

BYLAWS

of

PRAIRIE CREEK RIDGE OWNERS ASSOCIATION, INC.

Article 1 Name.

The name of this organization shall be **Prairie Creek Ridge Owners Association, Inc.**

Article 2 Principal Office.

The principal office of the Corporation shall be as designated by Board of Directors from time to time.

Article 3 Purposes.

3.1 In General. The corporation is organized for the purpose of owning and maintaining common-owned lands located within the Erbary Place Subdivision in the City of Brookfield, County of Waukesha, State of Wisconsin, together with any other real estate or amenities of any kind that may be provided to the association and that may exist from time to time, and also assessing the pro rata share of the cost of such maintenance and such other expenses of operation of the association upon individual lot owners, collecting such assessments, and acting as the Architectural Control Committee for the subdivision.

3.2 Compliance with Exemption Laws.

3.2.1 No Dividends. The Corporation shall be nonstock and nonprofit. No dividends of pecuniary profits shall be declared or paid to any directors or officers thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.

3.2.2 Political Activities. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. If the Corporation is determined to be a private foundation under the Code, then no part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for public office.

Article 4 Membership and Voting.

4.1 Full Membership. Each lot owner, whether numbering one (1) or more, shall be a member of the corporation.

4.2 Voting. Each lot shall represent one (1) vote only in the affairs of the association, regardless of the number of owners of a lot. Person(s) owning more than one (1) lot shall have one (1) vote for each such lot owned.

Article 5 Meetings of Members.

5.1 Annual Meeting of Members. The annual meeting of the members shall be set by the Board. The purpose of the meeting will be to cover issues, including, but not limited to, the annual budget, subdivision improvements, election of directors, and other business deemed necessary by the Board.

5.2 Special Meetings of Members. Special meetings of the members may be called by the Board of Directors or by the President or Secretary upon written request of fifteen members of the Corporation. Only such business as the meeting was called to consider shall be acted upon at special meetings.

5.3 Notice of Meetings. Notice of each annual and special meeting of the members shall be given by mailing a written notice thereof at least five days in advance of such meeting to each member at his last address as shown on the books of the Corporation, or by delivering such notice personally to the member at least five days before the meeting. The notice shall designate the time and place of the meeting, and in case of special meetings, shall state generally the business to be considered by the meeting.

5.4 Quorum. Fifteen members or 50% of membership as reflected on the corporate books, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the members.

Article 6 Board of Directors.

6.1 Duties and Powers. The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation.

6.2 Composition of Board of Directors. Management of the corporation shall be vested in a board of three (3) directors, who shall hold office for a term of one year, and until their successors are elected and qualified, or until their prior death, resignation or removal. The regular term of a director shall commence on the first day of the month after the annual meeting.

6.3 Election of Directors. Members present at their annual meeting shall determine the elected members of the Board of Directors and the officers.

6.4 Vacancies. Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by the an interim director chosen by the President, with the advice and consent of the majority vote of the remaining directors at any regular or special meeting of the Board of Directors.

6.5 Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

6.6 Removal. Any director may be removed for cause by action of the Board. The missing of three consecutive regular (including annual) meetings of the Board of Directors, or the missing of five meetings in any one year period shall constitute cause for removal.

6.7 Salary. No salary shall be paid to directors, as such, for their services.

Article 7 Meetings of Directors.

7.1 Annual Meeting. An annual meeting of the Board of Directors shall be held each year, in place of any regular monthly meeting and on notice to all directors. The purpose of such meetings shall be to cover issues, including, but not limited to, the scheduling of the annual meeting of the members.

7.2 Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the President or by two (2) of the directors, at such time and place within Wisconsin as may be specified in the notice thereof.

7.3 Notice. Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that if the Board of Directors shall have changed the time or place of any regular meeting from that specified in these Bylaws, then notice of such action shall be given to each director who was not present at the meeting at which such action was taken. Notice of regular meetings, when required, of special meetings and of annual meetings need not specify the purpose of the meeting and shall be:

7.3.1 Mailed directly to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held;

7.3.2 Shall be sent to him at such place by facsimile, telegram, radio or cable, not later than the day before the day on which the meeting is to be held; or

7.3.3 Shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held.

7.4 Waiver of Notice. Notice of a meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

7.5 Chairman. The President shall serve as chairman at all meetings of the Board of Directors. If he is absent, a chairman chosen by the Directors shall preside.

7.6 Quorum. At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. Vacant seats on the Board of Directors shall not be counted in computing a quorum.

7.7 Adjournments. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

7.8 Rules of Procedure. At all meetings of the Board of Directors, each director present shall have one vote. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Operating Rules to govern the conduct of the Corporation's business may be adopted by majority vote of the directors or members present at a meeting, except that, at the request of any two directors, all or any part of a meeting shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

7.9 Unanimous Consent. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Article 8 Corporate Acts.

8.1 Contracts. The directors may authorize any officer or officers, agent or agents, 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.

8.2 Payments. 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 or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

8.3 Approval of Disbursements. No disbursements of funds of the Corporation shall be made unless the same have been approved and ordered by the Corporation or by the officers acting within such limitations as the Board of Directors may prescribe from time to time. All disbursements shall be made by check, except that the Secretary may be authorized to maintain a petty cash fund from which cash disbursements for petty expenses may be made, subject to audit. Checks shall be signed by the Treasurer and/or such other officer or officers as the Board of Directors may from time to time designate to the Corporation's depository bank. No appropriations of money or other property of the Corporation shall be made or applied for any purpose other than to defray its legitimate expenses, including compensation of agents or employees as fixed by the Board of Directors.

8.4 Sureties and Bonds. In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

Article 9 Officers.

9.1 Election of Officers. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers shall be elected by the members at the annual meeting of the members. An officer shall hold office until the annual meeting of the members next succeeding his appointment, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

9.2 Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these Bylaws, or may from time to time be specifically conferred or imposed by the Board of Directors. The general duties of the officers shall be as follows:

9.2.1 President. The President shall be the principal executive officer of the corporation and, subject to the control of the directors, shall have general supervision and control over the business and affairs of the Corporation. He shall, when present, preside at all meetings of the directors. He shall appoint members to such committees as the Board of Directors may establish, subject to review and change by the Board. The President may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the directors, deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

9.2.2 Secretary. The Secretary shall keep the minutes of the Directors' meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and keep a register of the post office address which shall be furnished to the secretary by each director 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.

9.2.3 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 directors shall determine. 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 these Bylaws and in general perform all of 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.

9.3 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

9.4 Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Article 10 Indemnification of Officers and Directors.

10.1 Each present and future director and officer, whether or not then in office, shall be indemnified by the corporation against all expenses actually and necessarily incurred by or imposed upon him (including but without being limited to judgments, costs and attorney fees) in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of the corporation except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the members, as a matter of law, or otherwise.

Article 11 Corporate Seal.

11.1 The corporation shall have no seal.

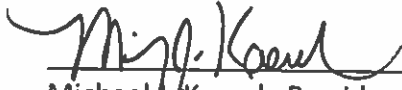
Article 12 Amendments.

12.1 These Bylaws may be amended by a majority of the members present at any meeting of the membership called for such purpose.

The undersigned hereby certifies that he is the Secretary of the Corporation and that the foregoing bylaws have been adopted as the bylaws of the Corporation, in accordance with the requirements of the Wisconsin Nonstock Corporation Law, chapter 181 of the Wisconsin Statutes.

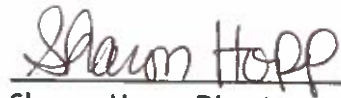
Dated: Jan 11, 2017, ~~2016~~.

5:00 pm.



Michael J. Kaerek, President

ATTEST:



Sharon Hopp, Director