

Ironwood Country Club Homeowners' Association of Normal, Inc.  
By-Laws

**Article 4 - Board of Directors**

**Section 4.1 - General Powers:** The affairs of the Association shall be managed by, or under the direction of, its Board of Directors ("Board").

**Section 4.2 - Number, Tenure, Qualifications:** The number of Directors of the Association shall be seven. All candidates for Directors must be Members, in good standing, of the Association. All Directors to fill expired terms shall be elected for two-year terms.

**Section 4.3 - Removal of Directors:** One or more of the Directors may be removed with or without cause at a special meeting of the Association, when a quorum is present, by the affirmative vote of a two-thirds majority of Members creating the quorum. The Members shall then elect Director(s) to replace the one(s) removed.

**Section 4.4 - Vacancies:** A vacancy in the Board of Directors, other than as provided in Article 4, Section 4.3, shall be filled by the Board of Directors and the appointed Director shall serve the remaining term of the Director replaced.

**Section 4.5 - Informal Action by Directors:** The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is unanimously signed by all the Directors entitled to vote.

**Section 4.6 - Presumption of Assent:** A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 4.7 - Board Rules:** The Board may make such rules and regulations covering its meetings as it may determine necessary.

**Section 4.8 - Compensation:** Board members shall serve without compensation. If previously approved by the Board, expenses paid by a Board member on behalf of the Association can be reimbursed.

These bylaws were approved at the 2022 Annual Membership meeting of the Ironwood Homeowners' Association by a vote of 201 in favor, 50 opposed with 263 members present either in person or by proxy.