

BY-LAWS OF
SQUIRES GROVE MANAGEMENT ASSOCIATION, INC.

ARTICLE I. GENERAL

These By-Laws shall be known as the "By-Laws of
SQUIRES GROVE MANAGEMENT ASSOCIATION, INC."

ARTICLE II. MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held on the 15th day in the month of March in each year, beginning with the Year 1976, at the hour of 3:00 o'clock P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, at the request of the members of not less than one-tenth of the voting shares of the corporation entitled to vote at the meeting.

Section 3. Place of Meeting. Meetings of the corporation shall be held at a convenient place such as may be designated by the Board of Directors.

Section 4. Notice of Meeting. It shall be the duty of the Secretary to mail or serve personally a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at least five, but not more than ten, days prior to said meeting. The mailing of the notice herein shall be considered sufficient. However, it shall be the duty of all members to keep the Secretary, at all times, advised of their current mailing addresses, and Secretary shall not be responsible for failure of the members to keep him so advised.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Numbers and Qualifications of Directors. The Board of Directors shall manage the affairs of the corporation. Such Board of Directors shall consist of seven directors, three of whom shall be directors of Squires Grove Home Owners Association, Inc., three of whom shall be directors of Squires Grove Condominium Association, Inc., one of whom shall be selected by the Village Board of the Village of Elm Grove on recommendation by the Village Planning Commission, but not an owner in Squires Grove. In the event that either the Village of Elm Grove, Squires Grove Condominium Association, Inc., or Squires Grove Property Association, Inc. do not name a director within thirty (30) days of being notified by one or more of the other parties to this Management Association, the directors who are appointed and nominated shall be authorized to act on behalf of the Squires Grove Management Association, Inc.

Section 2. Powers of Directors. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of this corporation and may do all such acts and things as are not by law or by the Articles of Incorporation or by the By-Laws prohibited.

Section 3. Responsibilities of Directors. In addition to such other duties imposed by the Articles of Incorporation and by these By-Laws or by resolution of the corporation, the Board of Directors shall be responsible for the following:

- a. the ownership, management, maintenance and operation of Outlot 3 and the maintenance and operation of Outlots 4, 5 and 6, together with the cul-de-sac at the North end of Terrace Drive, and the common areas of Outlots 1 and 2 as authorized by the By-Laws of the Home Owners Association and Condominium Association. Such responsibility may not be assigned to any other party without the approval of the Village of Elm Grove.
- b. the promulgation and enforcement of rules and regulations relative to such common lands and facilities, and
- c. the establishment of a yearly budget for the estimated cost of carrying out their responsibilities as set forth in "a" above.
- d. the fixing and levying of assessments as necessary for the aforesaid purposes.
- e. Assessments. Within 30 days on or before the beginning of each fiscal year of the corporation, the Board of Directors shall ascertain from the Squires Grove Home Owners Association, Inc., the nature and extent of services and facilities to be made or supplied by the Management Association for the next fiscal year. The Board of Directors of this corporation shall similarly ascertain from the Squires Grove Condominium Owners Association the nature and extent of services and facilities to be supplied by the Management Association for the next fiscal year. The Board of Directors shall similarly determine the nature and extent of services and facilities to be furnished and supplied for the next fiscal year to cover the management and maintenance of Outlot 3. On the basis of these projected requirements, the Board of Directors shall calculate and determine the necessary assessments to be made to the Squires Grove Home Owners Association and to the Squires Grove Condominium Association for services to be provided by the Management Association. On or before 15 days of the beginning of the ensuing fiscal year, the Directors shall notify each such association as to their assessment for such services for the coming year with reasonable itemization thereof. On or before the

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1st day of the fiscal year, each such association shall be obligated to pay to the corporation 100% of the assessment made pursuant hereto. If such payment is not made prior to the tenth day after the beginning of the fiscal year, the Board of Directors may prescribe a penalty for each day in which such assessment is not paid subsequent to the tenth day after the beginning of the fiscal year. At each annual meeting of this corporation the Directors shall supply to each of the aforesaid associations an accounting of the expenses paid during the preceding fiscal year along with a tabulation of amounts collected pursuant to the estimates provided and showing any shortage or overage of actual expenditures plus reserves. Any amount accumulated in excess of the amount required for actual expenses shall be credited to each member in the proportion as provided in the Articles of Incorporation for the next fiscal year. Any net shortage shall be added to the assessment for the next fiscal year.

The corporation and the Directors hereof shall keep full and correct books of account and the same shall be open for inspection by duly authorized representatives of Squires Grove Home Owners Association and Squires Grove Condominium Association, at such reasonable time or times during normal business hours as may be requested by a member.

If either association is in default in the payment of the assessment for a period of more than 30 days, the Board of Directors in the name of the corporation may bring suit for and on behalf of the corporation, to enforce collection of such delinquencies or to foreclose the lien therefore as provided by law; and there shall be added to the amount due the costs of said suit, the legal interest, reasonable attorney's fees and such penalties as may have been prescribed by the Board of Directors.

The amount of any delinquent and unpaid charges, assessments, penalties, interest, costs and fees as herein provided shall be and become a lien against the real property lot or lots of the association involved when payable and may be foreclosed as a lien as provided by law. In addition to the liens provided for herein all of the individual owners of residential lots and condominiums shall also be personally liable for any charges or assessments made against the real property lot or lots owned by them.

No association nor its members may waive or otherwise escape liability for the assessments provided herein by non-user of the community lands and common facilities of the project.

Section 4. Regular Meetings and Notice. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three days prior to the day named for such meeting. However, it shall be sufficient notice to each director if he shall have been notified at the last previous meeting of the next ensuing meeting.

Section 5. Special Meetings and Notice. Special meetings of the Board of Directors may be called by the President on three days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two Directors.

Section 6. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof. If all of the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 7. Quorum of Directors - Adjournments. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business provided that there is equal representation from the Home Owners Association and the Condominium Association and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called for may be transacted without further notice provided, however, that a quorum is present at such an adjourned meeting.

Section 8. Operating and Reserve Funds. Within one week after their election, the Board of Directors shall establish an operating and reserve fund. The fund shall be deposited in a bank checking account and excess funds may be transferred therefrom to a bank or savings and loan savings account as the Board of Directors shall authorize. In addition to other uses for these funds authorized by the Articles of Incorporation and these By-Laws, the Board of Directors may use from such funds any amount necessary to discharge any mechanic's liens or other encumbrances levied against the community lands and common facilities of the project.

ARTICLE IV. OFFICERS

Section 1. Principal Officers. The principal officers of the corporation shall be a President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors. The offices of Secretary and Treasurer may, at the option of the Board of Directors be combined as one office. The Directors may appoint such assistance and such other officers as in their judgment may be necessary.

Section 2. Election and Removal. The officers of the corporation shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board. Upon an affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board called for such purpose upon proper notice given.

Section 3. President. The President shall be the chief executive officer of the corporation, and he shall preside at all meetings of the corporation and of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of the President of a corporation, including but not limited to the power to appoint committees from among the owners from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the corporation.

Section 4. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the corporation; and he shall have charge of such books and papers as the Board of Directors may direct, and he shall, in general, perform all the duties incident to the office of Secretary.

Section 5. Treasurer. The Treasurer shall have the responsibility for corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and books belonging to the corporation. He shall be responsible for the deposit of all monies and all valuable effects in the name, and to the credit, of the corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall also be responsible for the billing and collection of all assessments made by the corporation.

ARTICLE V. FISCAL YEAR

The fiscal year of the corporation shall begin on the 15th day of March and end on the 14th day of March in each year.

ARTICLE VI. AMENDMENTS

At any meeting call for such purpose, these by-laws may be amended in the manner provided by law subject to the approval by

the Village of Elm Grove.

ARTICLE VII. ADDITIONAL POWERS

In addition to the powers and duties and limitations enumerated herein, the corporation and the Board of Directors shall have such other powers and duties and limitations as may be conferred and required by the Articles of Incorporation.