

**BY-LAWS**  
**of the**  
**BUYSSE WATER ASSOCIATION**  
**P.O. BOX 405**  
**Coal Valley, Illinois 61240**



**Approved: February 25, 2023**

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## Change Log

1. 1996 – Hard copy version. Converted to electronic version in 2012.
2. 2012 – Article III, Section 1 – Time of Annual Meeting
3. 2012 – Article IV, Section 5 – Annual Meeting notification, removal of telegram
4. 2017-01 – Article III, Section 1 – Time of Annual Meeting
5. 2017-01 – Article VII, Section 1 – Made last sentence more readable
6. 2017-01 – Updated Signature Sheet
7. 2017-06-04 Annual Meeting. Not enough in attendance to vote. Not adjourned.
8. 2017-07-12 – Removed 2012 Proposed Changes.
  - a. NOTE: Steve Wright recommended the following change to 2012.Section5
  - b. Added as Proposed 2017 change.
  - c. 'If Notice is given by email the notice shall be deemed to be delivered when the email is sent.' Mel added as written.
9. 2017-08-23 – Article V heading incorrectly formatted. Corrected.
10. 2017-09-10 – Reconvene annual meeting. Approve changes.
11. 2017-12-03 – changes
  - a. Remove PROPOSED label and CURRENT (old) language.
  - b. Update index
  - c. Add new signature page
12. 2020-10-04 – changes
  - a. ARTICLE III, MEETING OF MEMBERS, SECTION 7. Allow board to spend capital funds without requiring a membership vote and approval.
  - b. ARTICLE VII, WATER RATE CHANGES, ASSESSMENTS AND FAILURE TO PAY, SECTION 4. Language was made more specific regarding who would be liable for the BWA water bill when there is turnover of ownership.
  - c. 2020-11-14 Special Board Meeting. Discussed via emails. Finalized in Dec 2020.
    - i. Article I Purposes was discussed regarding the Representative Additions. The following changes were made:
      1. Buysse's Fourth Addition was removed.
      2. "Two single family residences located on two five acre tracts located side by side and immediately South of Buysse's Fourth Addition" was moved into Buysse's Second Addition.
      3. "The former residence of the Superintendent of Greens for Oakwood Country Club and the maintenance building of Oakwood Country Club" was moved into the Oakwood Country Club Addition.
  - d. 2020-12-10 - Signed Signature Page after selection of Ken as President in 2020-11-14 special meeting.
13. 2023-25-02 Changes: Proposal 1: Article IV Section 2:Definition of and election of At-Large Director and spelling correction of heading. Proposal 2: Article IV Section 8: Allow Board to fill vacancies with an At-Large Director.

## ARTICLE I

### PURPOSES – Representative Additions

The purposes of the corporation as stated in its certificate of Incorporation are for the ownership and operation of water supply facilities for drinking and general domestic use on a mutual basis for those person or persons currently or hereafter who either own or live on a tract or lot of land that is located within the boundaries of the following described tracts of land, to-wit:

**Buyse's First Addition**, located in the Southeast Quarter – Northeast Quarter of Section 30, Township 17 North, Range 1 East;

North Boundary: Oakwood Cir

South Boundary: South side of Buyse Dr

East Boundary: West side of Buyse Rd

West Boundary: West side of Shaffer Dr. From the North end, South, to 33 Shaffer (2020, could change)

**Buyse's Second Addition**, located in the Northeast Quarter of Section 30, Township 17 North, Range 1 East, including two single family residences located on two five acre tracts located side by side and immediately South of Buyse's Second Addition;

North Boundary: North side of Douglas Dr

South Boundary: South side of Douglas Dr

East Boundary: West side of Buyse Rd

West Boundary: West side of Shaffer Dr. From 34 Shaffer south (2020, could change)

**Buyse's Third Addition**, located in the Southeast Quarter of Section 30, Township 17 North, Range 1 East;

North Boundary: North side of Kimberly Dr

South Boundary: South end of Becky Ct

East Boundary: West side of Buyse Rd

West Boundary: West end of Kimberly Dr

**Oakwood Country Club Addition**, located in the West one Half of the Northeast Quarter, Section 30, Township 17 North, Range 1 East including the former residence of the Superintendent of Greens for Oakwood Country Club and the maintenance building of Oakwood Country Club;

All houses on the North and East sides of Oakwood Cir between Shaffer Dr and Deer Hollow Dr

**Deer Hollow Drive Addition**, located in the Southeast Quarter of Section 19, Township 17 North, Range 1 East;

All houses on the East and West of Deer Hollow Dr.

all situated in the County of Henry, State of Illinois.

## **ARTICLE II**

### **MEMBERS**

**SECTION 1. CLASSES OF MEMBERS.** The corporation shall have two classes of members. The primary qualification for membership in either class shall be that the member is either the owner in fee simple or lease of a tract or lot of land that is located within the boundaries of the following described tracts of land, to-wit:

Buyse's First Addition, located in the Southeast Quarter – Northeast Quarter of Section 30, Township 17 North, Range 1 East;

Buyse's Second Addition, located in the Northeast Quarter of Section 30, Township 17 North, Range 1 East;

Buyse's Third Addition, located in the Southeast Quarter of Section 30, Township 17 North, Range 1 East;

Oakwood Country Club Addition, located in the West one Half of the Northeast Quarter, Section 30, Township 17 North, Range 1 East;

Deer Hollow Addition, located in the Southeast Quarter of Section 19, Township 17 North, Range 1 East;

Two single family residences located on two five acre tracts located side by side and immediately South of Buyse's Second Addition;

The former residence of the Superintendent of Greens for Oakwood Country Club and the maintenance building of Oakwood Country Club;

all situated in the County of Henry, State of Illinois.

The designation of such classes and the qualifications of the members of such classes shall be as follows, to-wit:

- (a) **Class "A" Members.** A Class "A" Membership in said Association shall be limited to owners or lessees of a lot or lots which said lot or lots is or are improved by the having of a residence structure thereon. A single membership shall be assigned to each lot so improved without regard to the manner in which the title to said lot is taken.
- (b) **Class "B" Members.** A class "B" Membership shall be limited to owners or lessees of a lot or lots which said lot or lots is or are unimproved. A single

membership shall be assigned to each lot that is unimproved without regard to the manner in which the title to said lot is taken.

**SECTION 2. APPLICATION FOR MEMBERSHIP.** Every eligible Class "A" or Class "B" member shall make formal application for membership to the initial Board of Directors and shall become members upon unanimous acceptance by the initial Board of Directors. Application and acceptance of membership shall bind said members, their heirs, executors, administrators, successors or assigns to the rules and regulations of the Association, including these By-laws and all future decisions and acts of said Association.

**SECTION 3. VOTING RIGHTS.** Each Class "A" member or each Class "B" member shall be entitled to one vote, subject to Article III, Section 7. No member shall be expelled or voting rights cancelled by the Association provided, however, that no member shall be entitled to vote on any matter during such period of time as such member or his or her lessee is in default in payment of any water bill or assessment owed to the Association as defined in Article XII hereof. A member may vote in person or by proxy executed in writing by the member, no proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. A members vote not exercised in the above prescribed manor will be voted by their sub-division representative to the Board of Directors.

**SECTION 4. TERMINATION OF MEMBERSHIP.** Membership in the Association shall automatically cease and determine when the member ceases to be an owner. However, the heirs, executors, administrators, successors, or assigns of said terminating member shall automatically succeed to the membership status of said terminating member, and shall have all the rights, privileges, duties and obligations of said terminating member and subject to the rules and regulations of said Association.

## ARTICLE III

### MEETINGS OF MEMBERS

**SECTION 1. ANNUAL MEETING.** An annual meeting of the members shall be held on any Sunday during the year, at a time and place determined by the board for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The objective will be to consistently schedule the annual meeting at the same time each year. However, the board can change the month and/or week from year to year based on scheduling issues. The membership will be notified at least 14 days in advance of the date chosen for the annual meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

**SECTION 2. SPECIAL MEETING.** Special meetings of the members may be called either by the President, the Board of Directors, or not less than twenty percent (20%) 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 meet at any time and place and consent to 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 MEETING.** 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 meeting, not less than five nor more than forty 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, addressed to the member at his address as it appears on the records 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 members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.



**SECTION 6. QUORUM.** The members or their representatives holding thirty percent (30%) of the votes 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 members present may adjourn the meeting from time to time without further notice.

**SECTION 7. REQUIREMENTS FOR ACTION ON CERTAIN PROPOSALS.**

Any question or decision on: the addition of further subdivisions into the water system, general or special assessments (other than the initial startup assessment), capital expenditure in excess of \$25,000 per project or \$35,000 per annum, extraordinary or non-recurring expenditures, or amendments to these By-laws requires the affirmative vote of a separate majority of each classification of members. All other matters coming before a meeting of the members without regard to classification pursuant to Article II, Section 3.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The affairs of the corporation shall be managed by its Board of Directors.

**SECTION 2. MEMBER, TENURE AND QUALIFICATIONS.** The number of Directors shall be five. Each Director shall hold office for a term of two years, until his successor shall have been elected and qualified. Directors need not be residents of Illinois. Directors must be elected from the membership of the corporation. The five Directors will be selected from the eight tracts of land as described in Article I as follows:

    Buysse's First Addition, one director;

    Buysse's Second and two five acre tracts, one director;

    Buysse's Third Addition, one director;

    Oakwood Country Club Addition and old residence of Superintendent of Greens  
    Oakwood Country Club, one director

    Deer Hollow Addition – one director;

With the directors from Oakwood Circle and Buysse's Third being elected in even numbered years and directors from Buysse's Firsts, Second and Fourth Additions and Deere Hollow Addition elected in odd number years.

If no directors are elected from any of the five representative districts; then, an At-Large Director shall be elected from the membership of the corporation to fill the vacancy. The At-Large Director shall be elected for the unexpired term of his or her predecessor in office. No more than two Directors may be elected from the same representative district. No more than two At-Large Directors may serve on the Board of Directors at one time.

**SECTION 3. REGULAR MEETINGS.** A regular annual meeting of the Board of Directors shall be held without other notice than this law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

**SECTION 4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or any two 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. NOTICE.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email 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 in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email the notice shall be deemed to be delivered when the email is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of express purpose of objection of 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, unless specifically required by law.

**SECTION 6. 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 a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION 7. 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.

**SECTION 8. VACANCIES.** Any vacancy occurring on the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and must come from the same representative district. In the event that no one from the representative district with the vacancy is elected; then, an At-Large Director shall be elected by the Board of Directors to represent that district.

**SECTION 9. COMPENSATION.** Directors as such shall not receive any stated salaries for their services and shall not receive any reimbursement for expenses incurred attending any regular or special meeting of the board; provided, by resolution of the Board of Directors, Directors may be reimbursed for extraordinary expenses incurred in performing their duties of the association.

## **ARTICLE V**

### **SPECIAL POWERS**

**SECTION 1. SURCHARGE FOR EXCESS USE.** Whenever notification by any member of a use whether for business, commercial, agricultural or pleasure, which requires or appears to require excess amounts of water is received by the board of Directors, the Board shall have the power to conduct a hearing with all concerned parties in attendance, after three days' notice, and decide whether such excess use is in fact occurring. It shall be within the sole discretion of the Board of Directors if it finds a use in excess of the normal and regular water use by members to surcharge the member or members making such excess use up to one hundred percent (100%) of the fixed monthly rate.

**SECTION 2. EMERGENCY SITUATIONS.** In any emergency situations where the continuous operation of the water system is threatened because of low water level or pressure, prolonged drought conditions, equipment failure, or other unexpected conditions which require prompt and decisive action to conserve and protect the water supply and distribution system, it shall be within the sole discretion of the Board of Directors to order a reduction in the use of water by Class "A" members to the level of basic domestic necessity. Such order to be promulgated in writing and communicated to all members by actual notice including, but not limited to written notice, posted notice, telephonic or other oral communication. Any obvious use in derogation of the order shall result in the surcharge of the member violating the order of five hundred dollars (\$500) or up to ten times the fixed monthly rate.

## ARTICLE VI

### OFFICERS

**SECTION 1. OFFICERS.** The officers of the corporation shall be a President, a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant Secretaries and one or more Assistant Treasurer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**SECTION 3. REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

**SECTION 4. PRESIDENT.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing of the 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 President and such other duties as may be prescribed by the board of Directors from time to time.

**SECTION 5. TREASURER.** If required by the Board of Directors, the Treasurer shall give a bond of the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine; the cost of said bond to be paid by the Association. He 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 moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the 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 6. SECRETARY.** The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the 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 is 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 or the Post Office address of 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.

## ARTICLE VII

### WATER RATE CHARGES, ASSESSMENTS AND FAILURE TO PAY

**SECTION 1. FIXING RATES.** The Board of Directors, by majority vote, shall determine the rate or rates to be charged to Class "A" members of the Association for water; said charges shall be fixed at a rate or rates sufficient to provide for the continuous operation of a water supply system and to maintain an adequate reserve fund for water supply purposes and any emergency that may arise and all to the end that the water wells, equipment, machinery, mains, pipes or otherwise used, for the providing of the distribution of water shall at all times be adequate.

**SECTION 2. START UP ASSESSMENT.** The Board of Directors, by unanimous vote, shall determine the rate each lot shall be charged as an assessment for start up costs of the Association, including expenses previously accrued and any indebtedness incurred. Such start up assessment shall be payable under such terms and upon such dates as the Board of Directors provides with interest to be set on the unpaid balance by the Board of Directors. The payment of both principal and interest may be enforced by the Association as a lien on the real estate on which said start up assessment is made and said lien may be enforced in any court in Henry County, Illinois, having jurisdiction of suits for the enforcement of such liens by foreclosure.

**SECTION 3. GENERAL OR SPECIAL ASSESSMENT.** The Association, by a vote of all members, as specified in Article III, Section 7 of these By-laws, shall have the right, power, and authority to make any general or special assessment against individual members for the sole purpose of providing an adequate water supply and water distribution system provided, however, that no general or special assessment shall be made without the giving of notice to all members that the Association will hold a meeting at a time and place to be fixed by the Board of Directors for the purpose of levying a general or special assessment against members and no general or special assessment shall be made by the Association without the consent and approval of a majority of all votes of the eligible members of the Association. The Association likewise shall also have the right, power and authority to fix a time when said general or special assessment shall be payable and said assessment or assessments shall bear interest at the rate of eight percent (8%) per annum from due date and the payment of both principle and interest may be enforced by the Association as a lien on the real estate on which said bill or special assessment or general assessment is made and said lien may be enforced in any court in Henry County, Illinois, having jurisdiction of suits for the enforcement of such liens.

**SECTION 4. ENFORCEMENT.** The Association shall in addition to the foreclosure proceedings above provided for, have the right to institute actions in law against

delinquent members, homeowners of record, to recover any part of a bill, general assessment or special assessment made by it and not paid by the member to the Association, and to collect such attorney fees, court costs and collection costs incurred to secure the delinquent amount, and publish the names of delinquent members in a regular manner in a notice mailed to all Class "A" members.

**SECTION 5. SUSPENSION OF SERVICE.** The Association may suspend the furnishing and providing of water to any member, person or persons, or otherwise, during such period of time that water bills are sixty (60) days delinquent and not paid by members, their lessees or otherwise, for water, and the Association shall be authorized to shut off and refuse to supply water to members, their lessees, or otherwise only until such time as the water bills are paid and upon payment thereof water services shall be promptly restored to members, their lessees or otherwise.

**SECTION 6. NO TAP-ON FEE.** The Association shall make no charge for the original connection by a Class "B" member to the water supply system.

**SECTION 7. BOARD OF DIRECTORS.** All authority given to make decisions or take action as provided by Article VII shall be within the province of the authority of the Board of Directors unless specifically set over to a vote of the membership as provided herein.

**SECTION 8. STATE INSPECTIONS.** The Board of Directors will take the necessary action to satisfy the requirements of the state of Illinois Environmental Protection Agency, Division of Public Water Supplies, rules and regulations pertaining to periodic inspections and the necessity of having a certified public water supply operator available to test the water and maintain the water system. Also, the Board of Directors will be responsible to satisfactorily meet the requirements of any local, state or federal authority.

**SECTION 9. INITIAL RATE CHARGE.** The regular water rate fixed and charged pursuant to Section I of this Article shall become first payable on any unimproved lot undergoing improvement on the first day of the month following the month in which the water main is tapped on to for the benefit of the unimproved lot undergoing improvement.



## **ARTICLE VIII**

### **CHECKS AND DEPOSITS**

**SECTION 1. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, 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 instrument shall be signed by the Treasurer and countersigned by the President of the corporation.

**SECTION 2. DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **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 and board of directors, and shall keep 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 purpose at any reasonable time.

## **ARTICLE X**

### **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 XI**

### **WAVIER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the general Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Corporation or the By-laws of the corporation, a wavier thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII**

### **OFFICES**

The By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of all the members at any regular meeting or at any special meeting, provided that at least two days' written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting.

## **ARTICLE XIII**

### **AMENDMENT TO BY-LAWS**

The By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of all the members at any regular meeting or at any special meeting, provided that at least two day's written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting.