

**BY-LAWS
OF
LIBRARY SQUARE NORTH
OWNERS' ASSOCIATION, INC.
First Revision Effective August 28, 2019
Second Revision Effective January 1, 2026**

**ARTICLE I
PLAN OF LOT OWNERSHIP**

Section 1. Platting of the Subdivision: Lot Ownership. The Property located in the Village of Walworth, Walworth County, State of Wisconsin, (the "Property") known as Library Square North, a Subdivision (the "Subdivision"), has been platted as a thirty-two (32) lot subdivision, pursuant to the provisions of Chapter 236 of the Wisconsin Statutes, and the applicable ordinances of the Village of Walworth, with the Property made subject to a certain Declaration of Covenants, Easements and Restrictions (the "Declaration"), as recorded in the office of the Register of Deeds for Walworth County, Wisconsin.

Section 2. Applicability of By-Laws. These By-Laws are adopted as the By-Laws of Library Square North Owners' Association, Inc. (the "Association"), a Wisconsin corporation, organized under the Wisconsin Nonstock Corporation Law to serve as an Association of the owners of the lots in the Subdivision. The provisions of these By-Laws are applicable to the Property and to the use and occupancy of the lots in the Subdivision.

Section 3. Office. The office of the Association and of the Board of Directors of the Association (the "Board of Directors" or the "Board") is at P. O. Box 2, Walworth, Wisconsin 53184.

Section 4. Defined Terms. Capitalized or defined terms unless otherwise defined herein, shall have the same meaning as set forth in the Declaration.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Numbers and Qualification. The affairs of the Association and of the Property shall be governed by the Board of Directors. The Board of Directors shall be composed of three (3) persons - President, Secretary and Treasurer, and all Board members must be separate lot owners, i.e. owners from 3 of the 32 lots.

Section 2. Powers and Duties. The Board of Directors shall have all the powers and duties necessary for the administration or the affairs of the Association and of the Property, except such powers and duties as by law or by the Declaration or by these By-Laws may not be delegated to the Board of Directors by the Members. The Board of Directors shall have the full powers and authority necessary for or desirable for the complete enforcement and administration of the Property, all as permitted or required by law, the Declaration, these By-Laws, and Rules and Regulations hereunder.

Section 3. Managing Agent and Manager. The Board of Directors may employ for the Property a managing agent and a manager, at a compensation established by the Board of Directors, to perform such duties and service as the Board of Directors shall authorize.

Section 4. Election and Term of Office. Board members are elected for a three-year term of office, with the terms of the three members staggered over three years. Nominations and election of Board members occur at the Annual Meeting. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Members.

Section 5. Removal of members of the Board of Directors. At any regular or special meetings of Members, any one or more of the members of the Board of Directors may be removed, with or without cause, by two-thirds of the authorized votes of all Members and a successor may then and there or thereafter be elected to fill the vacancy thus created. Any member of the Board of Directors whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a member thereof by a vote of the Members, shall be filled by vote of a majority of the remaining members at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of any such vacancy even though the members present at such meeting may constitute less than a quorum, and each person so elected shall be a member of the Board of Directors for the remainder of the term of the member so removed and until a successor shall be elected at the appropriate annual meeting of the Members.

Section 7. Organizational Meeting. The first meeting of the members of the Board of Directors following the annual meeting of the Members shall be held immediately after the annual meeting, and no notice shall be necessary to the newly elected members of the Board of Directors in order legally to constitute such meeting, provided a majority of the whole Board of Directors shall be present thereat.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the members of the Board of Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each member of the Board of Directors, by mail, email, telephone or facsimile, at least three business days prior to the day named for such meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President on forty-eight (48) hours written notice to each member of the Board of Directors given personally or by mail, email, telephone, or facsimile, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called either by the President, or Secretary, in like manner and on like notice on the written request of at least two members of the Board of Directors.

Section 10. Waiver of Notice. Any member of the Board of Directors may, at

any time, waive notice of any meeting of the Board of Directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Directors at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all the members of the Board of Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 11. Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the members thereon shall constitute a quorum for the transaction of business, and the votes of a majority of the members of the Board of Directors present at a meeting, members in attendance by telephone or electronics, including but not limited to email and facsimile, at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called, may be transacted without further notice.

Section 12. Fidelity Bonds. The Board of Directors may obtain adequate fidelity bonds for all officers and employees of the Property handling or responsible for funds. The premiums on such bonds shall constitute a common expense. If such bonds are unobtainable for any reason whatsoever, or if their cost is deemed prohibitive by the Board of Directors, such bonds need not be obtained.

Section 13. Compensation. No member of the Board of Directors shall receive any compensation from the Association for acting as such.

Section 14. Liability of the Board of Directors. The members of the Board of Directors shall not be liable to the Members for any mistake of judgment, failure to adhere to the provisions of the Declaration of these By-Laws, negligence, or otherwise, except for their own individual fraudulent misconduct or bad faith. The Members shall indemnify and hold harmless each member of the Board of Directors against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the Association, unless any such contract shall have been made in bad faith. It is intended that the members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of the Association. It is also intended that the liability of the Members arising out of any contract made by the Board of Directors or out of the indemnity in favor of the members of the Board of Directors shall be shared equally by all of the Members, and the liability of any single Lot Owner shall be limited to such equal proportionate share of the total liability. Every agreement made by the Board of Directors or by the managing agent or by the manager on behalf of the Association shall provide that the members of the Board of Directors, or the managing agent or the manager, as the case may be, are acting only as agents for the Members and shall have no personal liability thereunder (except as Members), and that the liability of the Members under said agreements shall be shared equally by all of the Members, and the liability of any single Lot Owner shall be limited to such equal proportionate share of the total liability. At the option of the Board of Directors, directors' liability insurance may be obtained and shall be paid for as a Common Expense.

Section 15. Informal Action. Any action which is required to be taken at a meeting of the Board of Directors or which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter such consent shall have the same force and effect as a unanimous vote.

ARTICLE III MEMBERS

Section 1. Annual Meeting. Annual meetings of the Members shall be held during the month of August of each year.

Section 2. Place of Meetings. Meeting of the Members shall be held at a suitable place convenient to the Members as may be designated by the Board of Directors.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the Members if so directed by resolution of the Board of Directors or upon a petition signed and presented to the Secretary by Members having 33 - 1/3% of the authorized votes of all Members. The notice of any special meeting shall state the time, place, and purpose of the meeting. No business shall be transacted at a special meeting, except as stated in the notice.

Section 4. Notice of Meetings. The Secretary shall mail to each Lot Owner of record or cause to be delivered to each Lot Owner a notice of each annual or special meeting of the Members, at least seven days prior to such meeting, stating the purpose thereof, as well as the time and place where it is to be held, at the address of his Lot, or at such other address as such Lot Owner shall have designated by notice in writing to the Secretary. The mailing or delivery of a notice of meeting in the manner provided in this Section shall be considered service of notice.

Section 5. Adjournment of Meetings. If any meeting of Members cannot be held because a quorum has not attended, a majority of the authorized votes of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

Section 6. Title to Lots. Title to Lots may be taken in the name of an individual, or in the names of two or more persons, as tenants in common, as joint tenants, or as survivorship marital property, in the name of a corporation, limited liability company, or partnership, or in the name of a fiduciary.

Section 7. Voting. Each Lot shall have one vote. The owner or owners of each Lot, or some person designated by such owner or owners to act as proxy on his or their behalf and who need not be a Lot Owner, shall be entitled to cast the vote appurtenant to such Lot at all meetings of Members. The designation of any such proxy shall be made in writing to the Secretary and shall be revocable at any time by written notice to the

Secretary by the Lot Owner or Owners so designating. Each Lot Owner (~~including the Board of Directors, if the Board of Directors or its designee shall then hold title to one or more Lots~~) shall be entitled to cast at all meetings of the Members the vote appurtenant to each Lot owned. Even where ownership is in the name of two or more persons, the votes appurtenant to their Lot shall be cast collectively.

Section 8. Majority of Members. As used in these By-Laws, the term "majority of Members" shall mean those Members having more than 50% of the authorized votes of all Members present in person or by proxy and voting at any meeting of the Members, determined in accordance with the provisions of Article III, Section 7, of these By-Laws.

Section 9. Quorum. Except as otherwise provided in these By-Laws, the presence in person, or by proxy of Members having a majority (more than 50%) of the total authorized votes of all Members, shall constitute a quorum at all meetings of the Members.

Section 10. Majority Vote. The vote of a majority of Members at a meeting at which a quorum shall be present shall be binding upon all Members for all purposes, except where a higher percentage vote is required by law, by the Declaration, or by these By-Laws.

Section 11. Action by Unanimous Consent. Any action required to be taken, or 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 Members entitled to vote thereon. The signature required in each instance shall be that person who is then entitled to cast the vote for a Lot. All such consent action shall have the same force and effect as a unanimous vote.

Section 12. Membership.

(a) Each Lot Owner, by purchasing a Lot in the Subdivision, shall automatically become a Member of the Association. The foregoing is not intended to include persons who hold an interest in a Lot merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

(b) Initial membership in the Association shall be established by the recording of the Declaration in the office of the Register of Deeds for Walworth County, Wisconsin. Transfer of membership in the Association shall be established by the recording, in the office of the Register of Deeds for Walworth County, a deed or other instrument establishing a change of record title to a Lot and the delivery to the Association of a copy of such instrument. The new Lot Owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall thereby be terminated.

ARTICLE IV OFFICERS

Section 1. Designation. The principal officers of the Association shall be the President, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer, and Assistant Secretary, and such other officers as in its judgment may be necessary. The President must be a member of the Board of Directors.

Section 2. Election of Officers. Officers shall be elected annually by the Board, at the organizational meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Section 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor may be elected at any regular meeting of the Board of Directors called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have all of the general powers and duties which are incident to the office of President of a stock corporation organized under the Wisconsin Business Corporation Law, including, but not limited to, the power to appoint from among the Members any committee which the President decides is appropriate to assist in the conduct of the affairs of the Property.

Section 5. Treasurer. The Treasurer shall have charge of such books and papers as the Board of Directors may direct. The Treasurer shall have the added responsibility for collecting, managing and accounting for all Association funds and securities, and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial statements, and arrange for an audit every 3 years, to be conducted by an independent accountant. The Treasurer shall also be responsible for the deposit of all moneys and other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board of Directors, and shall, in general, perform all the duties incident to the office of Treasurer of a stock corporation organized under the Wisconsin Business Corporation Law.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors and shall, in general, perform all the duties incident to the office of Secretary of a stock corporation organized under the Wisconsin Business Corporation Law.

Section 7. Agreements, Contracts, Deeds, Checks, etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by any two officers of the Association, or by such other person or persons as may be designated by the Board of Directors.

Section 8. Compensation of Officers. No officer shall receive any compensation from the Association for acting as such.

ARTICLE V MORTGAGES

Section 1. Mortgage of Lots. Each Lot may be separately mortgaged.

Section 2. Notice to Board of Directors. A Lot Owner who mortgages the Member's Lot shall notify the Board of Directors of the name and address of the mortgagee.

Section 3. Notice of Unpaid Common Charges. The Board of Directors, whenever so requested in writing by a mortgagee of a Lot, shall promptly report any then unpaid common charges or other default by the owner of the mortgaged Lot.

Section 4. Notice of Default. The Board of Directors, when giving notice to a Lot Owner of a default in paying common charges or other default, shall send a copy of such notice to each holder of a mortgage covering such Lot whose name and address has theretofore been furnished to the Board of Directors.

Section 5. Examination of Books. Each Lot Owner and each mortgagee of a Lot shall be permitted to examine the books of account of the Property at reasonable times, on business days, but not more often than once a month.

ARTICLE VI UNPAID ASSESSMENTS ON SALE

Section 1. Responsibility of Transferees for Unpaid Assessments. In a voluntary transfer of a Lot, the transferee of the Lot shall be jointly and severally liable with the transferor for all unpaid assessments against the latter up to the time of transfer, without prejudice to the transferee's right to recover from the transferor the amounts paid by the transferee, therefore. However, any such transferee shall be entitled to a statement from the Board or President of the Association, or managing agent of the Association, as the case may be, setting forth the amount of the unpaid assessments against the transferor due the Association and such transferee shall not be liable for, nor shall the Lot conveyed be subject to a lien for, any unpaid assessments made by the Association against the transferor in excess of the amount therein set forth.

ARTICLE VII RECORDS

Section 1. Records and Audits. The Board of Directors or the managing agent shall keep detailed records of the actions of the Board of Directors and the managing agent, minutes of the meetings of the Board of Directors, minutes of the meetings of the Members, and financial records and books of account of the Property, including a chronological listing of receipts and expenditures, as well as a separate account of each Lot which, among other things, shall contain the amount of each assessment of common charges against each Lot, the date when due, the amounts paid thereon, and the balance remaining unpaid. By request a written report summarizing all receipts and expenditures of the Property shall be rendered by the Board of Directors to the Member requesting it. ~~at least quarter annually.~~ In addition, an annual report of the receipts and expenditures of the Property, ~~prepared by an independent certified public accountant,~~ shall be rendered by the Board of Directors to all Members ~~and to all mortgagees of Lots~~ who have requested the same, promptly after the end of each fiscal year.

ARTICLE VIII MISCELLANEOUS

Section 1. Notices. All notices to the Board of Directors shall be sent by registered or certified mail, c/o the managing agent, or if there is no managing agent, to the office of the Association or to such other address as the Board of Directors may hereafter designate from time to time. All notices of violations of the By-Laws or the Declaration and notices of liens of the Association shall be sent to the Lot Owner by registered or certified mail to his Lot or to such other address as may have been designated by him from time to time, in writing, to the Board of Directors. In the event said notice shall also be required to be sent to mortgagees of Lots, such notice shall be sent by registered or certified mail to their respective addresses, as designated by them from time to time, in writing, to the Board of Directors. All notices, other than the foregoing, may be sent by first class regular mail in the aforesaid manner to Members and mortgagees. All notices shall be deemed to have been given when mailed, except notices of changes of address which shall be deemed to have been given when received.

Section 2. Invalidity. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these By-Laws.

Section 3. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these By-Laws or the intent of any provision thereof.

Section 4. Gender. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 5. Waiver. No restriction, condition, obligation, or provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof

which may occur.

Section 6. Insurance Trustee. The insurance trustee shall be a bank authorized to do business in the State of Wisconsin, designated by the Board of Directors and having a capital surplus and undivided profits of \$1,000,000.00 or more. The Board of Directors shall pay the fees and disbursements which shall constitute a Common Expense.

Section 7. Conflicts. These By-Laws are set forth to be consistent with the requirements of the Declaration. In case any of these By-law's conflict with the provisions of the Declaration, the Declaration shall control.

ARTICLE IX RULES AND REGULATIONS

Section 1. Provisions of Declaration. The provisions of the Declaration that establish the obligations and duties of Lot Owners regarding their use, enjoyment and occupancy of their Lot, and the Property in general, are incorporated herein by this reference. All Lot Owners shall comply with such provisions of the Declaration, and with any amendments which have been made to the Declaration.

Section 2. Rules and Regulations. The Board shall from time to time adopt rules and regulations ("**Rules and Regulations**") regarding the manner of use, enjoyment and occupancy by Lot Owners of their Lots. All such Rules and Regulations will be adopted by the Board in its reasonably exercised discretion, consistent with its responsibilities to the Members and the Association, and as may be required by the Declaration (i) to further and enhance the maintenance, conservation and beautification of the Property, (ii) for the health, comfort, safety and general welfare of the Lot Owners, and (iii) to further the exercise of specific powers and authority of the Association as provided in the Declaration and these By-Laws. Written notice of the Association Rules and Regulations shall be given to all Lot Owners, and the Subdivision shall at all times be used, occupied and enjoyed by Lot Owners subject to such Rules and Regulations.

ARTICLE X AMENDMENTS TO BY-LAWS

Section 1. Amendments to By-Laws. These By-Laws may be modified or amended by the vote of seventy-five percent (75%) of the authorized votes of all Members, such vote to be taken at a meeting of Members duly held for such purpose.

