

M.P.O.A. Bylaws

ARTICLE I

Section 1. The name of this corporation shall be MASTER PROPERTY OWNERS' ASSOCIATION, INC. FOR THE WONDER LAKE, ILLINOIS AREA. (Revised 9/13/2023)

Section 2. This Corporation (hereinafter referred to as the M.P.O.A.) is an Illinois not for profit corporation, chartered by the Secretary of State on September 18, 1965, as provided by the General Not For Profit Act of Illinois, approved July 17, 1943, in force January 1, 1944.

Section 3. The principal office of the M.P.O.A. shall be located in the area known as Wonder Lake situated in McHenry and Greenwood Townships, McHenry County, Illinois.

Section 4. This Constitution and the By-Laws together shall be taken and applied as the code of rules adopted for the regulation and management of the affairs of the M.P.O.A.

Section 5. The term Wonder Lake, Illinois Area as used herein shall be considered as consisting of only that property which has lake rights by or through deeds, contracts, or agreements of the Wonder Lake Syndicate and/or the M.P.O.A.

Section 6. The M.P.O.A. consists of the following subdivision associations, and owners of unsubdivided properties represented by McHenry County permanent property index numbers set forth opposite an individual owner's name. (Revised 9/13/2023)

1. Deep Springs Woods Country Club Association
2. Deep Springs Woods Association
3. Hickory Falls Association
4. Hickory Falls #3 Property Owners Improvement Association
5. Highland Shores Property Owners, Inc.
6. Indian Ridge Improvement Association, Inc.
7. Lookout Point Community Association, Inc.
8. Mathews Unsubdivided Property - 09-18-351-027
9. McGuire Unsubdivided Property (McGuire Shelter) - 08-24-201-002
10. McGuire Unsubdivided Property (McGuire Living) - 08-24-100-017
11. Meadows of West Bay
12. Oakwood Shores
13. St. Francis Heights Property Owners Association
14. Shore Hills Country Club
15. Sunrise Ridge Property Owners Association, Inc.
16. Sunrise Ridge Estates Units 1 & 2 Homeowners Association
17. WAM Holding LLC (Dennison Property) - 08-13-453-005
18. White Oaks Bay Association
19. The Wildwood Association Of Lookout Point
20. Wonder Center Property Owners' Association
21. Wonder Woods Association, Inc.
22. Wooded Shores Property Improvement Association, Inc.
23. Unsubdivided property with lake rights as described in Article II, Section 2, owned by the David Joslyn Trust (Amended 9-15-11, Added Change in name of Subd'n Item 22), (Amended 10-13-21, Added new Member, Item 17)
- 24.

Section 7. The terms 'subdivision(s) or unsubdivided property(ies)' as used throughout these By-Laws shall refer to the subdivisions and unsubdivided properties represented by the associations or property index numbers listed above in Section 6. (Added 9/13/2023)

ARTICLE II PURPOSE

Section 1. To conduct and promote the Wonder Lake Recreation Area for the improvement of civic and social welfare and to control and maintain the lake bottom and other community property pertinent thereof, and do any and all acts necessary to further said objects.

Section 2. To limit the use of Wonder Lake to those property owners who have lake rights by or through deeds, contracts or agreements with the Wonder Lake Syndicate or the M.P.O.A.

ARTICLE III MANAGEMENT

Section. 1. Subject to the approval of the Directors, the M.P.O.A. shall be managed by a Board consisting of five (5) officers.

Section 2. The officers of the M.P.O.A. Board shall be: President; 1st Vice-President; 2nd Vice-President; Secretary; and Treasurer, and shall constitute the managing body of the M.P.O.A. In the absence of the President, the other officers shall preside in the order hereinbefore named. (Revised 9/13/2023)

ARTICLE IV ELECTION OF OFFICERS

Section 1. Officers shall be elected by a majority vote of the Assembly of Delegates at the regular Annual Delegates' Convention

Section 2. Elected officers may be either Directors or Delegates, except that no two (2) officers may be elected from the same subdivision or unsubdivided property.

Section 3. All officers shall be elected to hold office for a term of two (2) years or until their successors are elected. The terms will begin on the 1st of January after the elections and end on the 31st of December following the election of a successor.

(Revised 9/13/2023)

Section 4. Officers will be elected in the following sequence:

- A. Even Year Terms: President; 2nd Vice-President; Treasurer.
- B. Odd Year Terms: 1st Vice-President; Secretary will take office on the 1st day of January the year following their election.

For example, the President (an even year term) would be elected at the annual meeting in 1999 and take office starting January 1, 2000 thru December 31, 2001. (Revised 9/13/2023)

Section 5. A nominating committee of three (3) Directors will be appointed from the floor by the President, subject to approval by the Directors at the regular June Directors' meeting. The nominating committee will interview possible candidates (Directors or Delegates) for office on the M.P.O.A. Board, and submit their recommendations to the M.P.O.A. secretary one month before the regular Annual Delegates' Convention.

Section 6. Nominations from the floor and write-in candidates will also be accepted at the regular Annual Delegates' Convention.

Section 7. The election for any office must be by secret ballot when 2 or more candidates are nominated for an officer's position. Three (3) tellers (Delegates) will be appointed by the President (subject to approval by the Delegates) to take charge of such balloting and to report the results thereof to the presiding officer. After the results of the balloting have been confirmed, announced, and recorded, the tellers will immediately destroy the ballots. (Revised 9/13/2023)

ARTICLE V DUTIES OF OFFICERS

Section 1. Subject to approval by the Directors the officers shall manage and direct the activities and business of the M.P.O.A. and, by appointment, fill all officer vacancies.

Section 2. The officers shall prepare an Annual Balanced Budget which shall be presented for approval at the regular Annual Convention. The budget shall list the basic categories of M.P.O.A. income and expenditures and shall be distributed to all Delegates along with the notice of the regular Annual Convention. Following approval of the proposed Annual Balanced Budget by the Delegates, all future budgetary amendments must have Director approval. (Revised 9/11/96)

Section 3. The officers may obtain legal advice when deemed necessary. Their records shall show the written legal advice on which they acted or refrained from acting. (Revised 9/13/2023)

Section 4. The President shall be the Chief Executive Officer of the M.P.O.A. and shall preside at all meetings and call special meetings when necessary or legally requested to do so. The President may appoint committees and/or commissions (subject to approval by the Directors) and have general supervision of all matters pertaining to the M.P.O.A.

Section 5. The President shall be ex-officio member of all committees and/or commissions.

Section 6. Nothing herein shall prohibit the President from appointing any member property owner possessing specialized training, knowledge or experience, who is not a Delegate or Director to any committee or commission.

Section 7. It shall be the duty of the 1st and 2nd Vice-Presidents to assist the President, and, in his/her absence, act in the order named in the performance of the duties of the President.

Section 8. The Secretary shall be responsible for the minutes of all Directors' and Delegates' meetings, conduct correspondence, issue notices, keep the roll of Officers, Directors, Delegates, and Committees/Commissions, and discharge such other duties as pertain to his/her office as assigned by the President. The Secretary shall also prepare all bills, notices of dues payable and shall be the recipient of such dues, also keeping proper account. All funds collected will be transferred to the Treasurer. The Secretary will prepare a voucher for all bills approved by the officers and present the vouchers to the Treasurer for payment.

(Revised 9/13/2023)

Section 9. The Secretary or Treasurer shall deposit all funds in a suitable bank or trust company previously approved by the officers. The Treasurer shall not disburse any funds without a voucher approval in writing by any two officers. . All checks must be signed by any two officers. The Treasurer shall prepare monthly reports to the officers. (Revised 9/13/2023)

Section 10. One or more Recording Secretary/Secretaries may be appointed by the President (subject to approval by the Directors). His/her duties will be to take minutes of all meetings and such other duties as the Secretary or Treasurer may assign. The Recording Secretary need not be a Delegate or Director and may be paid a salary as determined by the Directors.

(Revised 9/13/2023)

Section 11. The accounts of the Treasurer shall be reviewed annually by a CPA who shall be appointed by the officers. The President shall have the authority to request an audit of the financial records of the M.P.O.A. at any time. A copy of the audit shall be delivered to each Director at the same time it is delivered to the President. (Revised 9/13/2023)

Section 12. Upon a two thirds (2/3) vote of the assembly of Delegates, any officer may be removed from his/her office for failure to attend three or more meetings without reasonable justification or for failing to perform other duties of office. Notice of the proposed removal shall be delivered to or personally served upon the officer at least 20 days prior to the meeting at which action is to be considered.

ARTICLE VI REPRESENTATION

Section 1. Member subdivisions and unsubdivided property shall be represented accordingly: Subdivisions shall be represented by one (1) Delegate for each one hundred (100) lots or fraction thereof. Unsubdivided property shall be represented by one (1) Delegate for each twenty (20) acres or fraction thereof. Each Delegate shall be entitled to one (1) vote.

Section 2. Delegates and Directors may be either elected or appointed according to the by-laws or agreements of their respective subdivision or unsubdivided property except that all Delegates and their 1 Director shall be owners of property from within the subdivision they are selected to represent, or owners of their unsubdivided property. (Revised 9/13/2023)

Section 3. Thirty (30) days prior to the regular Annual Delegates' Convention, each member subdivision or unsubdivided property must provide the Secretary of the M.P.O.A. with the name, street address, email address, and telephone number of its Officers, Delegate(s), and their Director. (Revised 9/12/12, 9/13/2023)

ARTICLE VII VOTE ALLOCATION

Section 1. At Directors' meetings, each Director's vote shall be weighted according to the same formula for Delegates established in Article VI, Section 1, except that the number of Delegates represented by each individual Director shall first be taken into account before the formula is applied.

Section 2. At Delegates' Conventions each Delegate or Delegate's proxy shall have one (1) vote.

Section 3. Voting Options. Yes - Supports the motion. No - Does not support the motion. Pass/Abstain - shall be counted with the prevailing side. A Director or Delegate has the right to change his/her vote up to the time the vote is finally announced. After that, he/she can make the change only by permission (a majority vote) of the assembly.

ARTICLE VIII PROXY REPRESENTATION

Section 1. Directors: Directors will not be permitted to vote by proxy.

Section 2. Delegates: When a Delegate is unable to attend a particular Convention Meeting, he/she may grant a proxy to another Delegate from his/her subdivision or unsubdivided property. When a subdivision or unsubdivided property is represented by only one (1) Delegate, that Delegate may grant his/her proxy to another member of his/her subdivision or unsubdivided property, subject to approval by his/her subdivision or owners of the unsubdivided property.

Section 3. When a subdivision or unsubdivided property is represented by only one (1) Delegate, that Delegate will be considered their Director. Consequently, the rule for representation for Directors will apply for Directors' Meetings and the rule for Delegates' representation will apply for Delegates' Conventions.

Section 4. All proxies must be executed in writing by the Delegate or the Delegate's duly authorized attorney in fact and may carry instructions as to their use. Proxies shall be presented to the Secretary and their substance noted in the minutes of the meeting.

Section 5. The Secretary shall provide the appropriate proxy form with instructions to be sent with each notice of a meeting.

ARTICLE IX MEETINGS

Section 1. Regular Directors' Meetings will be held on the second Wednesday of the month, at seven (7) P.M. A quorum of the officers may change the date of a scheduled Regular Directors' Meeting with at least ten (10) days notice. The place for each meeting will be determined by the officers. The officers will set the agenda. However, any Director may place an item on the agenda for consideration at the next meeting. A quorum of the officers may call a Special Directors' Meeting at any time. (Revised 9/13/2023)

Section 2, The Convention of Delegates will be held on the second Wednesday of September, before the regular September Directors' Meeting. A quorum of the officers may call a Special Convention meeting at any time.

Section 3. The Secretary shall give notice of regular or special Directors' Meetings and regular or special Convention Meetings to all: Directors; Delegates; Subdivision Presidents; Subdivision Secretaries; Owners of Unsubdivided Property. Written notification shall include: An Agenda, Previous Minutes Treasurer's Report. Such notification shall be sent no later than ten (10) days prior to the meeting unless the agenda includes any of the following items for consideration, in which case, notification shall be sent no later than twenty (20) days prior to the meeting: Mergers; Consolidation; Dissolution or sale, lease, or exchange of assets; Granting of lake rights; By-law amendments.

Section 4. Order of Business. The following order of business is intended as a guide to the Directors, Delegates and Officers in planning the agenda for the meetings. A change in the order the items appear on the agenda can be accomplished by a simple majority vote of the officers. (Revised 9/13/95)

Directors' Meetings	Delegates' Convention
I. Call To Order	I. Call To Order
II. Establish Quorum - Roll Call	II. Establish Quorum - Roll Call
III. Approval of Previous Minutes	III. Approval of Previous Minutes
IV. Treasurer's Report	IV. Annual Budget
V. Communications	V. Election of Officers
A. Correspondence	VI. Public Comments
B. Public Comments	VII. Unfinished Business
VI. Committee/Commission Reports	VIII. New Business
VII. Unfinished Business	IX. Adjournment
VIII. New Business	
IX. Adjournment	

Section 5. All discussion shall be limited to agenda items. Emergency matters may be considered if submitted in writing prior to the commencement of either Directors' or Delegates' Meetings and approved by a three-fourths (3/4) majority vote of the Assembly.

Section 6.

- A. The President may call emergency Directors' Meetings or emergency Delegates' Conventions on a minimum of one day notice by personal contact or telephone call to each Director and/or Delegate.
- B. If the President is unavailable or refuses to call an emergency Directors' Meeting for any reason, the Vice-President or any other officer with concurrence of one (1) Director may call an emergency Directors' Meeting.
- C. If the President is unavailable or refuses to call an emergency Delegates' Convention for any reason, a written request by twenty-five (25) or more Delegates shall be sufficient to direct the officers to call an emergency Delegates' Convention.

Section 7. Quorum. Three (3) officers shall constitute a quorum for all officers' meetings. Fifty (50) percent of all Delegates of record and three (3) officers shall constitute a quorum for all Directors' or Delegates' Meetings. (Revised 9/13/2023)

ARTICLE X

Section 1. Annual Dues

- A. The annual dues shall be approved at the same time as the annual proposed budget. (Revised 9/11/19, 10/12/22)
- B. As a condition of the granting of lake rights and membership status to new subdivisions pursuant to ARTICLE XI, Section 1, a structure of dues and membership benefits may be established as part of an agreement between any new subdivision and the MPOA, provided that the dues paid by Section 1b members shall at no time be less than the dues paid by Section 1a members, nor shall the membership benefits available to Section 1b members exceed those available to Section 1a members. (Revised 5/12/04)
- C. The annual dues will be apportioned in such a manner as to cover the budgeted expenses outlined in Article V, Section 2.
(Revised 9/13/2023)

Section 2. Notice of bills shall be delivered to the subdivisions and to the owners of the unsubdivided properties beginning not later than March 1, 1995 and annually thereafter. Accounts shall not be considered delinquent until three months after billing. In computing the number of lots for the purpose of assessing dues, lots, beaches, and parks owned by the Lot Owners Associations, religious organizations, and tax supported public bodies shall be exempt. The M.P.O.A. may increase or decrease dues as provided in Article XII, Section 1., but no increase or decrease shall be valid unless applied to both lots and unsubdivided acreage proportionally.

Section 3. All dues shall be delivered to the Secretary, Recording Secretary, or Treasurer of the M.P.O.A. (Revised 9/13/2023)

Section 4. A subdivision or unsubdivided property delinquent in the payment of dues as provided in Section 2 of this article shall not be entitled to vote and shall be so notified of the suspension. The subdivision or unsubdivided property in arrears may, however, regain its original standing by the full and complete payment of all delinquent dues.

Section 5. All funds remaining delinquent shall be charged as a claim of lien against the sub-division or unsubdivided property which is in arrears, and it shall be the duty of the Treasurer and Secretary to institute such legal proceedings as will effectively protect said claim or lien of the M.P.O.A. against the subdivision or unsubdivided property and insure the collection of the delinquent dues. Any and all costs incurred in preparing and filing such claims or liens shall be added to the sum total of the dues and paid by the assessed before reinstatement.

Section 6. As a condition of membership in the M.P.O.A, any new subdivision and each present member subdivision shall submit a copy of their by-laws and evidence to the M.P.O.A.: (Revised 9/13/2023)

1. That the subdivision is authorized pursuant to its by-laws to take legal action against any of the individual property owners, including the filing of a lien and/or small claims suit on the property, to enforce the collection of delinquent dues owed to the M.P.O.A.
2. That the subdivision will enforce its rights to collect such delinquent dues for the benefit of the M.P.O.A.; and
3. That, in the alternative, the subdivision will pay the M.P.O.A. any and all delinquent dues of its members.

ARTICLE XI LAKE RIGHTS, REGULATIONS FOR LAKE USE, AND ISSUANCE OF FUTURE REGULATIONS

(Revised 2/8/06, 9/13/2023)

Section 1. LAKE RIGHTS.

- A. Lake rights may be granted by the M.P.O.A. provided that the individual or entity requesting such a grant shall, at a minimum, document to the satisfaction of the M.P.O.A. that the property for which lake rights is requested shows a clear and certain means of access to the lake.
- B. Before lake rights can be granted or any real property belonging to the M.P.O.A. conveyed or otherwise disposed of or dedicated to the public, a Convention of Delegates must approve the proposed action by a 2/3 majority vote of the assembly.

Section 2. REGULATIONS FOR LAKE USE.

- A. Hunting and Shooting. No person shall be permitted to hunt or shoot on the waters of Wonder Lake, or on the property owned by the M.P.O.A., unless he or she has obtained a permit from the M.P.O.A. Conservation Commission, or is accompanied by a person who has a permit. The permit may be issued only to a person who has lake rights. The applicant must agree in writing to:
- 1) Comply with all State and Federal regulations as well as all flowage agreements.
 - 2) Indemnify, hold harmless, and defend the M.P.O.A. and the owners of land overflowed by waters of Wonder Lake, as evidenced by a copy of the certificate of insurance showing such coverage.
 - 3) The holder of the permit shall be responsible for the acts of his/her guests or his/her family who may accompany him/her.
 - 4) In the event a person fails to comply with any of the above regulations, the permit shall be revoked.
- B. Duck Blinds. No person shall be permitted to build a duck blind on the waters of Wonder Lake unless he or she has obtained a permit from the M.P.O.A. Conservation Commission. The permit may be issued only to a person who has lake rights. The applicant must agree in writing to:
- 1) Comply with all State, Federal and applicable local regulations as well as all flowage agreements.
 - 2) Remove or cause to be removed all floating duck blinds within two weeks after the close of the duck hunting season.
 - 3) Indemnify, hold harmless, and defend the M.P.O.A. and the owners of land overflowed by the waters of Wonder Lake as evidenced by a copy of the certificate of insurance showing such coverage.
 - 4) The holder of the permit shall be responsible for the acts of his/her guests or his/her family who may use the blind.
 - 5) All hunting must be done from an MPOA approved duck blind. (Added 09/13/2023)
 - 6) In the event a person fails to comply with the above regulations, the permit shall be revoked.
- C. Registration Decals. The following regulations apply to the issuance of decals and to those persons receiving decals.
- 1) M.P.O.A. registration decals are issued annually and are required to be affixed to all vehicles placed on and used in the waters of Wonder Lake, irrespective of size or propulsion.
 - 2) Registration decals may be obtained at the M.P.O.A. office or by mail. (Revised 9/10/03.)
 - 3) The M.P.O.A. decal shall be placed on the right (starboard) side of the vehicle windshield. If there is no windshield, the decal shall be affixed on the right (starboard) side of the hull, but not next to or near the Illinois Registration numbers or State sticker.
- D. Use of Aircraft. The use of aircraft in and on Wonder Lake is prohibited except in case of proven emergency as authorized by the M.P.O.A. through its Directors. The landing, take off and mooring of aircraft on Wonder Lake in violation of the prohibition shall subject the owner/operator to a fine of \$1,000.00 for each separate offense, to be construed as each unpermitted use of the seaplane and each day the seaplane is moored in violation of the prohibition except where the M.P.O.A. through its Directors has authorized the emergency use and mooring of the seaplane. The determination that a violation has occurred shall be made by the Directors.

Article XI, Section 2D added by amendment as per vote of the Delegates at a Special Convention 4-24-02.

Section 3. AUTHORITY TO ISSUE FUTURE REGULATIONS.

From and after the date of the Amendment to the By-laws dated February 8, 2006, the Directors are hereby authorized to promulgate additional regulations governing the use and enjoyment of the lake by its permitted users, as well as penalties for the violation thereof, provided that any such regulations and penalties shall be valid only upon the vote of a two-thirds (2/3) majority of Directors present at a special meeting called for such purpose, or at a regular meeting of Directors. Furthermore, no vote on new regulations may be taken unless and until notice of any intended vote on a proposed regulation, along with a copy of the meeting agenda, shall have been served in accordance with the procedures applicable to notice of meetings set forth in Article IX, Section 3 of these By-Laws, nor will any new regulations approved by the requisite vote of the Directors become effective until fourteen (14) days following the date such regulations in their approved form are served in accordance with the said procedures for service of notice. The Directors shall maintain a current written list of all regulations and their penalties, which list shall be available for inspection and copying in the office of the MPOA.

1. Section 4. PENALTIES.

Except for the violation described in Section 2D above, persons found to be in violation of any regulations set forth in this Article XI or issued by the Directors pursuant to Section 3 are subject to fines established by the Directors consistent with the specific regulations adopted by the Directors in accordance with Section 3 above, provided that the Directors shall set a minimum and maximum penalty for the violation of each regulation. Each day of a continuing violation shall be deemed a separate offense. The Directors shall establish written procedures available to members for notifying any lake users of violations they have committed and of the penalties associated with such violations. The Directors shall have the authority to waive or reduce the amount of any penalties assessed against a lake user who has violated an MPOA regulation when compliance has been prompt, or when a reasonable explanation for the alleged violation has been presented to the Directors.

ARTICLE XII BY-LAW AMENDMENTS

Section 1. These By-Laws may be amended at any regular or special Delegates' Convention by a two-thirds (2/3) majority vote of the assembly.

Section 2. The Secretary shall provide notice of and copies of the proposed By-Law amendments to all Delegates, subdivision secretaries, and owners of unsubdivided property. Such notice and copies shall be delivered no later than twenty (20) days prior to the convention at which the amendment(s) will be considered. (Revised 9/11/96)

ARTICLE XIII LEGAL SERVICES

If at any time the officers determine that it is necessary to employ professional legal services to enforce any of the provisions of these By-Laws, the Member against whom any such action is necessary shall be held liable for payment of all attorney's fees, as well as any damages, M.P.O.A. late charges, liens, and court costs.

ARTICLE XIV

All other rights and powers of the Corporation and of its Officers and Directors shall be governed by the Illinois Statute known as the "General Not for Profit Corporation Act" (805 ILCS 105/101.01 et seq) effective January 1, 1987, and any revision thereof or amendments thereto.

ARTICLE XV

The Temporary Constitution and By-Laws previously adopted on October 3, 1965 are hereby repealed.

ARTICLE XVI

The prior By-Laws adopted and became effective on January 30, 1966 with amendments added May 6, 1966 and July 15, 1966, and ratified unanimously at first Convention of Delegates on August 28, 1966, and updated as of January 31, 1981, September 14, 1994, September 13, 1995, September 11, 1996, September 13, 2000, April 24, 2002, September 10, 2003, February 8, 2006, September 13, 2023

ARTICLE XVII

Roberts Rules of Order shall apply in all instances where these By-Laws do not specifically apply.

ARTICLE XVIII

Any notice or notification referred to in these By-Laws shall be in writing and shall either be hand delivered, or sent by U.S. Regular Mail, postage prepaid, or transmitted electronically (emailed) to the party to whom it is intended, at their last known mailing address, or last know email address previously provided to the Secretary of the M.P.O.A.

(Added 9/13/2023)