

EXHIBIT "B"

**AMENDED AND RESTATED BY-LAWS OF KNOLLS OF HUNTINGTON
HOMEOWNERS ASSOCIATION**

ARTICLE I

THE ASSOCIATION

Section 1.01:

The name of this association shall be Knolls of Huntington Homeowners Association (hereinafter the "Association").

Section 1.02:

The owners of record and the beneficiaries of land trusts holding title to the real property legally described in Exhibit A, which is attached hereto and made a part hereof, shall be members.

Section 1.03:

The Association was incorporated under the Illinois General Not-for-Profit Corporation Act.

Section 1.04:

Additional property owners and beneficiaries of land trusts may become members of the Association as provided in the Amended and Restated Declaration of Covenants and Restrictions for Knolls of Huntington Homeowners Association to which these By-Laws are attached as Exhibit "B".

ARTICLE II

PURPOSES

The purposes of the Association as stated in the Articles of Incorporation and in the Declaration are:

- (a) To act as the governing body for all the owners and beneficiaries of title-holding land trusts of lots in the Knolls of Huntington;
- (b) To provide for high standards of maintenance in the subdivision to:
 - (i) Ensure a residential community of the highest quality and character for the benefit and convenience of all owners of property and all residents of the Knolls of Huntington.

- (ii) Benefit the property owners of the Association by preserving the values and amenities of the Knolls of Huntington community by:
 - (A) Protecting property values and amenities of the Knolls of Huntington community;
 - (B) Promoting, protecting, and maintaining the desired character of the Knolls of Huntington, the open spaces granted by the original developer of the Knolls of Huntington, and the park-like setting within the Knolls;
 - (C) Furthering the objectives of the homeowners, which, through its Association, shall maintain certain common areas, administer and enforce the covenants and restrictions, as well as the bylaws, and collect and disburse the assessments and charges hereinafter created.
- (c) To receive property of every kind, whether real or personal, and to administer and apply such property and the income therefrom exclusively for the purposes of the Association;
- (d) To receive any gift, bequest, or devise of any property for any purpose specified by the donor or testator within any of the purposes of the Association;
- (e) To operate, maintain, and repair Lots 32 and 40 of the Knolls of Huntington, and the storm water management facilities located thereon;
- (f) To maintain, repair, and replace the following in the Knolls of Huntington:
 - (i) the parkways along Naper Boulevard;
 - (ii) the landscape easements as provided in the Declaration;
 - (iii) all entrance monuments and accompanying landscaping;
 - (iv) any median strips or cul-de-sac islands;
 - (v) any property owned or leased by the Association;
 - (vi) sidewalks along Naper Boulevard, per the City of Naperville ordinance;
 - (vii) all entry signs;
- (g) To provide for a general fund to enable the Association to exercise its powers and authority, and its duties and responsibilities as delineated in the Declaration, its Articles of Incorporation, and these By-Laws by levying an annual assessment or special assessment;
- (h) To enforce any lien for non-payment of any assessment;
- (i) To pay all real and personal property taxes and other taxes and assessments levied upon or with respect to the Association, to the extent that such taxes and assessments are not levied directly upon the members; and the Association shall have all rights granted by law to contest the legality and the amount of such taxes and assessments;
- (j) To obtain and maintain in effect policies of insurance which includes but is not limited to property and liability insurance obtained through a competitive process, which in the opinion of the Board, are reasonably necessary or appropriate to carry out the functions of the Association;
- (k) To make, establish, promulgate, amend or repeal and reenact the Declaration and the By-Laws in accordance with the terms thereof,

- covering any and all aspects of its functions, including the use and occupancy of the Association property and the Commons Area;
- (l) To keep books and records of the Association's affairs and to make such books and records, together with a current copy of the Declaration and these By-Laws available for inspection by the owners and the mortgagees upon request during normal business hours as further provided in Article XI hereof;
 - (m) To carry out and enforce all duties of the Association set forth in the Declaration and these By-Laws;
 - (n) To take any reasonable action necessary to effectuate the purposes of the Declaration and these By-Laws and the objectives of the Association;
 - (o) To elect a Board of Directors to manage the affairs of the Association.

ARTICLE III

OFFICES

The Association shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the State.

ARTICLE IV

MEETING OF MEMBERS

Section 4.01:

An annual meeting of the voting members shall be held around or about the end of each fiscal year for the purpose of conducting the business of the Association, electing directors, and transacting such other business as may come before the meeting.

Section 4.02:

Written notice of any regular or special meeting shall be distributed via Prescribed Delivery Method including, but not limited to, United States mail, personal delivery or electronic mail (e-mail) not less than ten (10) days nor more than thirty (30) days prior to regular or special membership meetings, stating the date, place, and the hour of the meeting. In the case of a special meeting, such notice shall also include the purpose for which the special meeting is being called.

If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid.

For any regular or special meeting, a quorum shall consist of twenty percent (20%) of the total membership (being 16 members) who must be present, in person or by proxy, at said meeting of the voting members (80 homes -- one vote per home) in order for the meeting to be conducted or business to be transacted.

Section 4.03:

The Board may designate any place as the place of meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Association in the State of Illinois.

Section 4.04:

Voting on any question or in any election may be by voice unless the presiding officer shall order or any member shall demand that voting be by ballot.

Section 4.05:

At meetings of members, a member may vote:

- (1) by proxy executed in writing by the member or by his or her duly authorized attorney in fact, provided, however, that the proxy bears the date of execution. Unless the Declaration, these By-Laws or the written proxy itself provide otherwise, proxies will not be valid for more than eleven (11) months after the date of its execution; or
- (2) by submitting an Association-issued ballot in person at the election meeting; or
- (3) by submitting an Association-issued ballot to the Association or its designated agent by mail or other means of delivery specified in the Declaration or these By-Laws; or
- (4) by any electronic or acceptable technological means.

Votes cast under any of the aforementioned voting methods are valid for the purpose of establishing a quorum.

Unless otherwise expressly provided herein, in the Declaration, or required by the General Not-For-Profit Corporation Act or the Articles of Incorporation of the Association, elections may be held and any action may be taken at any meeting of the voting members at which a quorum is present upon the affirmative vote of the voting members having a majority of the total votes present, in person or by proxy, at such meeting. Votes cast in person or by proxy shall be valid for purpose of establishing a quorum.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01:

The Board shall consist of five (5) directors, each of whom shall be a member of the Association. The Board may add up to two (2) additional positions to be filled at election for a total of seven (7) directors. Directors shall each serve a term of two (2) years. The objective shall be to ensure continuity from year to year by electing three (3) directors one year and the other two (2) the following year. In the event the Board adds additional positions to the Board, the Board shall determine during which years such positions shall be up for election.

Section 5.02:

Special meetings of the Board may be called by or at the request of the president, or on the motion, in writing, of twenty-five percent (25%) the directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5.03:

Notice of any special meeting shall be given at least three (3) days previous thereto by written notice or personal service to each director at his/her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither 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.

The Board shall give the members notice of all Board meetings at least forty-eight (48) hours prior to the meeting by sending notice by using a Prescribed Delivery Method or by posting copies of notices of meetings in entranceways or other conspicuous places in the common areas of the Knolls of Huntington at least forty-eight (48) hours prior to the meeting except where there is no common entranceway for seven (7) or more homes, the Board may designate one or more locations in the proximity of these homes where the notices of meetings shall be posted. The Board shall give members notice of any Board meeting, through a Prescribed Delivery Method, concerning the adoption of (i) the proposed annual budget, (ii) regular assessments, or (iii) a separate or special assessment within ten (10) to sixty (60) days prior to the meeting.

Section 5.04:

Unless specifically prohibited by the Declaration, Articles of Incorporation or By-Laws, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Any such consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or with anyone else.

Section 5.05:

Members of the Board shall receive no compensation for their services, unless expressly allowed by the Board at the direction of the voting members having sixty-six percent (66%) of the total votes.

Section 5.06:

A director of the Association who is present at a meeting of the Board at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.07:

The Board by resolution adopted by a majority of the number of directors fixed by the By-Laws or otherwise, may designate two or more directors to constitute an executive committee, which committee, to the extent provided in such resolution, shall have and exercise all of the authority of the Board in the management of the Association, except as otherwise required by law. Vacancies in the membership of the committee shall be filled by the Board at a regular or special meeting of the Board. The executive committee shall keep regular minutes of its proceedings and report the same to the Board when required.

ARTICLE VI

OFFICERS

Section 6.01:

The Board shall elect from among its members the following officers:

- A. A president who shall preside over both its meetings and those of the voting members and who shall be the chief executive officer of the Board. The president and/or an appointed delegate shall represent the Association at the Naperville Area Homeowners Confederation.
- B. One or more vice-presidents who shall assume the duties of the president if the president is unable to fulfill his/her duties.
- C. A secretary who shall keep the minutes of all meetings of the Board and of the voting members and who shall perform all the duties incident to the office of secretary.
- D. A treasurer who shall keep the financial records and books of account.

Section 6.02:

The president shall be the principal executive officer of the Association. Subject to the direction and control of the Board and the Association, he/she shall be in charge of the business of the Association; he/she shall see that the resolutions and directions of the Board are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board; and, in general, he/she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time. He/she shall preside at all meetings of the voting members and of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board or these By-Laws, he/she may execute for the Association certificates for its shares, and any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the Association 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. He/she may vote all securities which the Association is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Association by the Board.

Section 6.03:

The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his/her duties as the president may direct, and shall perform such other duties as from time to

time may be assigned to him/her by the president or by the Board. In the absence of the president or in the event of his/her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated by the Board, or by the president if the Board has not made such a designation, or in the absence of any designation, then in the order of seniority of tenure as vice president) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board or these By-Laws, the vice president (or each of them if there are more than one) may execute for the Association certificates for its shares and any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the Association 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.

Section 6.04:

The treasurer shall be the principal accounting and financial officer of the Association. He/she shall: a) have charge of and be responsible for the maintenance of adequate books of account for the Association; b) have charge and custody of all funds and securities of the Association and be responsible therefore and for the receipt and disbursement thereof; and c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board.

An audit of the books of account for the Association shall be conducted every three (3) years beginning in 2016 for fiscal year-ending March 31, 2016 by an independent committee of homeowners appointed by the Board. If no homeowners agree to serve on the audit committee, a financial review shall be conducted by a certified public accountant. The treasurer shall turn over all books, records, and documents in order for the audit to be conducted. If irregularities are reported in the audit, the Board may require one or more prior years to be audited if a majority of the Board members approve.

The Board shall have the authority, in its discretion, to obtain and maintain a fidelity bond or fidelity insurance covering all Persons, including any professional property manager and his or her employees, who control or disburse funds of the Association, for the maximum amount of coverage that is commercially available or reasonably required to protect funds in the custody or control of the Association, or any such other fidelity coverage which is required by law.

Section 6.05:

The secretary shall a) record the minutes of the voting members and the Board meetings in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; c) be custodian of the Association records and of the seal of the Association; d) keep a register of the post office address of each voting member which shall be furnished to the secretary by such voting member; e) sign with the president, or a vice president, or any other officer thereunto authorized by the Board, any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board or these By-Laws; and f) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her the president or by the Board.

ARTICLE VII

COMMITTEES

Section 7.01:

The Board, by resolution adopted by a majority of the directors in office, may designate one or more committees, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board in the management of the Association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him/her by law. The members of the committees may either be directors or members of the Association.

Section 7.02:

Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7.03:

One member of each committee shall be appointed chair.

Section 7.04:

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.05:

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.06:

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-for-Profit Corporation Act, 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 IX

AMENDMENTS

The provisions of these By-Laws may be changed, modified, or rescinded by an instrument in writing setting forth such change, modification, or rescission, certified by the secretary of the Board. Said change, modification, or rescission requires approval of a majority (41 members) of the total membership (one vote per home) of the Association present in person or by written proxy at a membership meeting duly called for this purpose. The presence in person at said meeting of the voting members of the Association having twenty percent (20%) of the total votes shall constitute a quorum, which is required in order for the meeting to be conducted.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 10.01:

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 10.02:

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by the members of the Association as delineated in the Declaration. Such authority may be general or confined to specific instances.

Section 10.03:

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the Association.

Section 10.04:

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

ARTICLE XI

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. The Board shall maintain those records required by the Act, and specifically Section 1-30(i) of the Act, and make such records available for examination and copying at convenient hours of weekdays by any member or lot owner in the Association, their mortgagees, and their duly

authorized agents or attorneys. A reasonable fee may be charged by the Board for the cost of retrieving and copying records properly requested.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall be fixed by resolution of the Board, that being April 1st of any given year through March 31' of the following year.

ARTICLE XIII

ORDER OF BUSINESS

Roberts Rules of Order shall decide all questions of order if such a motion is put forth at a meeting of the Association, and is approved by a majority of homeowners present.

ARTICLE XIV

DEFINITION OF TERM

The terms used in these By-Laws shall have the same definition as set forth in the Declaration, unless otherwise defined herein.

END OF TEXT OF BY-LAWS

This instrument was prepared by:

KEAY & COSTELLO, P.C.
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