



Glenbrook Countryside Property Owners Association

BYLAWS

APRIL 2008

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FOR
GLENBROOK COUNTRYSIDE
PROPERTY OWNERS ASSOCIATION
BYLAWS**

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GCPOA ORGANIZATIONAL CHART

GCPOA COMMITTEE FOR THE NEW BYLAWS

GCPOA MAP

**BYLAWS
GLENBROOK COUNTRYSIDE PROPERTY OWNERS ASSOCIATION**

**ARTICLE I
INTRODUCTION**

Section 1. Name of Organization The name of the organization shall be Glenbrook Countryside Property Owners Association, and further referred to as the Association. The Association is incorporated as a general Not-for-Profit Corporation in the State of Illinois. The mailing address of the Association shall be P.O. Box 342 Northbrook, IL 60065. Meetings of members and directors may be held at such places within the State of Illinois as may be designated by the Board of Directors.

Section 2. Date of Incorporation The Articles of Incorporation of the said Association were filed with the Office of the Secretary of State, of the State of Illinois on January 17, 1961. Certificate No. 15242 and recorded with document number 18069285.

Section 3. Offices The Association shall have and continuously maintain in this State a Registered Office and a Registered Agent whose Office is identical with such Registered Office. The agent shall be a member of the Association, and will be approved by the Board of Directors. The mailing address of the agent's office will be his property address in Glenbrook Countryside.

Section 4. Purpose The purpose of the Association is to promote and maintain the safety, stability and general welfare the community known as Glenbrook Countryside. The association will serve as a liaison (agent) with governmental authorities with regard to issues affecting our community. The Association will collect and distribute among the members of the Association information with respect to the care and concerns of the community.

**ARTICLE II
DEFINITIONS**

Section 1. Association Shall mean and refer to the Glenbrook Countryside Property Owners Association, its successors and assigns.

Section 2. Common Area/Common Property Shall mean all real property owned by the Association for the common use and enjoyment of the members of the Association.

Section 3. Covenants Shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Recorder of Deeds, Cook County, Illinois.

Section 4. Fiscal Year Shall be April 1st thru March 31st

Section 5. Lot Shall mean and refer to any plot of land shown upon any recorded Plat of subdivision (Document #13802722).

Section 6. Member Shall mean and refer to every person or entity that holds a membership in the Association.

Section 7. Owner Shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such as security for the performance of an obligation.

Section 8. Properties Shall mean and refer to any lot described as lots in the Plat of subdivision and such additions thereto that may be brought within the jurisdiction of the Association.

Section 9. Subdivision of Glenbrook Countryside Shall mean a subdivision, part of the North-East Quarter of Section Four (4) and the North-West Quarter of Section Three (3), all in the Township Forty-Two North, Range Twelve, East of the Third Principal Meridian in Cook County, Il.

ARTICLE III **MEMBERSHIP**

Section 1. General Any person or entity who is a resident or property owner of Glenbrook Countryside shall be eligible to be a member of the Association. There will be two levels of membership: voting members and non-voting members.

Section 2. Voting Member A voting member is a person or entity who owns property in the subdivision of Glenbrook Countryside, for whom dues have been paid.

Section 3. Non-Voting Member A non-voting member is a property owner who has chosen not to be a paid member or a non-property owner who resides in the subdivision of Glenbrook Countryside.

Section 4. Voting Rights Each owner is entitled to one vote for each property owned if dues for that property have been paid. If more than one person owns a lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot. A proxy shall be in writing, shall be signed by the member, shall state the specific meeting or meetings for which it is given and shall be filed with a member of the Board of Directors at least 48 hours prior to the meeting. Any proxy may be revoked in person or by a written document signed by the member granting such proxy.

Section 5. Dues The annual dues will be determined each year by the Board of Directors. Any change in the amount of dues will be presented at the Annual Meeting and voted on by the voting membership at that meeting. Voting membership shall run concurrent with the Association's fiscal year. Voting membership for each person shall terminate at the end of each fiscal year being March 31st. In order to vote at the Annual Meeting held in April, dues shall be payable in advance of April 15th of each year. No dues will be accepted at the Annual Meeting or any meeting at which a vote will be taken. Unless the payment of dues is received at least seven (7) days prior to the Annual Meeting, or any special meeting where a vote will be taken, the member will be considered a non-voting member for that meeting. Any person who is a member / owner of any household newly established within Glenbrook Countryside shall have the right to become a voting member of the Association by payment of dues. Voting rights will be established seven (7) days after receipt of dues.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General The business, property, and affairs of the Association shall be managed by a Board of Directors composed of twenty-three (23) members as follows: President, Vice President, Secretary (Recording), Treasurer and Corresponding Secretary, as the Executive Board, and eighteen (18) Area Directors, two representing each of the areas as defined by the attached map. All Directors shall be voting members of the Association and shall hold office for the term for which they are elected and until their successors are elected. No director shall receive any compensation for his services. The Board of Directors may appoint an Area Director to cover an area where a vacancy exists.

Section 2. Duties & Responsibilities

President: The President shall be the Principal Executive Officer of the Association and shall in general, supervise and direct all of the business and affairs of the Association. The President shall preside at all meetings. The President shall prepare the agenda for all Board of Directors, Annual and Special Meetings. The President shall co-sign with the Secretary (Recording) or any other officer authorized by the Board of Directors: any 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, these Bylaws or by Statute to some other Officer or Agent of the Association. In general, the President shall perform all duties incident to the Office of President and other duties as may be prescribed by the Board of Directors. The term of office for the President shall be one year. The President at the end of his term is responsible for transferring all of the current and previous records in his possession to his successor.

Vice President: The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Vice President shall preside over the Nominating Committee. The Vice President shall perform such other duties as may be assigned to the Vice President by the President or the Board of Directors. The term of office for the Vice President shall be one year. The Vice President at the end of his term is responsible for transferring all of the current and previous records in his possession to his successor.

Secretary (Recording): The Recording Secretary (to be known as "Secretary") will be Secretary to the Executive Board. The Secretary shall keep minutes at all business and board meetings. The Secretary shall keep all records of the Association (including committee reports) on file, shall maintain all official documents of the Association, including the Bylaws, rules of order, standing rules, correspondence, written requests for special meetings and minutes of meetings. The Secretary shall keep the Bylaws and other governing documents up-to-date with any changes made through the amendment process. The Secretary shall sign all minutes and other certified acts of the Association, unless the Bylaws specify differently. The Secretary is responsible for notifying all Board Members of forthcoming meetings. The Secretary is responsible for bringing to each meeting the minutes book, Bylaws, rules, membership list, lists of all committees and their membership, the agenda, records, ballots and any other necessary materials. The term of office for the Secretary shall be one year. The Secretary at the end of his term is responsible for transferring all of the current and previous records in his possession to his successor.

Treasurer: The Treasurer shall have custody of all funds and securities for the Association and is accountable for maintaining records pertaining to all transactions of funds and securities of the Association. The Treasurer will provide summary reports of receipts, and payments (Cash Flow); as well as of account balances, other securities and liabilities, and number of paid memberships (Balance Statement).

The financial reports shall be made to cover the quarterly periods ending June 30th, September 30th, December 31st and March 31st and an annual report covering the fiscal year ending March 31st and shall be presented to each member of the Executive Board no later than fifteen days following the dates stated here.

All reports shall follow the format of the previous reports, unless a change is requested with a majority vote of the Executive 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 him/her by the President or by the Executive Directors.

Any request by the majority of the Executive Board, with the Treasurer's vote being withheld, shall authorize an audit of any of the Treasurer's reports and supporting data. In the event of resignation or removal of the Treasurer, he shall, within ten days of the effective date, prepare and present to the President both the Cash Flow Report and the Balance Sheet Statement covering the period of time, since the last such report, and the financial status of the Association as of the effective date.

All funds will be kept in accounts registered in Banks, Trust Companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. Ownership of these accounts shall be clearly stated as: "Glenbrook Countryside Property Owners Association". Signature privileges for all asset accounts shall be established for the Treasurer, President, and Secretary. Two signatures will be required on any check exceeding fifty (50) times one annual membership. The Treasurer shall deposit funds into one of the managed accounts, within 30 calendar days of receipt. The term of office for the Treasurer shall be one year. The Treasurer at the end of his term is responsible for transferring all of the current and previous records in his possession to his successor.

Corresponding Secretary: The Corresponding Secretary will be the secretary for matters pertaining to the members of the association. The Corresponding Secretary is responsible for keeping records of the membership of the association, publishing the newsletter and coordinating the distribution of same. The Corresponding Secretary shall keep a register of the Post Office address of each member, and in general, perform all duties incident to the Office of Corresponding Secretary and such other duties which may be assigned to the Corresponding Secretary by the President or the Board of Directors. The term of office for the Corresponding Secretary shall be one year. The Corresponding Secretary at the end of his term is responsible for transferring all of the current and previous records in his possession to his successor.

Area Director: An Area Director is responsible for representing the interests of the residents in his assigned area at the meetings of the Board of Directors. An Area Director shall attend Board of Directors meetings as a voting member and inform the Board of Directors of residents' concerns. An Area Director is responsible for notifying residents in his area of water, gas or electric service interruptions and boil water orders. An Area Director is responsible for notifying his area residents of special neighborhood events and passing out informational flyers pertaining to these events along with the newsletter *News Notes*. An Area Director is to welcome all new residents and make sure that they are given a copy of the Glenbrook Countryside Property Owners Association Information Handbook & Telephone Directory and an explanation of the information contained within. An Area Director is also responsible for securing residence information for the Association's telephone directory. The term of office for the Area Directors shall be two years. One of the two (2) Area Directors in each area will be designated as "even" and the other will be designated as "odd". The designation is solely for the purpose of determining when the term had ended, with elections for the odd number areas being held in odd years and the even number areas being held in even numbered years. The Area Director at the end of his term is responsible for transferring all current records in his possession to his successor. (Amended November 3, 2014)

Section 3. Eligibility Only a voting member who is a resident of Glenbrook Countryside will be eligible to run for an office.

Section 4. Nominations At the first regular Board meeting held after the first of each calendar year, a Nominating Committee will be appointed by the Board of Directors consisting of any Board Member(s) and /or voting member(s) of the Association. The committee will be chaired by the current Association's Vice President and consist of at least four (4) additional members of the Association but no more than nine (9) members including the Vice President.

The duty of the Nominating Committee is to find the best candidate to fill each of the available offices. Persons serving on the committee are eligible to be nominated for office.

The Vice President will provide the committee a copy of the list of eligible members, the Bylaws, a description of the duties of each office and eligibility requirements. The committee will carefully review the list of eligible members, and select the people who they think will best perform the duties of each office. A member of the committee will then call each nominee to see if they are willing to serve if elected. If someone is not willing to serve, the committee must find another candidate. If no candidate is found, the committee may leave that slot open for nominations from the Board of Directors.

The proposed slate of nominees should be presented at the Board of Directors meeting no later than the last meeting prior to the Annual Meeting. Once the Nominating Committee recommendations are presented the President should open nominations from the rest of the Board. A member should know beforehand if the person they wish to nominate is eligible and willing to serve. Nominations from the floor do not have to be seconded.

Section 5. Elections The election to the Board of Directors shall be by closed written ballot at the Annual Meeting which takes place each year in the month of April. Prior to voting, the President will open the floor to nomination. The nominee must be present at the annual meeting, and must be a voting member who is also a resident of the subdivision.. At such election the voting members or their proxies may cast a vote, for each vacancy. The election will be held by a slated ballot with room for write in candidates, who must also satisfy the eligibility requirements. All eligible candidates shall have a reasonable opportunity to communicate their qualifications to the Members at the Annual Meeting. The person receiving the largest number of votes for each open office shall be elected to that office.

Section 6. Meetings

Regular Meetings: The Board of Directors shall hold a monthly meeting on established, consistent dates which shall be determined at the start of each fiscal year. The President shall fix the time and place of each meeting. A meeting may be canceled at the discretion of the President; however this must be determined at the prior month's meeting. The meeting shall be held no earlier than 7:00 pm or later than 9:00 pm. (Amended/Approved February 5, 2018)

All members of the Association shall have the right to attend any Regular or Special Meeting of the Board of Directors and, subject to the control of the President, shall have the right to participate therein; provided however, that no member so attending or participating shall have the right to vote on any matter unless they are also a member of the Board of Directors.

Special Meeting: A Special Meeting of the Board of Directors may be called at any time by the President or by any four directors. The person or persons calling the Special Meeting shall fix the date, time and place of such meeting, provided that all Special Meetings shall be held on weekdays no earlier than 7:00 pm and no later than 9:00 pm and shall be at an appropriate location within a radius of five (5) miles of Glenbrook Countryside. The person or persons calling such meeting shall deliver to the Secretary a written request, signed by all of them, setting forth the purpose(s), date, time and place of such meeting. Such request shall be delivered at least seven days prior to the date specified for such meeting.

Notice of Meetings: Written or verbal notice stating the place, day and hour of all Regular or Special Meetings of the Board of Directors shall be delivered, personally, by mail or e-mail to each member of the Board of Directors, not less than seven (7) days before the date of such meeting. If mailed, the Notice shall be deemed delivered when deposited in the U.S. Mail addressed to the person to whom it is directed at his/her address as it appears on the Records of the Association, with postage thereon prepaid.

Section 7. Quorum and Voting: Twelve (12) members of the Board of Directors shall constitute a quorum for the transaction of business at any Board of Directors meeting. Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote at any Board of Directors meeting. A simple majority of the members of the Board of Directors present, assuming there is a quorum, shall determine the outcome of the vote.

Action by the Board of Directors may be taken at any meeting of the Board of Directors, at which a quorum is present and a majority vote of the Board of Directors is obtained.

There may be issues of such importance that a two-thirds (2/3rds) majority of the members of the Board of Directors present is required to determine the outcome of the vote. These matters would require notice be given to each member of the Board of Directors a minimum of seven (7) days prior to a scheduled meeting. These issues would include but not be limited to:

- Expenditures exceeding fifty (50) times one annual membership
- Changes or amendments to the By Laws
- The establishment or dissolution of a Standing Committee or an Executive Committee

Proxies will not be recognized at meetings of the Board of Directors. (Amended February 3, 2014)

Section 8. Resignation, Removal and Vacancies Any member of the Board of Directors (Executive or Area Director) may resign by written notice directed to the Association's Recording Secretary. Any member of the Board of Directors who fails to attend three (3) consecutive Board of Directors Meetings may be removed by action of the Board of Directors. A member of the Board of Directors can be removed for due cause by a two-thirds (2/3rds) majority vote of the entire Board of Directors. The Board of Directors shall fill any vacancy occurring with a simple majority vote. A director appointed to fill a vacancy must be a voting member who is a resident. The director appointed by the Board of Directors shall serve for the unexpired term of his predecessor in the office.

ARTICLE V **MEETINGS OF THE ASSOCIATION**

Section 1. Annual Meetings The Annual Meeting of the Association, which includes the Board of Directors and the entire membership, shall be held on the 4th Wednesday of April each year. The President shall fix the time and place of the Annual Meeting. If for some reason the Annual Meeting cannot be held on the 4th Wednesday in April, the President shall reschedule the Annual Meeting, to take place at a later date, within thirty (30) days of the original date.

Section 2. Special Meetings A Special Meeting of the members of the Association may be called at any time by the President or by a majority of the Board of Directors. The person(s) calling a Special Meeting shall fix the date, time and place of such meeting, provided that all Special Meetings shall be held weekdays no earlier than 7:00 pm and no later than 9:00 pm and shall be at an appropriate location within a radius of five (5) miles of Glenbrook Countryside. The person(s) calling such meeting shall deliver a written and signed request to the Secretary, setting forth the purpose(s), date, time, and place of such meeting. Such request shall be delivered at least ten (10) days prior to the date specified for such meeting to the Secretary of the Association. The Secretary shall prepare and deliver notices of such meeting to members of the Association. At any Special Meeting only the business pertaining to the purpose(s) specified in the written request will be addressed.

Section 3. Notice of Meetings Written notice stating the place, day and time of all meetings shall be delivered, either personally, by e-mail or by U.S. mail, to each member of the Association, not less than seven (7) days prior to such meeting. If mailed, the notice shall be deemed delivered when deposited in the U. S. Mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid. If e-mailed, the notice shall be deemed delivered when sent to the most recent address supplied by the intended recipient. E-mail address changes are accepted with membership payments or by written notice to the Association through the U.S. Postal Service.

Section 4. Voting, Quorum and Proxies At any meeting of the Association, the voting rights of each member shall be governed by Article III.

All proxies shall be in writing, signed by the member, state the specific meeting or meetings for which it is given and shall be filed with a member of the Board of Directors at least forty-eight (48) hours prior to the meeting. Each proxy must designate the person the member wishes to exercise his proxy vote and how he should vote on each issue to be presented. A proxy may be revoked in person or by a written document signed by the member granting such proxy.

A quorum of the Board of Directors needs to be present to hold an Annual Meeting.

ARTICLE VI **COMMITTEES**

Section 1. General The Board of Directors may form committees to conduct business for the Association as it shall, in its sole and exclusive discretion, determine. Appointment to, and removal from, membership of any committee shall be at the discretion of the President and the Board of Directors. Each committee shall have such power, authority, function and duration as determined by the Board of Directors.

The Board of Directors shall specify a Purpose and Structure (P&S) for each Committee. The Committee shall appoint a chairperson who will be responsible for calling and conducting all committee meetings. A statement defining the P&S of the committee will be included in the minutes of the meeting of the Board of Directors. The P&S will include a brief description of the purpose of the Committee including guidelines and limitations on expenditures. A committee will contain at least one (1) member who is on the current Board of Directors. Members of a committee are not required to be voting members of the Association; a member could be a renter living in our subdivision, a consultant or expert that does not live in our subdivision. The committee, while in existence, will be required to present a report to the Board of Directors on any significant activity at each monthly meeting.

Section 2. Ad Hoc Committee The Board of Directors may establish a “Special/ Ad Hoc” Committee whose function is expected to perform narrowly-defined duties for a limited duration, usually less than six-months. At the end of the committee’s services, it is expected to provide a summary report to the Board of Directors.

An example of this type of committee would include the organization of a committee that would consider the design and replacement of subdivision signage or other current issues.

Section 3. Standing Committee The Board of Directors may designate the status of “Standing Committee” when the committee is expected to perform its duties over a lengthy period of time, usually longer than 6-months, with intermittent action as needed in support of interests that may bridge across differing terms of the Board of Directors. The committee is expected to file monthly reports as needed to the Board of Directors, or when there has been significant activity. At the end of the committee’s services, it is expected to provide a summary report to the Board of Directors.

An example of this type of committee would include the Events Committee or the Nominations Committee.

Section 4. Executive Committee The Board of Directors may designate a committee the status of “Executive Committee” when that committee is expected to have and exercise specific authority of the Board of Directors in management of the affairs of the Association. An Executive Committee shall contain at least two (2) members of the Board of Directors. In order to attain “Executive Committee” status, the committee is expected to perform, or interact with persons performing, services considered regulatory or professional in nature.

An Executive Committee may exist for a period of longer than one year. It is expected to file summary reports for the Annual Meeting, summary reports to the Board of Directors of its action at least quarterly, and reports of significant activity when deemed appropriate. Upon termination, the committee will submit a summary report to the Board of Directors.

An example of this type of committee would include the Covenants, Building & Zoning Compliance Committee.

ARTICLE VII

BOOKS, RECORDS AND FINANCIAL REPORTS

Section 1. Inspection of Records Current copies of the governing documents, books, records and financial statements of the Association shall be available for inspection by owners who are voting members with reasonable notice and arrangement with the Secretary of the Association. The Board of Directors may establish reasonable rules concerning the payment of the cost of reproducing copies of documents requested by a voting member.

Any current member of the Board of Directors shall have the right with reasonable notice to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make abstracts and copies of documents at his own expense.

Due to the sensitive and confidential nature of the information given to the CBZCC, all records (including, but not limited to, architectural/engineering drawings, personal data and electronic files) pertaining to the review and approval process of the committee will be maintained private and unavailable to anyone outside of said committee

Section 2. Inspection of Bylaws The Secretary of the Association shall keep copies of the Bylaws as amended, which shall be available for inspection by all of the members at a reasonable time to be arranged with the Secretary.

Section 3. Records of the Association The records of the Association are as follows but are not limited to: Agendas, minutes, written reports of the Board of Directors, insurance policies and riders, covenants, bank statements, financial records, receipts, Articles of Incorporation and contracts. Refer to Article IV, Section 2.

Section 4. Archiving of Original Records The Association shall keep and maintain a safety deposit box at a local bank for the purpose of safe keeping of the original Articles of Incorporation, Bylaws and other irreplaceable documents deemed important by the Board of Directors.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order: Simplified and Applied*, shall govern meetings where they are not in conflict with the Bylaws rules of order.

ARTICLE IX

AMENDMENTS

These Bylaws can be amended, altered or appealed by the action of the general membership at any Annual or Special Meeting providing that previous notice is given in writing and sent by U.S. Mail to all members of the Association by the Secretary at least 30 days in advance of the meeting.

ARTICLE X

INSURANCE AND INDEMNIFICATION

Section 1. Insurance. General Liability The Association shall at all times maintain general liability insurance covering bodily injury and property damage resulting from activities of the Association. Any member of the Association shall also be insured, but only with respect to their liability for Association Activities or activities they perform on behalf of the Association. The liability insurance policy is expected to be suitable for any organization operating as a not-for-profit property owners association. Such a policy is expected to have reasonable exclusions for intentional acts, contractual liability, liquor liability, obligations covered under other coverage such as Workers' Compensation, etc.

The minimum limits for liability coverage shall be aggregate coverage including costs of legal defense of \$1,000,000 per occurrence, and \$2,000,000 per year. The policy may include a provision for a deductible amount if such a policy exists and offers reasonable reduction in premium.

Section 2. Insurance. Management and Organization Liability The association shall at all times maintain insurance covering any claim against the Association or its insured members. Insured members shall include any person who was, is now, or shall become: (1) a duly elected or appointed officer or director; or (2) employees, members of duly constituted committees or volunteers. Claims shall include criminal or civil proceedings, or formal administrative or regulatory proceedings commenced by the filing of charges for a wrongful act.

The minimum limits for this coverage shall be aggregate coverage including costs of legal defense of \$1,000,000 for all claims first made during the policy period (expected to be one year).

Section 3. Indemnification Insurance of the type described in Section 2 allows coverage for an indemnified loss. An indemnified loss shall mean (1) Loss which the Association becomes legally obligated to pay as the result of a claim made against it during the insured policy period, and (2) Loss for which the Association grants indemnification to any insured person.

The Association shall indemnify and hold harmless every Director and officer, their heirs, executors and administrators, against all loss, cost, judgment and expense, including attorneys' fees, which may be imposed upon or reasonably incurred by them in connection with or arising out of the defense or settlement of any claim, action, suit or proceeding to which they may be made a party by reason of their being or having been a director or officer of the Association whether or not they are an officer or director at the time of incurring such loss, cost, judgment or expense, except as to matters as to which they shall be finally adjudged in such action, suit or proceeding to have been guilty of willful or fraudulent conduct detrimental to the best interests of the Association. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Board of Directors has agreed on behalf of the Association that the person to be indemnified has not been guilty of willful or fraudulent conduct detrimental to the best interests of the Association in the performance of their duty as a director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of the other rights to which such director or officer may be entitled. All liability, loss, damage, cost and expenses incurred or suffered by the Association by reason of, or arising out of, or in connection with the foregoing indemnification provisions shall be deemed to obligate the Association to indemnify any Owner who is or has been a director or officer of the Association, with respect to any duties or obligations assumed or damages or liabilities incurred by them solely in their capacity as an Owner.

ARTICLE XI **DISSOLUTION**

Section 1. Dissolution A decision to dissolve the Corporation and to distribute the Corporation's assets shall require an affirmative vote by two-thirds (2/3) of the Board of Directors, at any regular or special Board meeting, provided that written notice of such meeting has been delivered at least ten (10) days prior to the meeting and includes a full description of the plan of dissolution. The plan will then be presented to the entire voting membership of the Association at an Annual or Special Meeting that has been properly called. It will take a majority of all voting members present to pass the resolution.

Section 2. Distribution of Assets In the event of liquidation or dissolution of the Corporation, the assets of the Corporation received from any source whatever, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the laws of the State of Illinois, to an appropriate public agency or municipal association to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit organization, trust or other organization devoted to such similar purposes as shall at the time qualify as an exempt organization(s) under 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII **MISCELLANEOUS**

In the event of a conflict between the Declaration of Restrictions (Covenants) and the Bylaws, the Covenants shall control.

Whenever the context of these Bylaws so requires, the singular shall include the plural, and the masculine shall include the feminine.

ARTICLE XIII **AMENDMENTS TO BYLAWS**

ARTICLE IV SECTION 7 QUORUM AND VOTING: Quorum for board meetings reduced to 9 from 12 - Approved, February 3, 2014. Page 6

ARTICLE IV SECTION 2 DUTIES AND RESPONSIBILITIES:

Area Director: An Area Director is responsible for representing the interests of the residents in his assigned area at meetings of the Board of Directors. An Area Director shall attend Board of Director's meetings as a voting member and inform the Board of Directors of residents' concerns.

An Area Director is to welcome new residents and make sure that they are given a copy of the Glenbrook Countryside Property Owners' Association Information **Brochure and a Map** with an explanation of the information contained within. An Area Director is also responsible for securing resident information for the Association's **Corresponding Secretary**.

The term of office for the Area Director shall be two years. One of the two (2) Area Directors in each area will be designated as "even" and the other will be designated as "odd". The designations are solely for the purpose of determining when the term has ended, with the elections for the odd number areas being held in odd years and the even number areas being held in even numbered years.

The Area Director, at the end of his term, is responsible for transferring all current records in his possession to his successor. Approved, November 3, 2014. Page 5

ARTICLE IV SECTION 6 MEETINGS:

REGULAR MEETINGS: Amended from monthly meetings to: The Board of Directors shall hold quarterly meetings. The President shall fix the time and place of each meeting. A meeting may be canceled at the discretion of the President; The meeting shall be held no earlier than 7:00 pm or later than 9:00 pm. Approved/Amended February 5 2018.


CERTIFICATION

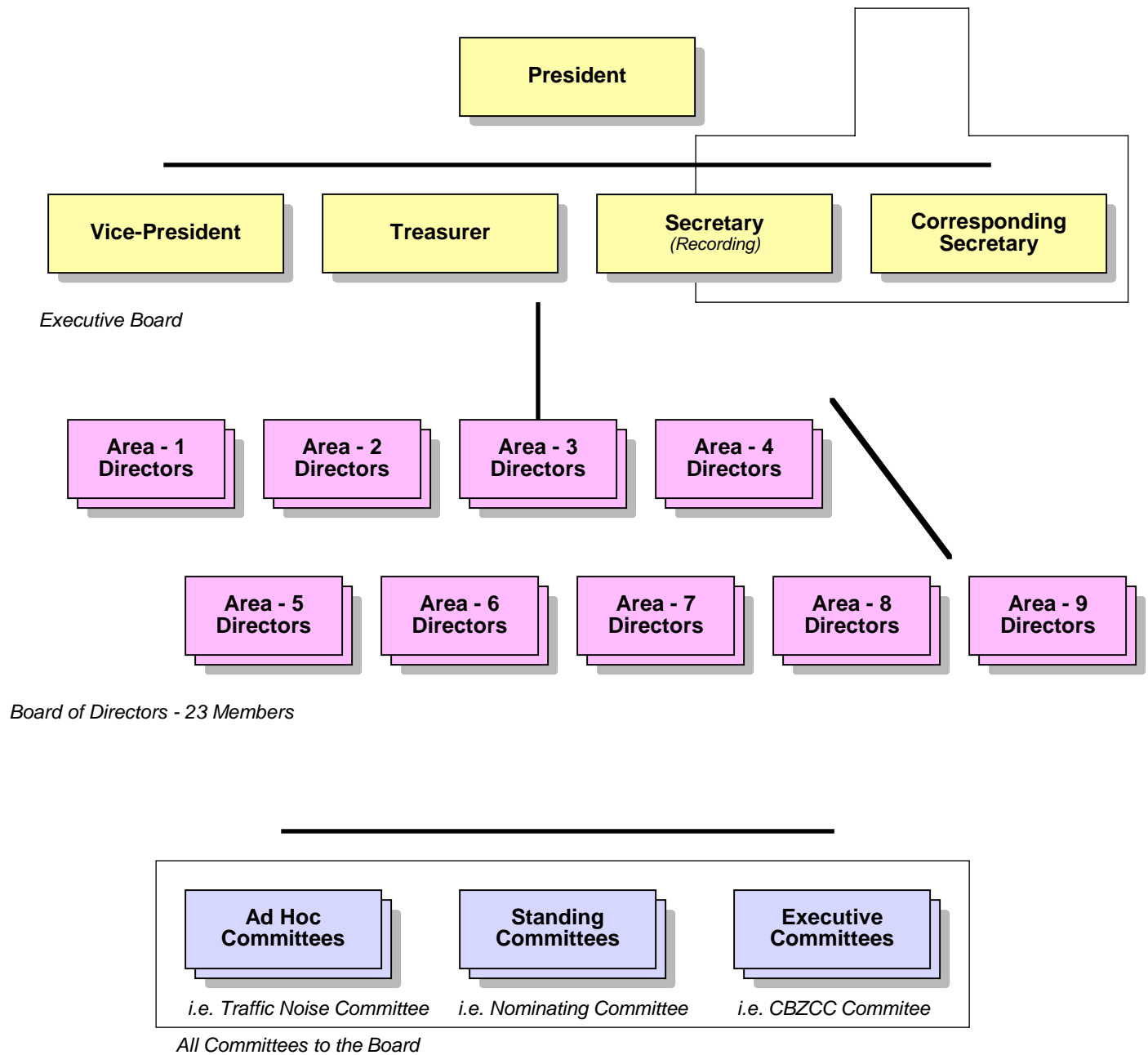
I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Glenbrook Countryside Property Owners Association, an incorporated association.

That the foregoing Bylaws constitute the current Bylaws of said Association as duly adopted at the Annual Meeting of the Board of Directors thereof held on the 23rd day of April, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 23rd day of April, 2008.

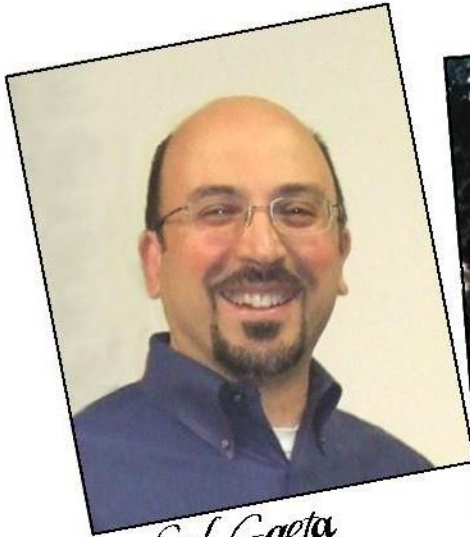

Secretary
(SEAL)



GCPOA Organizational Chart

GLENBROOK COUNTRYSIDE PROPERTY OWNERS ASSOCIATION

COMMITTEE FOR THE NEW BYLAWS



Sal Gaeta



Louise Ristow



Jim Stone



Lenny Goldfarb



Leslie Pomerance



Sheryl Flood



Ken Smith



Meha Smith

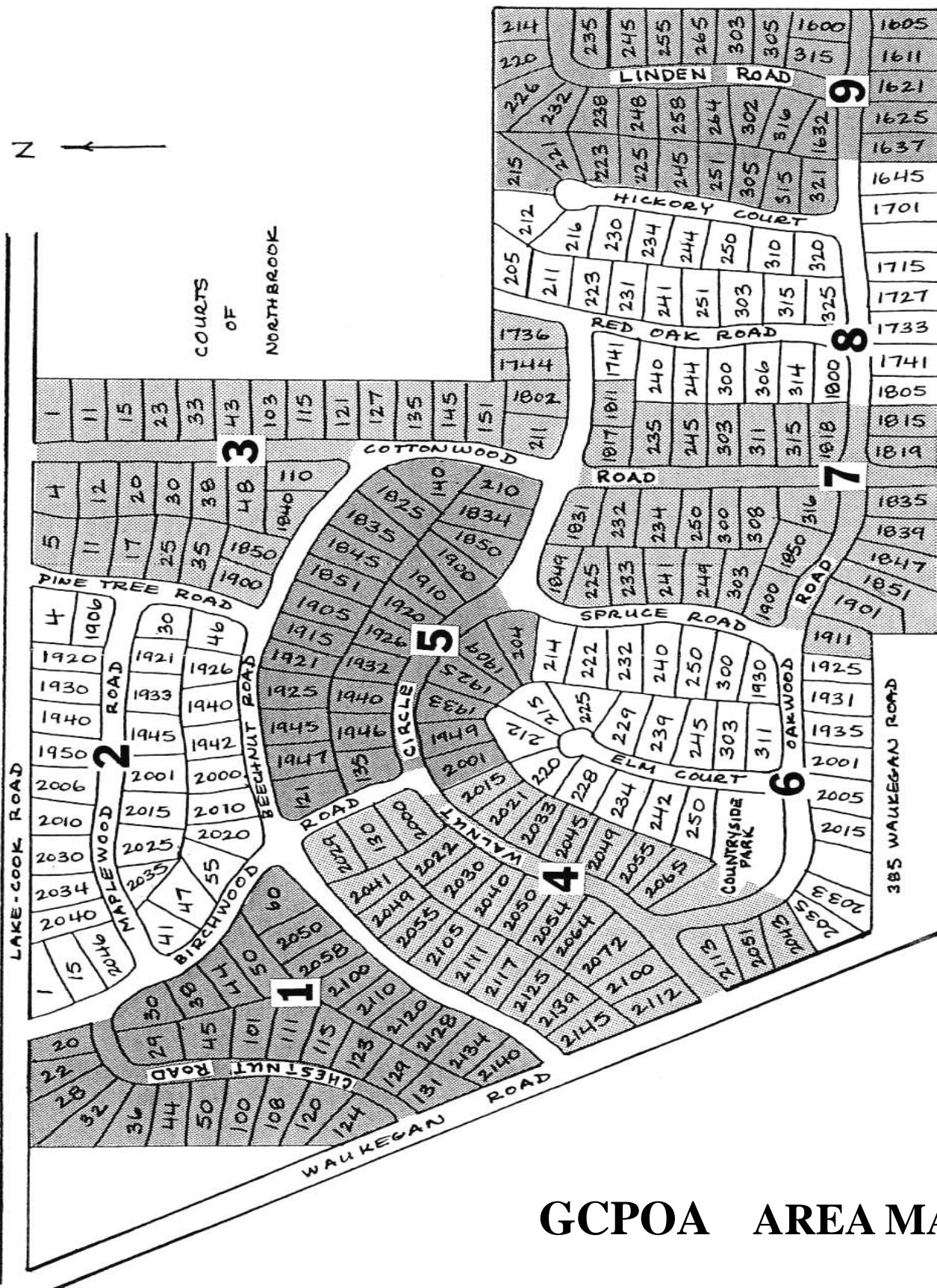
AUGUST 14th 2007 - FEBRUARY 17th 2008

Michelle Gaeta

Not Available



COURTS
OF
NORTHBROOK



GCPOA AREA MAP