facilities and improvements of the Corporation, provided that said dues shall not exceed \$100.00 per year prior to December 31, 1978. Subsequent to that date the Directors may change the amount of annual dues from time to time as the exigencies of the club may require, provided, however, that no special assessment shall be valid until the same shall have been ratified and approved by at least 50% of the Equity Members (must exceed 50% of total Equity Members in the homeowners association) or by written proxy at a special meeting called for the purpose of considering the same. New Equity Members entitled to membership during June, July and August shall pay dues pro-rata from the effective date of their membership provided said dues shall in no case be less than \$50.00 or 33 1/3% of annual dues. The annual dues of all Annual Members shall be at least 25% more than the annual dues for Equity Members.

8. All Equity Members shall by the 28th day of February of each year notify the Board of Directors of their intention to utilize or not utilize the recreational facilities of the club for the current year enclosing the regular dues. In the event any Equity Member notifies the Board of Directors by said February 28th of each year of the Equity Member's

intention not to utilize the recreational facilities of the club for the current year the dues for such members shall be in an amount as determined from time to time by the Board of Directors.

9. When the annual dues or other indebtedness of the Equity Member shall remain unpaid for a period of thirty (30) days after notice thereof to the Equity Member, a second warning notice shall be sent to the Equity Member. If said delinquency still remains ten (10) days after said second notice, the Membership shall be suspended. Any member whose Membership is suspended may be reinstated upon payment of all delinquencies, reasonable attorney fees and costs. Notice to a Member by mail at the post office address of the Corporation's books by registered mail shall be sufficient notice hereunder.

10. All dues and all assessments levied by the club and the house account of each member shall be first lien upon his membership and upon said member's ownership of real estate in Huntington Estates and Huntington Estates Addition as provided for in that certain Declaration of Conditions, Covenants, Restrictions and Reservations dated the 27th day of April, 1976.

11. **Dissolution:** In the event of the dissolution of the club, all assets remaining, after all liabilities and obligations of the club have been paid or adequate provision made therefore, shall be distributed to a like-kind not-for-profit, including but not limited to a successor not-for-profit. No member shall have any rights to any assets or property of the club.

12. **Transfer of Membership:** Membership in this Corporation shall be automatically terminated when the Equity Member ceases to be a record or beneficial owner in fee simple of property in Huntington Estates or Huntington Estates Addition and shall be automatically transferred to his successor record or beneficial owner. However, should an Equity Member leave Huntington Estates or Huntington Estates Addition, and said member has been an active member of the Board of Directors or any Committee Chairperson benefiting the Corporation, said Member will be, upon request, given priority listing of Annual Membership, for the subsequent year.

13. **Refunds of Dues:** Dues to this Corporation shall not be refunded when the Equity Member ceases to be a record or beneficial owner in fee simple of property in Huntington Estates or Huntington Estates Addition but shall be automatically transferred to his successor record or beneficial owner. Dues to this Corporation shall be refunded (100 %) when the Annual Member ceases membership prior to April 1st of each year. (Any Annual Member ceasing membership April 1st and later of each year will not receive a refund.) Twenty-five percent of the Equity Members dues to this Corporation shall be refunded when the Equity Member ceases POOL membership ONLY, prior to April 1st of each year. (No refunds will be allowed to Equity Members ceasing POOL membership April 1st and later of each year).

**ARTICLE IV.
MEETING OF MEMBERS**

1. **Annual Meetings:** An annual meeting of the Members shall be held the last Tuesday in October at the hour of 7:00 p.m. for the purpose of electing Directors and for the transaction of such business as may come before the meeting. The initial Board of Directors as set forth in the Articles of Incorporation shall hold office until the first annual meeting. If such day were a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If in any year during which members of the Board of Directors are to be elected under these by-laws the election of Directors is not held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently possible.
2. **Special Meetings:** Special meetings of the Members may be called either by the President, the Board of Directors, or by Members having aggregate not less than one-tenth of the votes entitled to be cast at a meeting of Members.
3. **Place of Meeting:** The Board of Directors may designate any place within the City of Naperville as the meeting place for any annual meeting or for any regular meeting or for any special meeting called by the Board of Directors. Provided, however, that all of the Members entitled to vote shall meet at any time and place either within or without the City of Naperville, Illinois and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.
4. **Notice of Meeting:** Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered either personally, by regular mail to each member, or published in any publication, newsletter, or web site generated by the Corporation and/or its agents and generally distributed to the Members not less than five or more than forty days before the day of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the U.S. Mail addressed to the Member at his/her address as it appears on the records of the Corporation with postage thereon prepaid.
5. **Informal Action by Members:** Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.
6. **Quorums:** The members having a majority of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. If a quorum is not present at any

meeting of members, a majority of the votes of the members present that are entitled to vote may adjourn the meeting from time to time without further notice.

7. **Proxies:** At any meeting of members, a member entitled to vote may vote either in person or by proxy duly executed in writing by the member, witnessed and notarized, of his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V. BOARD OF DIRECTORS

1. **General Powers:** The affairs of the Corporation shall be managed by its Board of Directors.

2. **Number, Tenure, Qualifications:** Except for the initial Board of Directors, the number of Directors of the Corporation shall be no more than nine (9) and no less than five (5), which number shall be chosen by vote of the Members at the Annual Meeting or such Special Meeting as may be called pursuant to Article IV, Section 2. Each Director shall hold office until his successor shall have been elected and qualified. The terms of the Directors shall be for two (2) years and said terms shall be staggered among the Directors such that as near to one-half (1/2) of the then existing Directors' terms shall terminate at the next Annual Meeting. Directors must be residents of Huntington Estates or Huntington Estates Addition, City of Naperville, Illinois.

3. **Regular Meetings:** A regular annual meeting of the Board of Directors may be called by or at the request of the president or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the City of Naperville, as the place of holding any special meeting of the Board called by them.

4. **Notice:** Notice of any special meeting of the Board of Directors shall be given at least 24 hours previously thereto by written notice delivered personally or sent by mail, facsimile and/or e-mail (with prior consent by recipient) to each member of the Board at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in sealed envelope so addressed with postage thereon prepaid. If notice is by mail then such notice must be no less than five (5) days prior to any meeting. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because of the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws.

5. **Quorum:** A majority of the Board of Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board, provided,

that if less than a majority of the Board of Directors are present at said meeting, a majority of the Board of Directors present may adjourn the meeting from time to time without further notice.

6. **Manner of Acting:** The Board of Directors shall act either by majority vote of the members of the Board present at a meeting at which a quorum is present or by written consent, setting forth the action taken, signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

7. **Vacancies:** Any vacancies occurring in the Board of Directors among the members of a class of Directors or any office to be filled by reason of an increase in the number of a class of Directors shall be filled by the remaining members of that class of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

8. **Compensation:** Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors, any Director may be reimbursed for his/her actual expenses in carrying out his/her duties, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

9. **Complaints:** The Board of Directors on its own motion or on complaint of any member filed with it or on complaint of the pool committee, may cite any member of the club to appear before such Board of Directors for conduct unbecoming a member or for any conduct injurious to the order, peace, interest or welfare of the club or at variance with its objects, constitutions, by-laws or rules. Any such complaint made by a member or by the pool committee shall be in writing and signed by such member or by the chairman of the pool committee, or where the Board of Directors takes action it shall be by resolution of the Board. In any case, the secretary, at the direction of the Board, shall in writing notify the member so cited, furnishing him with a copy of said complaint or resolution and giving him/her at least five (5) days written notice to appear before the Board of Directors to answer thereto. Investigation of such complaint shall be conducted in manner and form as the Board of Directors may provide. If upon investigation and hearing, the Board of Directors shall be satisfied that the cited member has committed such conduct or misconduct, the Board may censor or suspend said member's use of any association facility.

ARTICLE VI. OFFICERS

1. **Officers:** The officers of the Corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers,

as it may deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of the president and secretary, or president and treasurer.

2. **Election and Term of Office:** The officers of the Corporation shall be elected every year by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
3. **Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed from office by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.
4. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. **President:** The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members of the Board of Directors and shall do all things and perform all acts incident of the office of president of the Corporation. He shall appoint all members of all standing committees, however, such appointments shall be subject to the confirmation of the Board of Directors. He shall appoint all special committees. He shall have the power to remove any member of any standing committee; however, such removals shall be subject to confirmation by the Board of Directors. He shall have the power to remove any member of any special committee, however, such removals shall be subject to confirmation by the Board of Directors. He shall be an ex-officio member of all committees. He may sign with the secretary or any other proper officer of the Corporation or 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 by-laws or by statute to some other officer or agent of the Corporation.
6. **Vice President:** In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice president in the order designated, or in the absence of any designation, then in the order of their election) shall perform all duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as may from time to time be assigned to him by the president or by the Board of Directors.

7. **Treasurer:** If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time be assigned to him by the president or by the Board of Directors.

8. **Secretary:** Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws, by the Board of Directors, or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents; the execution of which on behalf of the Corporation under seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

9. **Assistant Treasures and Assistant Secretaries:** If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or by the president or by the Board of Directors.

10. **Committees:** The president, at the first meeting of the Board of Directors following the first annual meeting, and every annual meeting thereafter, shall appoint chairman for the following standing committees:

1. Pool Committee - Which shall be charged with the responsibility for the operation of the recreational facilities of the club including the maintenance of all facilities.

2. Tennis Committee - Which shall be charged with the tennis functions sponsored by the club. The chairperson must be a member of the Pool Committee.

3. Landscaping Committee - Which shall be charged with the maintenance of landscaping and grounds.

4. Social Committee - Which shall be responsible for all social functions sponsored by the club.

5. Legal and Insurance - Which shall be charged with the responsibility of reviewing and securing all necessary insurance policies and addressing those issues requiring legal interpretation, claims, and related issues. The chairperson of this

committee shall, upon confirmation of the Board of Directors, secure such legal representation for the Corporation as may be from time to time necessary.

6. Newsletter Committee – Which shall be charged with the responsibility of creating and sending out the newsletter on a routine basis throughout the year.

7. Web site Committee – Which shall be charged with creating and maintaining a web site for the community.

8. Swim Team Committee – Which shall be charged with organizing the activities for the association swim team.

9. Membership Committee – Which shall be charged with organizing and administering the list of members for The Bath and Tennis Club of Huntington Estates.

The chairman of said committees shall prepare and submit to the president a list of committee members to serve on such committees for the succeeding year. Nothing contained herein shall preclude the president from appointing such other committees and delegating to them such powers and duties as the president may from time to time deem expedient.

ARTICLE VII. PROPERTY, CONTRACTS, CHECKS, DEPOSITS AND GIFTS

1. Property: Title to all property shall be had in the name of the Corporation, and membership in the Corporation shall not give any member any interest in the property of the Corporation. Any conveyance of property shall be made in the name of the Corporation by the President and attested to by the Secretary, or in the absence of these officers, by those delegated to perform their duties as elsewhere provided in these by-laws.

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

3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation 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 or an assistant treasurer and countersigned by the president or a vice-president of the Corporation.

4. 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.

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

**ARTICLE VIII.
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

**ARTICLE IX.
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

**ARTICLE X.
SEAL**

The Board of Directors shall provide a corporate seal, which shall be the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois".

**ARTICLE XI.
NOTICE**

Whenever any notice whatever 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 by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether 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 XII.
INDEMNIFICATION**

Each person who has acted or who is not acting as a director, officer, committee member, registered agent, attorney, accountant or employee for or on behalf of the Corporation shall be indemnified by the Corporation against any expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding

which such person is made a party by reason of his having acted or now acting in such capacity. Such indemnification shall not be applicable where such person is adjudged guilty by a court of law of willful misconduct in the performance of his duties.

**ARTICLE XIII.
FUNDS**

A fund consisting of a least seventy thousand dollars (\$75,000.00) is to be established and maintained as a contingency fund. Said fund shall not be drawn upon without the agreement, in writing, of a least fifty-one percent (51%) of the equity members in good standing at the time of said request.

A written notice of any single capital improvement expenditure over the amount of ten thousand dollars (\$10,000.00) must be sent to all homeowners at least fourteen (14) days before the Board of Directors meeting at which said expenditure will be approved.

**ARTICLE XIV.
AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, (except Article 13, "FUNDS", this article cannot be altered, amended or repealed without 51% of equity members in good standing agreeing on said change in writing) provided at least fifteen (15) days written notice is given of the intention to alter, amend or repeal or to adopt new by-laws at such meeting provided that no portion of the by-laws directly affecting the CITY or relative to the maintenance provisions affecting the common areas of Huntington Estates or Huntington Estates Addition shall be changed without the written approval of the City of Naperville.

**ARTICLE XV.
RULES**

1. These amendments to the bylaws adopt certain rules for the safety and welfare of the association, pursuant to Article XIV hereof. The Board of Directors shall fix the terms and conditions upon which both members and their guests may use the facilities of the association.
2. Owners failing to maintain their landscaping, in a manner that would, in the opinion of the Board of Directors or its Landscaping Committee, violate any Naperville or DuPage County ordinance, shall entitle the Board of Directors to contract to repair or remedy the landscape issue, and charge the cost back to the owner. The charge-back costs shall serve as a lien against the property when duly recorded as such.

3. Owners shall not make any changes nor modifications to the common elements without prior written authority of the Board of Directors. Any approved change shall be first submitted to either the landscape committee or Board of Directors in writing.