2022 AMENDED AND RESTATED BYLAWS
of
WINNEBAGO PARK ASSOCIATION, INC.

Adopted May 28, 2022

These 2022 Amended and Restated Bylaws (**Bylaws**) of Winnebago Park Association, Inc. (the **Association**), together with the Association's Articles of Incorporation (**Articles**), all amendments to the foregoing, and all rules and regulations adopted by the Association (**Rules**), as amended, apply to and govern the Association, all property owned by the Association and all present or future owners of a lot located within the Assessors Plat of Winnebago Park, as well as tenants, employees, agents, invitees, or other persons using such properties. The acquisition, rental or occupancy of a lot or dwelling unit located on a lot within the Assessor's Plat of Winnebago Park constitutes the agreement to be bound by the Articles, these Bylaws, and all Rules and Regulations adopted by the Association.

These Bylaws are deemed covenants running with the land.

SECTION 1. GENERAL

1.1 Purpose. The purpose of the Association is to promote and perpetuate the quality of life and to enhance the value of property in the Association, including through enforcement of these Bylaws and the Rules, as amended from time to time.

1.2 Members. The members of the Association (**Members**) consist of the owners of lots shown on the Assessor's Plat of Winnebago Park who have record title in their names or who are purchasers under a recorded land contract.

1.3 Governing Law. These Bylaws and all Rules are governed by the laws of the State of Wisconsin. All Members agree that any dispute arising out of these Bylaws or the Rules adopted by the Association shall be venued in the Circuit Court of Fond du Lac County, Wisconsin.

1.4 Parliamentary Procedure. Except where inconsistent with these Bylaws or the Rules, meetings of the Association shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

1.5 Manner of Giving Notice. All notices required or permitted by these Bylaws shall be in writing and delivered by personal delivery, electronic mail, fax, or US mail. Notice so provided is effective upon the date of delivery or mailing.

1.6 Amendment of Bylaws. These Bylaws may be amended at any regular or special meeting of the Members by an affirmative vote of at least two-thirds of the Members present, voting in person or by proxy so long as a quorum of Members is present at the meeting. Proposed Bylaw changes shall be provided in writing to the Members at least 30 days prior to the meeting at which the amendment is to be voted on. The amended Bylaws shall be effective upon receipt of the required affirmative vote.

SECTION 2. BOARD OF DIRECTORS

2.1 General. The affairs of the Association are managed by a Board of Directors (**Board**) which shall have control over all affairs and property of the Association, subject to these Bylaws, the Rules, and to such direction as the Association may properly give. Each director must be a Member. Directors shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of duties.

2.2 Number of Directors. There shall be 11 members of the Board consisting of seven directors at large along with the President, Vice President, Secretary and Treasurer of the Association.

2.3 Term. The directors at large shall be divided into two classes, the first class consisting of four seats and the second consisting of three seats. The first class of four director seats shall be elected at the Association's Annual Meeting held during odd numbered years and the second class of three director seats shall be elected at the Association's Annual Meeting held during even-numbered years. Each director shall serve for a term of two years and may not serve for more than two consecutive terms.

2.4 Power and Duties. The Board has all of the powers and duties as are necessary for the administration of the affairs of the Association, including, without limitation, the power or duty to: keep all books and records of the Association in accordance with good accounting procedures; supervise all officers, agents, contractors and employees of the Association; enter into contracts and incur liabilities; fix the amount of any annual assessment and send written notice of assessments to Members; procure and maintain adequate liability and hazard insurance on common areas owned by the Association; cause the common areas to be maintained in good condition and repair; and perform any and all other powers and duties not prohibited by the Articles, these Bylaws, or Wisconsin law. All such powers and duties shall be exercised in good faith, in what is reasonably believed to be in the interests of the Association, and in accordance with the provisions of the Articles, these Bylaws and Wisconsin law.

2.5 Meetings. Meetings of the Board may be called at any time by the President and shall be called by the President or Secretary at the request of any three directors.

2.6 Notice of Meetings. No meeting of the Board may be held except upon at least two days' prior written notice given in the manner specified in these Bylaws. Such notice shall specify the place, day, and hour of the meeting of the Board and the purpose of the meeting.

2.7 Waiver of Notice. Before, at or after any meeting of the Board, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be deemed to be a waiver of notice. If all of the Directors are present at any meeting of the Board, either in person or by proxy, no further notice shall be required and any business beyond the purpose stated in to notice may be transacted at such meeting.

2.8 Telephonic/Electronic Meetings. Subject to the provisions of these Bylaws and of Wisconsin law for notice of meetings, members of the Board or of any committee of the Association may participate in and hold a meeting of the Board or committee by means of (a) conference telephone or similar communications equipment by which all persons participating in

the meeting can hear each other; or (b) another suitable electronic communications system including videoconferencing technology or the Internet, if the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this Section of these Bylaws constitutes presence in person at such meeting.

2.9 Consent Without a Meeting. Any action required or permitted by Wisconsin law, the Articles, these Bylaws, or the Rules to be taken by the Board or a committee thereof at a meeting may be taken without a meeting if a consent in writing setting forth the actions so taken is signed by all the directors required to take such action.

2.10 Quorums - Manner of Acting. A quorum of the Board shall be a majority of the Board. A vote of a majority of directors at any meeting where a quorum is present constitutes an action of the Board. Each director shall have one vote. If a quorum is not present at any meeting of the Board, the directors then present may adjourn the meeting until such time as a quorum is present, and at such later meeting at which a quorum is present, may transact any business that might have been transacted at the meeting as originally noticed.

2.11 Nominations and Election. Each year, the Board shall appoint a nominating committee of up to three Members. At least 30 days prior to the Association's Annual Meeting, the Secretary shall deliver to each Member a notice setting forth the names of the members of the nominating committee, a listing of current directors at large notating which directors at large seats are up for election and whether the current directors in such seats are willing and able to stand for reelection. Any Member may self-nominate for a director at large seat by providing written notice to a member of the nominating committee at least 14 days prior to the Annual Meeting. The notice shall include the Member's biographical information and a statement of the reasons the Member wishes to serve as a director. Current directors seeking reelection shall provide the same such notice to a member of the nominating committee at least 14 days prior to the Annual Meeting.

A Member may nominate another Member for a director-at-large seat with the nominated Member's consent. Such nominated Member must, at least 14 days prior to the Annual Meeting, provide a member of the nominating committee with the same notice required of any candidate. The nominating committee will, at least five days prior to the Annual Meeting, provide the Members with a list of candidates for the director-at-large seats and the information submitted by each candidate. Nominations from the floor will not be accepted.

Candidates for director-at-large seats shall be voted upon at the Association's Annual Meeting by secret written ballot and shall be decided by plurality vote. Members may vote for any number of candidates up to and including the number of seats up for election. Members may cast only one vote per candidate. Directors at large shall be elected by a ranking of votes received, and the candidates receiving the greatest number of votes shall be elected, whether or not any candidate receives a majority vote. In the event that the first ballot results in a tie at any ranking making it impossible to narrow the field of candidates to the number of seats up for election, those seats that can be shall be filled. Voting shall continue on successive ballots for the remaining seats until they can be filled by those candidates receiving the greatest number of votes. The votes shall be counted by two non-candidate Members selected by the President.

2.12 Resignation; Removal. Any director may resign at any time by giving written notice to the other directors. Any director may be removed from membership on the Board by a majority vote of the directors. Any vacancy on the Board shall be filled by appointment by the remaining directors for the remainder of the unexpired term and disclosed to the Members.

2.13 Committees. The Board may authorize the formation of such committees as it deems necessary. The members of any committee shall be appointed by the Board and disclosed to the Association.

SECTION 3. MEETINGS OF THE ASSOCIATION

3.1 Place of Meetings. Meetings of the Association shall be held at the Association's clubhouse or such other suitable place convenient to the Members as may be designated in written notice of the meeting.

3.2 Regular Meetings. The Association shall have two regular meetings each year. The first regular meeting, referred to as the Membership Meeting, will be held on the Saturday of Memorial Day weekend. The second regular meeting, referred to as the Annual Meeting, will be held on the Saturday of Labor Day weekend. If necessary, the Board may designate another suitable time of either meeting upon written notice to the Members given at least 10 days prior to the meeting.

3.3 Special Meetings. Special meetings of the Association may be called by the Board or by presentation to the Secretary of a petition signed by a majority of the Members.

3.4 Notice of Meetings. The Secretary shall give written notice of each regular meeting at least 10 days prior to such meeting. Notice of any special meeting must be given at least 10 days prior to such special meeting. Each notice must be given in the manner set forth in Section 1.5 and must set forth the date, time, place and, in the case of a special meeting, the general nature of the business to be transacted at the special meeting. The notice of a special meeting may be shortened by not less than five days prior to such meeting date upon the unanimous consent of the Board. Business transacted at any special meeting shall be confined to the purposes stated in the notice.

SECTION 4. QUORUM OF MEMBERS, VOTING, PROXIES

4.1 Quorum. Except as provided otherwise in the Articles or Bylaws, a simple majority of the Members, represented in person or by proxy, shall constitute a quorum for doing business at any meeting of Members.

4.2 Proxies. Votes may be cast in person or by proxy. Proxies must be in writing, signed by a Member and filed with the Secretary prior to the commencement of the subject meeting. A proxy will be counted as if the member were present.

4.3 Voting. Each Member shall have one vote. If the membership is in more than one name, only one person is entitled to cast the vote for that Member.

4.4 Vote Required to Transact Business. When a quorum is present in person or by proxy at any meeting of the Association, a majority of the votes cast by Members voting on the

question shall decide any question brought before the meeting, unless the question requires a different vote by express provision in the Articles, these Bylaws or Wisconsin law, in which case such express provision shall apply.

4.5 Adjourned Meetings. If any meeting of the Association cannot be organized because a quorum is not present, a majority of the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, without further notice. At such later meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

SECTION 5. LIMITS ON AUTHORITY

No Member, director or officer shall enter into any contract or hiring on behalf of the Board or the Association or incur any liability on behalf of the Board or the Association unless and until the Board or the Association has specifically authorized such Member to do so.

SECTION 6. INDEMNIFICATION

The Association shall, to the fullest extent permitted or required by Chapter 180 of the Wisconsin Statutes, indemnify and hold harmless each of its directors and officers, and each member of any committee appointed pursuant to these Bylaws, from and against all claims and liabilities of any nature arising out of or relating to such persons' acts as directors, officers or committee members unless any such act was fraudulent or grossly negligent or with criminal intent. It is intended that the foregoing includes indemnification against all costs and expenses actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, including attorneys' fees.

The indemnification provided by this section is not exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of members or disinterested directors or otherwise. The right to indemnification continues after a person has ceased to be a director, officer or committee member and inures to the benefit of their heirs, executors, administrators, personal representatives, successors and assigns.

SECTION 7. REPORT OF OFFICERS

At each regular Membership meeting, the Board and each of the officers shall make full report of the preceding period's activities, the amount of money collected and how expended, the amount of money on hand, the general condition of the affairs of the Association, and its future needs, if any. Before the Treasurer's report is presented for approval by the Members, it shall have been approved by the Board.

SECTION 8. BONDING OFFICERS

The Treasurer shall give a bond for the faithful performance of his/her duties if required by the Board, in such amounts and with such sureties as they may approve, and said bond shall be paid by the Association.

SECTION 9. RETURN OF PROPERTY

Any director or officer going out of office at any time and for any reason shall turn over to the Association all property or other things in their possession belonging to the Association.

SECTION 10. OFFICERS

10.1 Designation and Term of Office. The general officers of the Association are a President, Vice President, Secretary, and Treasurer. The Association's officers may serve unlimited consecutive two-year terms. The elected officers must also be members of the Board.

10.2 President. The President's duties are those usually appertaining to the office including presiding at the meetings of the Association and of the Board, serving as an ex officio member of any committees appointed by the Board, signing all Association membership certificates issued, and having general oversight responsibility for the affairs of the Association.

10.3 Vice President. The Vice President's duties are those usually appertaining to the office including assuming all duties of the office of President in the absence or disability of the President. In addition, the Vice President has oversight responsibility for use and maintenance of properties within Winnebago Park (**Buildings & Grounds**) in accordance with these Bylaws and all Rules.

10.4 Secretary. The Secretary shall keep a full and accurate record of all the proceedings of the Association, both of the meetings of the Members and of the Board, and of all the Association membership certificates issued, a list of the Members and all transfers of membership, and attend to the correspondence of the Association. Minutes of the meetings of the Members and the Board will be provided to Members by the Secretary upon request. In the event of litigation, or if, in the Board's opinion, there exists a threat of litigation or other dispute, the Board may go into closed session in which event, the minutes of the closed meeting should clearly state the subject matter to be discussed in that closed meeting, when a meeting is going into closed session and when the closed session is completed.

10.5 Treasurer. The Treasurer shall receive and disburse all funds of the Association and keep a full and accurate account thereof and submit a report of same at the Members' meetings.

10.6 Other Duties. Each of the officers shall perform such other duties as may be prescribed by the Bylaws or required by the Board.

10.7 Election of Officers. The President and Treasurer will be elected at the Annual Meeting held during even numbered years. The Vice President and Secretary will be elected at the Annual Meeting held during odd numbered years. Election is upon the majority vote of a quorum of Members present in person or by proxy at such Annual Meeting. At least 30 days prior to the Annual Meeting, the Secretary shall provide notice to the Members as to whether the persons holding the positions to be elected that year are ready, willing and able to stand for reelection. The notice shall specify that any Member may self-nominate for any officer position up for election by providing written notice to the Association's nominating committee at least 14 days prior to the Annual Meeting. The notice provided to the nominating committee shall include the Member's biographical information and a statement of the reasons the Member wishes to

serve as an officer. Current officers seeking reelection shall provide the same notice to the nominating committee at least 14 days prior to the Annual Meeting.

A Member may nominate another Member for an officer position with the nominated Member's consent. Such nominated Member must, at least 14 days prior to the Annual Meeting, provide the nominating committee with the same notice required of any candidate. The nominating committee shall, at least five days prior to the Annual Meeting, provide the Members with a list of candidates for the officer positions and the information submitted by each candidate. Nominations from the floor will not be accepted.

Election shall take place by written secret ballot with the ballots counted by two non-candidate Members selected by the President.

10.8 Resignation; Removal of Officers. Any officer may at any time resign by giving written notice to the President or Secretary. Any officer elected may be removed by a majority vote of the Members. Any vacancy in an officer position shall be filled by the appointment by the directors for the remainder of the term and disclosed to the Members.

SECTION 11. SALE OR ENCUMBRANCE OF ASSETS

No sale, lease, exchange or encumbrance of any asset of the Association may be authorized or carried out by the Board without the prior approval of such action by the Members. Said approval shall be evidenced upon receiving an affirmative vote of at least two-thirds of the Members, voting in person or by proxy, at any regular or special meeting of the Members.

SECTION 12. CERTIFICATES OF MEMBERSHIP

The President and Secretary of the Association are authorized and instructed to cause to be made, executed and delivered to each of the Members of this Association a Certificate of Membership, stating the number of the lot owned by the Member as designated in accordance with the Assessor's Plat of Winnebago Park. The certificate reflects the Member's membership in the Association.

Each certificate shall recite that ownership and use of any property located within Winnebago Park is subject to the Articles, these Bylaws and all Rules.

SECTION 13. ROADWAY AND PROPERTY EAST OF THE ROADWAY

The space reserved by the Association for the private roadway on the eastern most end of each lot is as designated on the Winnebago Park Assessor's Plat. The land lying east of the roadway, with the exception of the land belonging to the Association located north of Lot Number 44is deemed to constitute an extension to the east of each lot. Each Member has the right to use said extension, provided, however, that it is expressly understood that the right to use said extension in no way grants any type of ownership in said property. The Association has and at all times maintains complete control over property located east of the roadway and may restrict its use in any manner deemed by the Board to be in the best interest of the Association. It is the responsibility of each lot owner to maintain the same in a neat and clean condition, and consistent with the requirements of all Rules, the property which extends to the east of the road from the lot owner's property. In the event proper care is not given to any land lying east of the

road, the Board may arrange for such care and the expense of the same shall be charged to those Member(s) determined by the Board to be responsible for such property.

SECTION 14. USE, TYPE AND LOCATION OF BUILDINGS; CONSTRUCTION

14.1 No construction of new buildings within Winnebago Park, and all additions, exterior remodeling and renovations of any kind which would change the footprint or height of an existing structure is permitted except with prior Board approval. Further, prior Board approval must be obtained for any landscaping which changes a lot's elevation or drainage, and for patios, retaining walls and decks as well as for demolition of any existing structure (collectively, **Improvements**). The Association may adopt rules and regulations regarding construction of Improvements. Members must comply with all such rules and regulations and with all applicable laws and zoning ordinances.

14.2 New lots within the Association must meet all current town, county and state requirements for size.

14.3 Members must abide by all state laws and regulations with regards to land within 75 feet of the high water line of Lake Winnebago.

14.4 Single family dwellings only are permitted and only one single-family dwelling may be erected on any lot. No multi-family/multi-unit housing is allowed.

14.5 Guest houses and habitable quarters in garages may not be leased or rented out. A Member may rent his or her home as a single-family unit by first giving notice to the Secretary of the desire to do so. The Member must provide any information regarding the proposed rental requested by the Board. No rental may occur until written approval of the same is received from the Board. The renting Member is responsible for the renter's compliance with the Bylaws and all Rules. The renting Member assumes all liabilities incurred by the renter. No multi-family rental or lease is allowed. The rental period must be for a minimum of one month and no property may be rented more than three times during a calendar year except with the specific written approval of the Board.

SECTION 15. FENCES

No line fence or new man-made or natural barriers are allowed which divides the lots or the property located east of the road.

SECTION 16. NOTICE OF SALE

Any Member intending to offer his or her lot for sale must notify the Secretary of such intention in writing. The Secretary will notify the Members accordingly. The Secretary shall advise the seller of any prospective buyers currently on file.

SECTION 17. RULES AND REGULATIONS

The Association, by a majority of Members present in person or by proxy at any meeting of Members so long as a quorum of Members is present, may adopt additional rules and regulations to govern the Association and the property located in Winnebago Park Assessor's

Plat. Association Rules may provide for reasonable monetary penalties for violations of the Rules. Such provisions imposing monetary penalties shall be approved by a majority of Members present in person or by proxy at any meeting of Members so long as a quorum of Members is present at the meeting.

SECTION 18. REGISTRATION FOR MEMBERSHIP.

18.1 The Secretary shall provide each prospective Member with a copy of the current Articles, Bylaws and all Rules along with a membership registration. A completed registration must be signed by the prospective Member(s) and shall indicate that they have received copies of the Articles, Bylaws, and Rules. The registration shall be filed with the Secretary who will give written notice of the registration to the Members.

18.2 A $750.00 membership fee must accompany the registration for membership. Said fee shall be promptly refunded to the applicant if the purchase and sale transaction is not consummated for any reason. No membership fee is required if the transfer is to a trust controlled by the Member or a transfer to a Member's spouse, siblings, children or grandchildren.

SECTION 19. LIMIT OF EXPENDITURES

The Board shall not, without a vote of a majority of the Members, expend more than $200 per Member certificate on any emergency in any one year.

SECTION 20. ASSESSMENTS; VIOLATIONS, PENALTIES AND DAMAGES

20.1 Assessments. For the purpose of meeting the current expenses of the Association, the Board is empowered and authorized to make annual assessments or special assessments, at such time and in such an amount as it determines to be necessary, subject to limitations set forth in this Section 20 of the Bylaws as amended.

(a) General assessments against any Member shall be made annually by the Board, but no assessment shall exceed the sum of $500.00 for any one lot without a vote of the majority of the Members.

(b) Special assessments may be imposed by majority vote of the Members.

(c) Members' attention is called to section 779.70 of the Wisconsin Statutes, formerly numbered Section 289.70, which specifically provides for the levying of assessments and their collection, when unpaid, as a maintenance lien against the property of the Member.

20.2 Penalties, Damages and Liens. Members may become subject to monetary penalties for violating the Articles, these Bylaws or Rules. Members may also become liable to the Association for damages. When the Board has determined that a Member owes the Association a penalty for violation of Rules, or compensation for damages, written notice will be provided to the Member by personal delivery or by mailing the notice via U.S. Mail to the Member's address within Winnebago Park and to any other address on file with the Secretary. The Member shall have 30 days to pay or to object in writing by submission of a written objection to the Secretary. If the Member fails to pay or object within 60 days of the written

notice, the assessed penalty or damages shall from that date become and remain a lien upon the Member's property, with interest from the due date of 5% per annum, until paid in full.

20.3 Collection of Unpaid Assessments, Penalties, and Damages. If a Member fails to pay any assessment, penalty, or damages compensation when it is due, the Association may, at its election, commence a collection action against any Member personally obligated to pay the amount due or a foreclosure action to foreclose the lien for the amount due against the Member's property. Such a foreclosure action may be brought, at the Association's election, in the same manner as to foreclose a real estate mortgage or as to enforce a lien under chapter 779 of the Wisconsin Statutes. The Association shall, upon written request of a Member or a buyer of any property in the Park, issue a Certificate of Status of Lien for such property.

20.4 Attorney Fees and Costs Added to Lien. Whenever the Association incurs attorneys' fees, court costs, or other reasonable costs to collect amounts due from a Member; enforce the law, Bylaws or Rules against a Member or the Member's property; or enforce a lien against a Member's property; then the Member from whom such amounts are due shall be liable to pay the Association for such fees and costs of collection, and such fees and costs of collection shall be added to and become part of the amount due and secured by the lien against the Member's property.

20.5 Appropriateness of Remedies. Each Member, or his/her heirs, successors, and assigns, agrees to the forgoing provisions regardless of the harshness of the remedy available to the Association and regardless of the availability of other equally adequate procedures. It is the intent of all the Members to give the Association such powers and authority which will enable it to operate on a business-like basis, to collect those monies due and owing it from Members, and to preserve each Member's right to enjoy his or her lot and the common areas free from unreasonable restraint and nuisance.

SECTION 21. PROPERTY DESCRIPTION

The real estate referred to in these Bylaws is described as follows:

Lots One (1) through Forty-Eight (48) and Outlots (1) thru Six (6) of Winnebago Park Assessor's Plat, being a part of Lot One (l) of Certified Survey Map No. 2672 as recorded in the office of the Register of Deeds for Fond du Lac County, Wisconsin on May 22, 1981 at 8:00 A.M. in Volume 14 of Certified Survey Maps on Pages 92-92D as Document No. 369564; being a part of the Government Lots 1, 2, and 3 and in the NE 1/4 of the SE 1/4 and in the SE 1/4 of the SE 1/4 of Section 4, T16N, Rl8E, Town of Calumet, Fond du Lac County, Wisconsin.