

~~BY-LAWS~~

OF
THE LAKE PARK WEST
HOME OWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is THE LAKE PARK WEST HOME OWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation". The principal office of the corporation is located at W168 N11401 Western Avenue, Germantown, Wisconsin. Meetings of members and directors may be held at other places within the Village of Germantown, Washington County, in the State of Wisconsin.

ARTICLE II

DEFINITIONS

- Section 1. "Association" shall mean and refer to THE LAKE PARK WEST HOME OWNERS ASSOCIATION, INC., a corporation organized pursuant to Chapter 181 of the Wisconsin Statutes, its successors and assigns.
- Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Conditions, Covenants, Restrictions and Easements and such additions thereto as may hereafter be annexed by amendment to the said Declaration.
- Section 3. "Common Area" shall mean and refer to all real property maintained by the Association for the common use and enjoyment of the Owners.
- Section 4. "Unit" shall mean and refer to any Unit shown upon and recorded plat of survey of the Properties with the improvements thereon.
- Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Unit which is a part of the Properties, excluding those having such interest merely as security for the performance of an obligation.
- Section 6. "Declaration" shall mean and refer to the Declaration of Conditions, Covenants, Restrictions and Easements applicable to the Properties recorded in the Office of the Register of Deeds for Washington County, Wisconsin.
- Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

- Section 1. ANNUAL MEETINGS. The annual meeting shall be held during the month of September. The annual meeting shall be held approximately on the same day of the same month of each year.
- Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the president of the Board of Directors, or upon written request of one-fourth ($\frac{1}{4}$) of members eligible to vote.

ARTICLE III

- Section 3. NOTICE OF MEETINGS. Written notice of every meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by delivering written notice, either personally or by mail at least 30 days before such meeting to each voting member entitled to vote thereat, last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
- Section 4. QUORUM. The presence at any meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.
- Section 5. PROXIES. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, notarized and filed with the secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

ARTICLE IV

BOARD OF DIRECTORS-SELECTION-TERM OF OFFICE

- Section 1. NUMBER. The affairs of this Association shall be managed by a Board of seven (7) directors, who must be members of the Association.
- Section 2. TERM OF OFFICE. At the annual meeting the members shall elect, alternately, three (3) or four (4) directors for a term of ~~two~~ (2) years. At each annual meeting the members shall elect replacements as term expire.
- Section 3. REMOVAL, RESIGNATION, VACANCY. Any board member may be removed with cause, by a one-third (1/3) vote of the members of the association or by a majority vote of the board. Any board member may, at any time, resign by giving written notice to the board. Such resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective. In the event of any caused replacement becoming necessary, the successor shall be selected by the remaining board members upon recommendation of the nomination committee and shall serve until the next annual meeting.
- Section 4. SPECIAL APPOINTMENTS. The President with approval of the board may appoint special persons or committees as the affairs of the association may require to perform such duties as the board shall determine. The chairpersons may or may not be board members.
- Section 5. COMPENSATION. No director shall receive compensation for any service he may render to the association. However, any board member or appointee may be reimbursed for his actual out of pocket expenses incurred in the performance of his duties, contingent upon prior authorization by the treasurer and subsequent receipts to be approved by the board.

ARTICLE IV

Section 6. LIABILITY OF DIRECTORS AND OFFICERS. No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Association if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by officers or employees of the Association which he had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.

Section 7. INDEMNITY OF OFFICERS AND DIRECTORS. Every person who is or was a director or officer of the Association (together with the heirs, executors and administrators of such person) shall be indemnified by the Association against all loss, costs, damages and expenses (including reasonable attorney's fees) asserted against, incurred by or imposed upon him in connection with or resulting from any claim action, suit or proceeding, including criminal proceedings, to which he is made or threatened to be made a party by reason of his being or having been such director or officer, except as to matters as to which he shall be finally adjudged in such action, suit and proceeding to be liable for gross negligence or willful misconduct and deceit. In event of a settlement indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer in relation to the matter involved. The Association, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of the Association with respect to any action taken or not taken in his capacity as such employee. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

All liability, loss, damage, costs and expenses incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as common expenses: provided, however, that nothing in this Article IV contained shall be deemed to obligate the Association to indemnify any member or owner of a condominium unit who is or has been an employee, director or officer of the Association with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of the Declaration, Wisconsin's Unit Ownership Act, the Articles and By-Laws of the Association, as a member of the Association, or owner of a condominium unit covered thereby.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nomination Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson, and two or more members of the Association who are not members of the Board.

ARTICLE V

- Section 1. The Nominating Committee shall be appointed by the Board of Directors at each annual meeting, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among members.
- Section 2. ELECTION. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to any vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

- Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly upon written notice to the membership, to include place and time of such meeting.
- Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.
- Section 3. QUORUM. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1. POWERS. The Board of Directors shall have power to:
- (a) adopt and publish rules and regulations governing the use of the Common Area and Amenities and the personal conduct of the members, residents and their guests thereon; and to establish penalties for infraction thereof:
The voting rights and right to use of the recreational facilities of a member will be suspended after notice for a period not to exceed 60 days for infraction of published rules and regulations. A hearing may be requested at any time, by the member, and will be within 10 days of the request by the Board of Directors.
 - (b) suspend, upon notification, the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of membership dues or any other assessments levied by the Association.
 - (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the By-Laws; the Articles of Incorporation, or the Declaration.

ARTICLE VII

- Section 1.
- (d) declare the office of a member of the board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
 - (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
 - (f) approve capital asset expenditures within a given year not exceeding 5% of the budget of the current fiscal year without approval of a majority of a quorum of homeowners.
 - (g) permit short term borrowing by resolution of a majority of the Board of Directors. Such borrowing is not to exceed 5% of the budget of the current fiscal year and not to exceed a term of 90 days in length within the current fiscal year.
 - (h) approve extended time payment borrowing provided a five (5) day notice is given the membership. The membership shall be empowered to rescind such borrowing, if, at a special meeting, 25% of the members so vote.
 - (i) charge, in its discretion, reasonable fees for the use of any recreational facility situated upon the Common Area; however, 25% of the membership may rescind this authorization by petition.

Section 2.

DUTIES. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth ($\frac{1}{4}$) of the members who are entitled to vote.
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- (c) as more fully provided in the Declaration, to:
 - (i) propose the amount of the annual assessment against each unit at least 30 days in advance of each annual meeting and furnish to each member a copy of such proposal in addition to a copy of the proposed budget upon which the assessment is based. A budget hearing will be held no less than 15 days before the annual meeting. The Board of Directors shall be authorized to approve the proposed budget at the annual meeting.

However, the Board of Directors approval of the proposed budget may be rescinded within 5 days after the annual meeting by petition and presentation of a revised budget by the majority of the membership. This majority of membership shall be authorized to approve the revised budget within 20 days of the annual meeting. Until such approval, the original budget approved by the Board of Directors shall remain in effect.
 - (ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.

ARTICLE VII

- Section 2.
- (iii) file and foreclose any lien against any property for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
 - (iv) issue or cause an appropriate officer to issue, upon demand by any member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
 - (v) procure and maintain adequate liability and hazard and other insurance on property owned by the Association.
 - (vi) cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate.
 - (vii) cause the Common Area to be maintained.
 - (viii) suspend the voting rights and right to use of the recreational facilities by member, renter, or guest for any period during which any assessment against his Unit remains unpaid; and for a period not to exceed 60 days for any infraction of its published rules and regulations.
 - (ix) cause the exterior of the buildings to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

- Section 1. ENUMERATION OF OFFICERS. The officers of this Association consist of a president, vice-president, secretary and treasurer, all of whom must be members of the Association and residents of Lake Park West.
- Section 2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors immediately following each annual meeting of the members.
- Section 3. TERM. The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.
- Section 4. RESIGNATION AND REMOVAL. Any officer may be removed from office with cause by the Board. Any officer may resign at any time giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and unless otherwise specified, therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 5. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
- Section 6. MULTIPLE OFFICERS. The office of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

ARTICLE VIII

Section 7. DUTIES. The duties of the officers are as follows:

- (a) PRESIDENT. The president shall:
 - (i) preside at all meetings of the Board of Directors.
 - (ii) see that orders and resolutions of the Board are carried out.
 - (iii) sign all leases, mortgages, deeds and other written instruments.
 - (iv) co-sign, with the treasurer, all promissory notes.
 - (v) co-sign, with the treasurer, all checks in excess of \$5,000.00.
- (b) VICE-PRESIDENT. The vice-president shall:
 - (i) act in the place and stead of the president in the event of his/her absence, inability or refusal to act.
 - (ii) exercise and discharge such other duties as may be required of him/her by the Board.
- (c) SECRETARY. The secretary shall:
 - (i) record the votes and keep the minutes of all meetings and proceedings of the Board and of the members.
 - (ii) keep the corporate seal, if any, of the association and affix it on all papers requiring said seal.
 - (iii) keep appropriate current records showing the members of the association together with their addresses.
 - (iv) perform such other duties as required by the Board.
- (d) TREASURER. The treasurer shall:
 - (i) co-sign, with the president, all promissory notes.
 - (ii) co-sign, with the president, all checks in excess of \$5,000.00.

In addition, the treasurer, and/or the person the Board designates, shall:

- (i) receive and deposit in appropriate bank accounts all monies of the association.
- (ii) disburse association funds as directed by resolution of the Board of Directors.
- (iii) keep proper books of account.
- (iv) co-sign, with another officer, all checks.
- (v) prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

All the above mentioned officers shall furnish bond to the Association in the amount of the average bank balance for the previous fiscal year, the premium of said bonds to be paid by the Association.

ARTICLE IX
COMMITTEES

The Association shall appoint as standing committees, an Architectural Control Committee, as provided in the Declaration, and a Nomination Committee, a Pet Control Committee, a Planning and Finance Committee, a Recreation Committee, and a Maintenance Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall, within a week and during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which is not paid when due shall be deemed to be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at a rate equal to the then prevailing maximum rate of interest permitted to be charged by law under the provisions of the statutes of the State of Wisconsin, Section 138.05, Wisconsin Statutes, or any successor amendments thereto. The Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the property and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for therein by non-use of the Common Area or abandonment of his Unit. A suit to recover a money judgement for unpaid expenses hereto shall be maintainable without foreclosing or waiving the lien securing the same.

ARTICLE XII
CORPORATE SEAL

The Association shall have a corporate seal imprinted "THE LAKE PARK WEST HOME OWNERS ASSOCIATION, INC.", but the absence of such seal from any documents to be executed in behalf of said Association shall not be deemed to affect the validity of such documents.

ARTICLE XIII
AMENDMENTS

Section 1.

These By-Laws may be amended at a regular or special meeting of the members by a vote of fifty-one percent (51%) of the membership.

ARTICLE XIII

- Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.
- Section 3. No resolution shall be passed which is not in conformity with the Declaration, Articles of Incorporation, or these By-laws.

ARTICLE XIV

ADULT BUILDINGS

By unanimous vote, the Unit Owners of a particular building may designate that building as being restricted for adults only.

ARTICLE XV

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of November and end on the 31st day of October every year.

ARTICLE XVI

PET CONTROL COMMITTEE

The purpose of the Pet Control Committee shall be to make recommendations to the Board for the regulation of the pets of members and residents of Lake Park West.

ARTICLE XVII

PLANNING AND FINANCE COMMITTEE

The purpose of the Planning and Finance Committee shall be to propose matters pertaining to planning and finance of the Association to the Board.

ARTICLE XVIII

INFRACTION OF RULES AND REGULATIONS

A hearing before the Board of Directors may be requested at any time by an aggrieved member of the Association, and such hearing will be granted within ten (10) days of the request.

ARTICLE XIX

RENTAL UNITS

- Section 1. Any owner of a unit shall be able to lease or rent their unit. In return the owner shall give up his privilege to use the amenities. He or she shall retain his voting rights and he or she shall be responsible for payment of homeowner dues. A owner wishing to rent his or her unit must contact the business office to obtain a form for notification to the Association. The Association shall transfer the privileges of use of facilities to the tenant.
- To cover costs involved, the Association shall collect a \$50.00 transfer fee. Such fee must be payable before the first day of occupancy of the unit by the tenant. No tenant shall be allowed access to facilities until fee has been paid and proper identification cards issued.
- Owners shall not allow their tenants to sublet units.