

BY-LAWS
EAST BAYWOOD PROPERTY OWNERS ASSOCIATION, INC.
(Rev. A - July 1, 2023)

ARTICLE I. OFFICES

The principal office of the corporation in the State of Wisconsin shall be located in the County of Walworth, State of Wisconsin. The corporation may have such offices, either within or without the state of Wisconsin, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the state of Wisconsin a registered office and a registered agent whose office is identical with such registered office. The address of the registered office may be changed from time to time by the board of directors.

ARTICLE II. PURPOSES AND OBJECTIVES

In amplification of the purposes for which the corporation has been formed as set forth in the Articles of Incorporation, a primary purpose and object is to preserve and facilitate maximum enjoyment of all property rights of members, to preserve all their rights to lake access to Lauderdale Lakes, to maintain full rights to boat slips as are currently enjoyed, and ensure the safe and continuous use of these rights in perpetuity.

Additional purposes and objectives are as follows:

- A. To develop a community designed for safe, healthful, and harmonious living.
- B. To promote the collective and individual property and civic interests and rights of all persons, firms, and corporations owning real estate in the East Baywood Property Owners Association and such other land as described by deeds.
- C. To care for the improvements and maintenance of the community parkways, grass plots, parking areas, and any other facilities of any other kind dedicated to the community use and piers attached thereto, and other open spaces and other ornamental features.
- D. To aid and cooperate with the members of the corporation in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants, and restrictions as shall thereafter be approved by a majority vote in accordance with voting rights described in Article III hereof, and to counsel with any government agency having jurisdiction in relation to any zoning that may affect any portion of the common property.
- E. In general, to do any and all things necessary or convenient to promote the general welfare of the members of this corporation and community held real estate.
- F. To acquire, own, or lease such real estate and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of

its purpose and objects, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

- G. To arrange social and recreational functions for its members.
- H. To exercise any and all powers that may be delegated to it from time to time by the owners of real property who are members of this corporation.
- I. This corporation shall not engage in political activity or pursue political purposes of any kind or character.
- J. To assure payment of property taxes when the same becomes due.

ARTICLE III. Members

Section 1: Class of Members

The Corporation shall have two classes of members. The qualifications and the rights shall be as follows:

- A. Every owner has a lot in East Baywood Property Owners Association or such other lands designated by legal description shall be a member of the Corporation. There shall be no more than forty (40) members of Corporation. Twenty-eight (28) members, who shall be denominated as "full" members, will have the ownership rights to boat slips as documented in a listing to be maintained by the Board of Directors. Twelve (12) members, who shall be denominated as "limited" members, will have lake access and the same rights to use and enjoy common lake-front property as full members. Members shall be active or inactive as determined under Article IX of these by-laws.
- B. Membership shall include an undertaking by the applicant to comply with and be bound by the Articles of Incorporation, these by-laws and amendments thereto, and the policies, rules, and regulations at any time adopted by the Corporation in accordance with these by-laws. Membership shall be accompanied by payment of a fee of fifty dollars (\$50.00), if requested, to offset costs to revise membership lists and other documents and records.
- C. Membership in this corporation shall terminate on such member ceasing to be an owner or contract purchase in the East Baywood Property Owners Association or other lands so designated.

Section 2: Voting Rights

Each full member shall be entitled to one vote on each matter submitted to a vote of the members, and each limited member shall be entitled to one-half ($\frac{1}{2}$) vote on each matter submitted to a vote of the members; provided, however, if any member shall be the owner of more than one lot he shall be entitled to as many votes as the number of lots owned or being purchased by him.

Each lot, however, shall be entitled to no more than one (1) vote, whether held solely or in multiple ownership, and such co-owners shall designate and register with the Secretary of Corporation the name of the member entitled to cast such single vote.

Section 3: Transfer of Membership

Membership in the Corporation is not transferable or assignable except with the transfer of real estate which has been designated as qualifying for membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1: Annual Meeting

An annual meeting shall be held in Walworth County, Wisconsin, during the month of May, at a time and place to be set by the Board of Directors, for the purpose of electing and transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment therefor, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2: Special Meeting

Special meetings of the members may be called by the President, the Board of Directors, or members holding not less than one-half of the votes.

Section 3: Place of Meeting

The Board of Directors may designate any place, within the County of Walworth, as the place of meeting for any annual meetings or for any special meeting called by the Board of Directors.

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, by mail, or electronically to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting by or at the direction of the President, the Secretary, the Officers, or the members calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be 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. If notice is given electronically, such notice shall be deemed to be delivered when the electronic message is sent to an address provided by the member and no error message is returned.

Section 5: Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any 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 therefor.

Section 6: Quorum

The members holding 51/100ths of the votes which may be cast at any meeting, including members who have executed proxies, 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 the members, a member entitled to vote may vote 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.

Section 8: Voting by Mail

When directors or officers are to be elected by members, such election may be conducted by mail in such a manner as the Board of Directors shall determine. On other matters that may require a vote of members, including amendments to these by-laws, voting may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE V. BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation shall be managed by the Board of Directors.

Section 2: Number, Elections, Tenure, and Qualifications

The number of directors shall be five (5). Each member shall be elected for a term of two (2) years and until his successor shall have been elected and qualified. Directors need not be members of the Corporation.

Section 3: Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than by this by-law, immediately after, and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place within the State

of Wisconsin 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 (2) Directors. The person or persons authorized to call a special meeting of the Board of Directors may fix any place, either within or without the State, as the place for holding any special meeting of the Board of Directors called by them.

Section 5: Notice

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally, sent electronically, or by mail to each Director at his or her address 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 be given electronically, such notice shall be deemed to be delivered when the electronic message is sent to an address provided by the Director and no error message is returned. Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of such meeting unless specifically required by law or by these by-laws.

Section 6: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any 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, unless the act of a greater number is required by law or by these by-laws.

Section 8: Vacancies

Any vacancy occurring in the Board of Directors and 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.

ARTICLE VI. OFFICERS

Section 1: Officers

The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, 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 Treasurers, 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. Officers shall be members of the Board of Directors except for the Assistant Treasurer and Assistant Secretary, if any. No person may hold more than one (1) office, except Secretary or Treasurer.

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. New Officers may be 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 elected or appointed by 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 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 the 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 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 he 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 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 restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned him by the President or by the Board of Directors.

Section 7: 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 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 monies 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 VII 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 8: 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 that 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 is affixed to all documents as required by law or by these by-laws, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the previous of these by-laws; keep a register of the post office address of each member which shall be furnished to the 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 9: Insurance and Indemnification

The Board of Directors on behalf of the Corporation or Association as appropriate shall obtain and maintain insurance to protect the Officers and Directors from liability for any actions taken or omitted, including but not limited to any alleged errors or omissions or negligence in serving a sa director or Officer to the fullest extent permitted by law, up to a reasonable amount of coverage limits as determined by the Board of Directors, and the Corporation, the Association and its members shall otherwise indemnify and hold the Directors and Officers harmless when acting in good faith in fulfilling their service in those respective capacities.

ARTICLE VII. CONTACTS, 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 an 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 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 Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3: 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.

Section 4: Gifts

The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII. 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 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.

ARTICLE IX. FEES, DUES, AND ASSESSMENTS

Section 1: Annual Dues

The annual dues shall be the same sum for full members and one-half ($\frac{1}{2}$) of said sum for limited members and said sum shall be determined at the annual meeting upon a two-thirds ($\frac{2}{3}$) vote in accordance with voting rights described in Article III of these by-laws. Upon

determination and approval of the annual dues, the Secretary shall promptly notify the members by mail. The Annual dues shall be payable in one installment on or before July 1st of each year.

A late fee of \$100/month will be assessed until all dues and fees are paid in full, regardless of membership level. (Rev-A)

Section 2: Assessments

Assessments may be levied by the Board of Directors upon approval of the annual budget by a two-thirds ($\frac{2}{3}$) vote of those members present in accordance with the voting rights described in Article III of these by-laws at any regular or special meeting of the members. If any member shall fail to pay any assessment after 30 days' written notice of such levy given by the Secretary to such member, the Board of Directors may file a claim for lien and thereon in accordance with the provisions of Section 779.70, Wisconsin Statutes, for the enforcement thereof; or, in the event the Corporation shall not file a claim or lien, it shall have the right to commence an in person action or take any other available legal action such member for the collection of the assessment in any court of competent jurisdiction. The member shall be obligated to pay, and the Board of Directors shall be entitled to recover on behalf of the Corporation and Association, all costs incurred, including all legal fees, to collect an assessment or enforce a lien.

Section 3: Default in Payment of Dues or Assessments

When any member shall be default in the payment of dues or assessments for a period of thirty (30) days from the date on which such dues or assessments become payable, he shall, for the purposes of voting, not be considered as a member in good standing. Such member shall be dropped from active membership and placed on the inactive list. Such member shall not be reinstated until he has paid dues and assessments in full, and until such time as such member is reinstated, he shall have no rights of any kind arising out of membership in the Corporation.

Section 4: Assignment of Dues

In the event any member whose dues are paid in full shall, during the year in which such dues are paid, sell a lot or lots, he shall be entitled to assign to the buyer of such lot or lots the benefit of the paid up dues.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January, and end on the last day of December in each year.

ARTICLE XI. RULES (Rev-A)

1. Boat width limitation is 8ft beam width. Members in violation will be assessed a \$25/day fee until the boat is removed. (Rev-A)
2. Rental of slips is prohibited to anyone outside of East Baywood Property Owners Association, Inc. Members in violation will be assessed a \$25/day fee until the boat in violation is removed. (Rev-A)

Revisions

- July 1, 2023 - Addition of Article XI, 1.) Addition of "Article XI. Rules" to include the following:

Boat width limitation is 8ft beam width. Members in violation will be assessed a \$25/day fee until the boat is removed.

- July 1, 2023 - Addition of Article XI, 2.) Addition of "Article XI. Rules" to include the following:

Rental of slips is prohibited to anyone outside of East Baywood Property Owners Association, Inc. Members in violation will be assessed a \$25/day fee until the boat in violation is removed.

- July 1, 2023 - Adding to "Article IX. Fees, Dues, and Assessments" in "Section 1 Annual Dues" to include the following:

A late fee of \$100/month will be assessed until all dues and fees are paid in full, regardless of membership level.