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ASHLAND HEIGHTS PROPERTY OWNERS' ASSOCIATION

BYLAWS

ARTICLE I

GENERAL PROVISIONS

1.1 Name and Location. The Name of the Association is Ashland Heights Property Owners' Association, a nonprofit unincorporated Association (the "Association.") The Association is a homeowner association (HOA) which makes and enforces rules and guidelines for the subdivision as described in this Article I. Set forth in this instrument are the Bylaws of the Association. This Association is subject to the requirements of section 710.18 of the Wisconsin Statutes.

1.2 Definitions. The terms used in these Bylaws shall have the meanings the same words as set forth in the Restated Declaration as amended of Covenants, Conditions, and Restrictions for Ashland Heights recorded April 23, 2003 as Document No. 781388, and as the Restated Declaration was amended on this date (hereafter Restated Declaration as amended).

1.3 Fiscal Year. The fiscal year of the Association begins upon approval of these Bylaws and in each and every subsequent year shall begin on the 1st day of January and end on the 31st of December.

1.4 Restated Declaration as amended. The purpose of these Bylaws is to further carry out the duties and the obligations of the Ashland Heights Property Owners' Association as described in the Restated Declaration as amended. As stated in the Restated Declaration as amended, the Members of the Association are the lot owners of Ashland Heights, a platted subdivision in the Town of Ashford, Fond du Lac County, Wisconsin ("Ashland Heights").

1.5 Committee. The Property Owner's Committee ("the Committee") is that committee formed to protect and preserve the values and amenities of Ashland Heights, as described in section 23 of the Restated Declaration as amended. In addition, the Members of the Committee shall serve as the persons "appointed or engaged by the Association … to exercise the powers, duties or functions of the Association," all as authorized by section 23 of the Restated Declaration as amended.

ARTICLE II

MEETINGS OF MEMBERS

2.1 Annual Meetings. The Association's annual meeting of the Members shall be held each year at such time and place as the Committee may designate. The purpose of the annual meeting shall be to elect the Committee Members, to update the Members on previous and future subdivision plans, to make decisions regarding the Association dues or assessments if any, and for any other Association affairs that may come up. Notices of meetings shall be mailed by email to all Members of the Association at least 48 hours before the meeting.

2.2 Special Meetings. Special meetings of the Members may be called by any Committee Member, or by written request of the majority of Members of the Association, at any time. The purpose of the meeting shall be stated in the call to the meeting and at least 48 hours written notice shall be given by email to Members.

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2.3 Eligibility to Vote. All Members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointive Committee office, and (3) serve on said subcommittees as may be established. The previous sentence is subject to section 23 of the Restated Declaration as amended, which provides for one vote per lot on all membership matters involving the Association.

2.4 Quorum. Thirteen (13) Members of the Association shall constitute a quorum. The previous sentence is subject to the Restated Declaration as amended which calls for one vote per lot, and therefore the term "Members" in the previous sentence means that the owner or owners of a lot shall constitute as one Member regardless of the number of owners of that particular lot.

2.5 Proxies. Members of the Association may vote in person or by proxy in all meetings of Members. Every proxy shall be in writing, signed by the Member or his attorney-in-fact, and filed with the Association Committee secretary before the scheduled meeting. No proxy shall be valid effective for a period longer than sixty (60) days at any one (1) time unless earlier revoked by the Member, except as otherwise provided by law.

2.6 Association Action. Any action of the Association shall take effect upon majority vote of the Association (vote of at least 13 lots). See section 23 of the Restated Declaration as amended. In addition to taking action by voting (section 2.5), the association may take action by written consent vote of a majority of the Association (consent of at least 13 lots).

ARTICLE III

COMMITTEE

3.1 Composition. The Association's Committee shall be composed of three persons elected by the Members of the Association, consistent with section 23 of the Restated Declaration as amended.

3.2 Powers. The Committee shall have the Powers as described in the Restated Declaration as amended, and in addition shall have all the powers and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in these Bylaws, and the Restated Declaration as amended, provided that such rights and powers are not inconsistent with provisions the Restated Declaration as amended. In particular, but not limited to, the Committee shall have the power to:

a) manage, control and restrict the use of the Common Areas of the community and the conduct of the Association Members and their guests by adopting and publishing rules and regulations, and establishing a monetary penalties to enforce any material lack of compliance.

b) suspend a Member's voting rights and the right to use the Common Areas if a Member is in default of any assessment payment due and owing to the Association, or for a material lack of compliance with the Association's published rules and regulations;

c) exercise all powers and duties not reserved to the Membership and authorized by these Bylaws or the Restated Declaration as amended;

d) create a vacancy of the office of a member of the Committee in the event of a Committee member's three (3) consecutive unexcused absences to any meetings of the Committee scheduled by the Committee; and

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e) employ and supervise agents, attorneys, independent contractors, or such others as the Committee may deem necessary to perform its functions.

3.3 Duties. It shall be the Committee's responsibility to:

A. maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote;

B. supervise the Association's agents and volunteers to ensure proper and ethical performance of the assigned duties;

C. As more fully provided in the Restated Declaration as amended, to:

1. impose the contractual maintenance and other assessments against each Lot;
2. send written notice of each assessment to all Members of the Association;
3. maintain liability insurance for the Association;*
4. pay property taxes, if any, imposed on the Common Areas (Outlots 1, 2 and 3);
5. cause the Common Areas to be maintained.

*Lot owners must procure their own liability and casualty insurance as well. Lot owners have an undivided ownership interest in the Common Areas (Outlots).

3.4 Compensation. No Committee member shall receive compensation for their services. However, by approval of the Committee (documented in Committee minutes), a Committee member may be reimbursed for actual expenses incurred in the performance of that Committee member's duties.

3.5 Removal of Committee Members. Any Committee member may be removed for cause by vote of the Members of the Association or by unanimous vote of the other two Committee members. Committee members may also be removed without cause only by vote of the Association Members.

3.6 Resignation. A Committee member may resign at any time by giving written notice to the Committee and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

ARTICLE IV

MEETINGS OF COMMITTEE

4.1 Meetings of the Committee. A regular meeting of the Committee shall be held every six (6) months at a date and time as established by the chairperson.

4.2 Special Meetings. Special meetings may be called by the Committee chairperson and shall be called upon the written request of any member of the Committee. The purpose of the meeting shall be stated in the call and at least five (5) days written notice by email shall be given.

4.3 Action of the Committee. The act of the Committee shall be valid, if approved by vote of at least two (2) members of the Committee. Each Committee member may have one vote regardless of the lots which that Committee member may own, for all Committee action.

4.4 Action Without A Meeting. An action that is required or permitted to be taken by the Committee under these Bylaws or the Restated Declaration as amended may be taken without a meeting, only if the action is approved in writing and a resolution is adopted authorizing the action, as signed by at least two (2) members of the Committee. The written consents (resolution) shall be filed with the minutes of the proceedings and the Association's records.

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ARTICLE V

COMMITTEE OFFICERS AND THEIR DUTIES

5.1 Officers. The Committee shall have three (3) officers. The officers shall be the chairperson, a secretary and a treasurer.

5.2 Term of Office. Officers of the Committee shall assume their duties at the close of the meeting at which they are elected. Officers shall serve until their successors are elected.

5.3 Vacancy. A vacancy in any Committee (and therefore Committee office) shall be filled by the Association.

5.4 Duties. Officers of the Committee shall perform the duties provided in this section and such other duties as are prescribed in these Bylaws.

A. **Chairperson.** The chairperson shall preside at all meetings of the Members and of the Committee and shall see that all orders and resolutions of the Committee are put into effect, and shall take action as necessary to enforce compliance with the terms of the Restated Declaration as amended. The chairperson

1. attend all meetings of the Association;
2. record all votes and minutes of all proceedings in a book to be kept for that purpose;
3. give or cause to be given notice of all meetings of Members and of special meetings of the Committee and of the Association;
4. be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting;
5. maintain all the Association documents and records in a proper and safe manner; and
6. perform such other duties as may be prescribed by the Committee or the chairperson or the Association.

C. **Treasurer.** The treasurer of the Committee shall:

7. have the custody of the Association funds;
8. maintain complete and accurate accounts of receipts and disbursements in the Association books;
9. deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Committee;
10. disburse the funds of the Association as may be ordered or authorized by the Committee and preserve proper vouchers for such disbursements;
11. render to the chairperson and the Committee at meetings of the Committee, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Association;
12. render a full financial report at the annual meeting of the Members if so requested;
13. furnish to all Association officers and agents upon request, with such reports and statements as they may require as to all financial transactions of the Association; and
14. perform such other duties as are given to the treasurer by these Bylaws or as from time to time are assigned to the treasurer by the Committee or the chairperson or the Association.

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D. **Liability.** The Association, the Committee, any members and officers of the Committee, Association Members, or any of them, shall not be held liable to any lot owner for a mistake in judgment, or for any other acts or omissions of any nature whatsoever while acting for or on behalf of the Association, except for any acts or omissions found by a court to constitute gross negligence.

5.5 Elections. The officers of the Committee shall be elected at the first meeting of the Association and then beginning in 2024 at each annual meeting of the Association, or at such other time as necessary if there is a vacancy. Failure to hold a meeting or elect officers shall not affect the validity of Association action. Committee members (officers) are not limited in how long they may serve (no term limits) if elected. See section 5.2.

ARTICLE VI

BOOKS AND RECORDS

The Association's books, records and documents shall at all times, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost. Furthermore, all outgoing Committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the elected Committee chairperson within ten (10) days after the election.

ARTICLE VII

ACTIONS - AMENDMENTS - TERMINATION

7.1 Actions and Amendments. All actions of the Association including the creation of these Bylaws require majority vote of the lot owners in person at a meeting or by proxy, or by written consent. These Bylaws may be amended, at a regular or special meeting of the Members, by majority vote of the lot owners in person at a meeting or by proxy, or by written consent. The provisions of this section 7.1 are consistent with section 23 of the Restated Declaration as amended (one vote per lot).

7.2 Conflict. In the case of any conflict between these Bylaws and the Restated Declaration as amended, the Restated Declaration as amended and as hereafter amended, shall control.

7.3 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

7.4 Termination. The Association may be dissolved only as provided in the Restated Declaration as amended. See sections 25 and 26 of the Restated Declaration as amended, to-wit: The Association shall be dissolved upon termination of the Restated Declaration as amended as provided therein. Upon dissolution of the Association, obligations of the Association are deemed automatically assumed by the lot owners, in addition to any direct obligations of the Owners may have to the Association pursuant to the Restated Declaration as amended.

IN WITNESS WHEREOF, we, being or representing Members of the Association (lot owners) who have approved these Bylaws by set our hands to approve these Bylaws by our written consent, as of each date set forth below. Each person(s) signing represents that such person(s) has full authority to sign on behalf of all owners of such lot.

Lot 1:
By – Signature(s): _____
Name(s) – Printed: _____

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Dated: _____

Lot 2:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 3:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 4:
By – Signature(s): _____
Name(s) – Printed: _____
Dated: _____

Lot 5:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 6:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 7:
By – Signature(s): _____
Name(s) – Printed: _____
Dated: _____

Lot 8:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 9:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 10:

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By – Signature(s): _____
Name(s) – Printed: _____
Dated: _____

Lot 11:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 12:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 13:
By – Signature(s): _____
Name(s) – Printed: _____
Dated: _____

Lot 14:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 15:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 16:
By – Signature(s): _____
Name(s) – Printed: _____
Dated: _____

Lot 17:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 18:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 19:
By – Signature(s): _____

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Name(s) – Printed: _____
Dated: _____

Lot 20:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 21:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 22:
By – Signature(s): _____
Name(s) – Printed: _____
Dated: _____

Lot 22:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 24:
By – Signature(s): _____
Name(s)– Printed: _____
Dated: _____

Lot 25
By – Signature(s): _____
Name(s) – Printed: _____
Dated: _____

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Committee of Ashland Heights Property Owners' Association, a Wisconsin nonprofit unincorporated association, and,

THAT the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted by written consent of a majority of the Members of the Association at or following a meeting of the Members of the Association (Lot Owners as described in section 23 of the Restated Declaration as amended) thereof, held on the _____ of _____, 2024.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ of _____,

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_____.

By – Signature: _____
Name – Printed: _____
Title: Secretary