BY-LAWS

OF

WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

DRAFTED BY:

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BY-LAWS

OF

WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION". The principal office of the corporation shall be located at 6900 West Lincoln Avenue, West Allis, Wisconsin 53214. The meetings of members and directors may be held at other places within the State of Wisconsin.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the WHITNALL EDGE CONDOMINIUM HOMEOWNERS 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 any 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, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Developer" shall mean and refer to ROBERT YUNKER and ROBERT H. KREUTER, their heirs, representatives and assigns.

Section 7. "Declaration" shall mean and refer to the several Declaration of Conditions, Covenants, Restrictions and Easements applicable to the Properties recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration, specifically it shall mean those Class A members as described in the Articles of Incorporation. The By-Laws applicable to Class A members shall begin with the termination of Class B membership.

ARTICLE III

MEETING OF MEMBERS

Section 1. ANNUAL MEETING. The first annual meeting of the Class A members shall be held within one year from the date of first election of Directors following the withdrawal of the initial Board of Directors, and each subsequent regular meeting of the members shall be held on the same day of the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

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 the members who are entitled to vote one-fourth (1/4) of all of the votes.

Section 3. NOTICE OF MEETINGS. Written notice of each 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 the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these By-Laws. If, however, such quorum for any action shall not be present or represented at any meeting, the members entitled to vote thereat, or of proxies entitled to vote thereat,

shall have 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 be represented. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as foresaid shall be present or be represented.

Section 5. PROXIES. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Each 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 three (3) directors, who need not be members of the Association.

Section 2. TERM OF OFFICE. At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years, and at each annual meeting thereafter, the members shall elect replacement directors as terms shall expire.

Section 3. REMOVAL. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. COMPENSATION. No director shall receive compensation for any service he may render to the Association. Such prohibition shall not prevent an attorney-director of the Association making a charge to the Association for legal services rendered to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. ACTION TAKEN WITHOUT A MEETING. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations shall also be made from the floor at the annual meeting. The Nomination Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such meeting until the close of the next annual meeting and such appointment shall be announced at each 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 may be made from among members or non-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.

Section 3. RIGHTS OF ORIGINAL DEVELOPER TO REMAIN ON BOARD OF DIRECTORS. The original Developer, ROBERT YUNKER, subject to his desire and pleasure, shall at all times be designated as one of the members of the Board of Directors of this Association.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then the next day which is not a legal holiday.

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 the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend 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 any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(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 these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 (1/4) of

the Class A 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) fix the amount of the annual assessment against each Unit or other affected lands that shall not be subject to any recorded Declaration at least thirty (30) days in advance of each annual assessment period;

(ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(iii) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(iv) issue, or to cause an appropriate officer to issue, upon demand by any person, 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 or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(vii) cause the Common Area to be maintained;

(viii) charge, in its discretion, reasonable fees for the use of any recreational facility situated upon the Common Area;

(ix) suspend the voting rights and right to use of the recreational facilities by an Owner 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;

(x) 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 shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors 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 (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. Any officer may at any time resign by giving written notice to the Board, the president or the secretary. 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 6. 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 7. MULTIPLE OFFICES. The offices 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 except in the case of special offices created pursuant to Section 4 of the Article VIII.

Section 8. DUTIES. The duties of the officers are as follows:

(a) PRESIDENT. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign all checks and promissory notes.

(b) VICE PRESIDENT. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) SECRETARY. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal, if any, of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members of the Association; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) TREASURER. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating 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 at all times, 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 deliquent. If the assessment is not paid within thirty (30) days after the date due, 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, or any successor amendments thereto, which rate is presently twelve (12%) percent per annum. 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 Areas or abandonment of his Unit. A suit to recover a money judgment 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 "WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.", but the absence of such seal from any documents to be executed in behalf of said Association shall be deemed to not 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 a majority of a quorum of voting members present in person or by proxy.

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.

ARTICLE XIV

MISCELLANEOUS REGULATIONS

Section 1. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. TRANSFER FEE ON RESALE. Every member of the Association, at such time that they shall resell their individual Unit or Units and seek issuance from the Association of a letter report as to the status of their individual account as to whether or not all assessments levied against their respective Units have been paid to date, and shall also request the reissuance of a Certificate of Membership in this Association to a new purchaser, shall be required to pay the Association a transfer fee in the sum of One Hundred Fifty Dollars and no/100 ($150.00).

Section 3. STORAGE AND PARKING REGULATIONS. No one shall be permitted to store any inflammable liquids in any type of storage containers inside any of the Units or Buildings located anywhere upon the area referred to and described in Exhibit B, attached to the Articles of Incorporation. Unit Owners and occupants of any rental units that may be constructed upon any portion of the lands involved herein and who shall thereby become members of this Association, are prohibited from parking or storing boats, campers or trailers on surface parking areas for any period of time in excess of six (6) hours. No repair work of any sort shall be undertaken by any Unit Owner or occupant of any rental unit upon any type of motor vehicles, boats, campers or trailers, on any of the surface parking areas. At the discretion of the Board of Directors, Unit Owners may be permitted to utilize said parking areas, however, all requests for such permission shall be submitted in writing in advance to the Board of Directors with a complete description of size, character and dimensions of the items involved.

Section 4. SIGNS. No Unit Owner shall be permitted to erect any signs for any purpose whatsoever upon the premises or upon his Unit. No flags or other types of devises to promote open houses, inspections for the sale of said Units, shall be permitted to be erected upon any Common Area. These restrictions concerning the erection of signs and other types of advertising material concerning the sale of Units shall not be applicable to the Developer or his real estate agents employed for the purposes of selling newly constructed Units as part of the initial development hereof.

IN WITNESS WHEREOF, WE, being all of the initial Directors of WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 14th day of February, 1980.

ROBERT YUNKER

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