

**BY-LAWS OF PHARAOH'S GARDENS IMPROVEMENT ASSOCIATION, INCORPORATED
AS AMENDED BY THE BOARD OF DIRECTORS - NOV. 2019**

ARTICLE I
Purposes

Subject to the limitation of applicable law and historical precedence of this Association the purposes of the corporation are: to obtain the most orderly and beneficial development of Pharaoh's Gardens(a subdivision located generally at or about Lake of Egypt in Johnson and Williamson Counties); to provide for the general health, safety and convenience of its members; to provide assessment of its membership for the purpose of, but not limited to, providing a system of security lights within said subdivision; maintenance of its common properties such as the Boat Ramp, and to encourage, support and work for the respect and acknowledgment of the just rights and/or assistance of its property owners.

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

ARTICLE II
Offices

The corporation shall have and continuously maintain in this state, a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors shall from time to time determine.

ARTICLE III
Members

SECTION 1. MEMBERS. The corporation shall have as its members those owners of record who have paid their annual dues of each lot in Pharaoh's Gardens, the Original Addition, 1st Addition and 2nd Addition, in Williamson County, Illinois and the Original Addition, 1st Addition and 2nd Addition in Johnson County, Illinois that parcel of real estate situated above the 505-contour line in the Counties of Johnson and Williamson, aforesaid, more particularly as follows:

The Southeast Quarter (SE-1/4) of the Southeast Quarter (SE-1/4) of Section 31, Township 10 South (T10S), Range 3 East (R3E) of the Third Principal Meridian (3rd PM) , also , the SE corner of the SW-1/4 of the SE-1/4, Sec 31, T10S, R3E, also, the W-1/2 of SE-1/4 of the SW-1/4, Sec 32, T10S, R3E, 3rdPM, Williamson County, Illinois, also, the E-1/2 of the NW-1/4 of the NE-1/4 of Sec 6, and a part of the NE corner of the SW-1/4 of the NE-1/4 of Sec 6, T11S, R3E, 3rd PM , also the E-1/2 of the NE-1/4, Sec 6, T11S, R3E, 3rd PM, also, the W-1/2 of the NW-1/4 of Sec 5, and a part of the E-1/2 of the NW-1/4 of Sec 5, T11S, R3E, 3rd PM , also a part of the NW-1/4 of the SW-1/4 Of Sec 5, and a part of the SW-1/4 of the SW-1/4 of Sec 5, and a part of the SE-1/4 of Sec 6, and a part of the SW-1/4 of the NW-1/4 Of Sec 5, T11S, R3E, 3rd PM , Johnson County, Illinois.

SECTION 2. VOTING RIGHTS. The owner or owners of record, in good standing and who have paid their assessment fees for the current year, shall be entitled to one vote per household (regardless of the number of lots or parts thereof collectively owned) on each matter submitted to the vote of the members.

ARTICLE IV
Meeting of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held on the second (2nd) Saturday of August, unless otherwise decided by the Board of Directors, in each year, beginning with the year 1975, at the hour of 2:00 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 MEETING. Special meetings of the members may be called either by the president, the board of directors, or not less the one-tenth (1/10th) of the members having voting rights.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all of the members shall at any time and place, and consent of the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice, stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such a meeting, not less than five (5) nor more than forty (40) days, before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute, or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addresses to the member at his address as it appears on the record of the corporation, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of the members, may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) majority of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. The members holding one-tenth (1/10th) of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting, from time to time, without further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. ORDER OF MEETINGS. All meetings shall be conducted according to Roberts Rules of Order.

ARTICLE V **Board of Directors**

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

SECTION 2. NUMBER AND QUALIFICATIONS. The number of directors shall be five (5). To qualify for election as a director, a member in good standing, having paid the assessment fee for the current year, and be available to attend the regular and special board of directors' meetings as called by the president.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members, for the election of officers, to be selected by the majority of the newly elected board members. The board of directors may provide by resolution the time and place, for the holding of additional regular meetings of the board, without notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by, or at special request, of the president, or any two (2) 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. Notice of any special meeting of the board of directors shall be given by the president, by written notice, delivered personally, by mail, or by telephone, to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered, when deposited in the United States mail, so addressed, with postage thereon prepaid.

SECTION 5. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time, without further notice.

SECTION 6. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the board of directors, except where otherwise provided by law, or by these by-laws.

ARTICLE VI

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be President, Vice-President, Secretary and Treasurer. Any two or more offices may be held by the same person, except the offices of the President and Treasurer.

SECTION 2. ELECTION AND TERM OF OFFICE. All officers of the corporation shall be elected annually by the board of directors, immediately after, and at the same place as, the annual meeting of members. Vacancies may be filled, or new officers created and filled, at any meeting of the board of directors. Each officer shall hold office until his successor is duly elected, and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed to the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4. VACANCIES. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the board of directors and may sign, with the treasurer, or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws, or by statute, to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of the president, and such other duties as may be prescribed by the board of directors, from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the President, or in the event of his inability or refusal to act, the 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. The Vice president shall perform such other duties as from time to time may be assigned by the President, or by the board of directors.

SECTION 7. SECRETARY. The secretary shall keep the minutes of the meetings of the members, and of the board of directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation as affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of the by-laws; keep a register of the post office address of each member, which shall be furnished to the secretary by each member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 8. TREASURER. If required by the board of directors the treasurer shall give a bond for the faithful discharge of his duties in such sum, and with such surety or sureties as the board of director shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE VIII of these by-laws; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president, or by the board of directors.

SECTION 9. USE OF PRONOUNS. The use of pronouns used herein to describe gender shall be fully interchangeable with the opposite gender. For example, the use of the word "He" shall be fully inclusive of the word "She

ARTICLE VII
Committees

SECTION 1. COMMITTEES OF DIRECTORS. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, or him/her, by law.

SECTION 2. OTHER COMMITTEES. Other committees not having, and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation 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 member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. VACANCIES. 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.

ARTICLE VIII
Contract, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the President or by the Treasurer at the President's direction.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE IX
Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time, at the convenience of the secretary-treasurer.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the second Saturday of September and end on the Friday preceding the second 'Saturday of the following year. The annual meeting shall be contemporaneous with the beginning of each new fiscal year.

ARTICLE XI

Seal

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XII

Waiver of Notice

Whenever any notice whatever is required to be given under the provision of the General Not For Profit Corporation Act of Illinois, or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after giving the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted after discussion by a majority of the directors present at any regular meeting or at any special meeting, and acted upon at the next regular meeting.

ARTICLE XIV

Regulations and Restrictions

The board of directors may adopt regulations and restrictions for the government of this corporation consistent with these by-laws, the limitations of law and historical precedent; and in accordance with the foregoing these by laws may be amended, altered, or repealed.

ARTICLE XV

Annual Improvement and Maintenance Assessment

The board of directors may determine, from time to time, the amount of the annual improvement and maintenance assessment, payable to the corporation (Association) by lot owners. Annual assessments will be due on August 1 and become delinquent January 1, payable for the fiscal year of August 1 to July 31.

APPROVED THIS DAY OF 2019 BY THE PGIA BOARD OF DIRECTORS