

Bylaws of Hawk's Meadow Homeowners' Association, Inc.

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of this organization shall be Hawk's Meadow Homeowners' Association, Inc. ("HMHOA").

Section 2. Location. The principal office of the HMHOA shall be at such places as the Board of Directors of the HMHOA (the "Board") may from time to time determine.

ARTICLE II

PRIMARY PURPOSE

The primary purpose of HMHOA is to facilitate the fulfillment of obligations to homeowners detailed in the Declaration of Covenants, Conditions and Restrictions of Hawk's Meadow, entered into by Hawk's Meadow, LLC, dated September 21, 2007; and any amendments made thereto.

ARTICLE III

APPLICATION, MEMBERSHIP AND VOTING

Section 1. Application. These Bylaws, together with the Declaration of Covenants, Conditions and Restrictions for Hawk's Meadow Subdivision shall apply to, govern and control the Association and all present or future Lot owners, tenants, employees and other persons on any property within Subdivision boundaries. The mere acquisition, rental or occupancy of a Lot or outlot in Hawk's Meadow Subdivision will signify the acceptance and ratification of these Bylaws by all such persons.

Section 2. Members. The Members of the Association shall consist of the Lot owners who have record title in their names or who are the purchasers under a recorded land contract.

Section 3. Voting. Each Member shall have one vote for each Lot owned, provided however no member shall be permitted to vote if such member is more than thirty (30) days delinquent in the payment of any amount due to HMHOA. If a Lot is owned by more than one person, is under lease or is owned by an entity other than individuals, the

person entitled to cast the vote for the Lot shall be designated by a certificate signed by all of the record owners of the Lot or a duly authorized officer of the owner and filed with the Secretary of the Association. Such certificates shall be valid until revoked or superseded by a subsequent certificate or until a change in the ownership of the Lot concerned. A certificate designating the person entitled to cast the vote of a Lot may be revoked by the owner thereof at any time. There shall be no cumulative voting. If the owners of any Lot cannot agree on how to vote, each such Lot shall lose its vote for the particular item voted upon.

Section 4. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of Members holding a majority of the votes (i.e., 21 of 41) shall constitute a quorum. The act of a simple majority of Members present at a meeting at which a quorum is present shall be the act of the HMHOA, unless a greater proportion is required by Wisconsin Statutes, the Articles of Incorporation or these Bylaws.

Section 5. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting. Unless granted to a Lessee or a mortgagee, a proxy shall be effective for no more than sixty (60) days.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Board Role. The Board is responsible for directing the overall policy and management of HMHOA.

Section 2. Board Size. The Board shall include at least three (3) and no more than five (5) persons ("Directors"); and thereafter may be increased or decreased by resolution of a majority of the Board of Directors.

Section 3. Terms of Office. The term of office for a Director shall be one year. It shall begin at the first meeting of the fiscal year and shall continue until the beginning of such meeting one year later. Exception shall be made for terms of Board Officers, who will be elected to serve two (2)-year terms.

Section 4. Election of Officers and Directors. Officers and Directors then eligible for election shall be elected by a majority vote of current Members present at the Annual Membership meeting.

Section 5. Resignation. A Director may resign at any time. A resignation is to be written and shall take effect at the time specified in the resignation, or if no time is specified, it shall take effect from the time when received by the Board.

Section 6. Removal. Any Director may be removed from office by the affirmative vote of a majority of the Directors then in office if, in the opinion of majority, the Director has

failed to attend to his or her duties as such Director, or for other good and sufficient reason.

Section 7. Vacancies. When a seat on the Board becomes vacant, the Board may, by a vote of the majority of the remaining Directors, appoint a replacement for the balance of the vacating Director's term.

Section 8. Meetings. The Board shall meet at least twice annually at times and places determined by the Board. Special meetings may be called by the President, the Vice-President, or by the Secretary, if the Secretary is requested to do so in writing by one third of the Directors.

Section 9. Notice. Notice of Board meetings shall be given to each voting Director not less than three days before the meeting. Notice can be given in person or via mail, e-mail, or other effective means.

Section 10. Quorum. A quorum shall consist of a majority of the current Directors who are not disqualified by a possible conflict of interest.

Section 11. Voting. Each Director shall have one vote on any matter that comes before the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater proportion is required by the Bylaws of HMHOA. When a possible conflict of interest invalidates the quorum, the matter for Board action shall be tabled until the next regularly scheduled meeting or special meeting of the Board at which a disinterested quorum is present.

Section 12. Action by Written Consent of Directors. Any lawful action which may be taken at a meeting of the Directors may be taken without a meeting if a majority of the Directors consent in writing to such action. Such consent can be by mail, e-mail, fax, or other effective means.

ARTICLE V

OFFICERS

Section 1. Principal Officers. The principal officers of HMHOA shall be a President, a Vice-President, a Treasurer and a Secretary. The Board may create additional offices as the need arises. No person may hold more than one office for the same term. Officers shall be elected for two-year terms. Resignation, removal and filling a vacant position shall occur as stated for Directors. Officers must be Members in good standing whose dues to the Association are up to date and who are committed both to upholding the Covenants, Conditions and Restrictions of Hawks Meadow Subdivision; and to governing in community interest, rather than self-interest.

Section 2. Eligibility. An officer shall also be a Director of HMHOA.

Section 3. President. The President shall be the primary elected officer of HMHOA. The President shall preside at Board meetings and meetings of HMHOA, provide management of the Board, and shall have such other duties and powers as may be necessary to carry out the directions and policies of the Board as the Board may prescribe from time to time.

Section 4. Vice-President. The Vice President shall, in the absence, resignation, or incapacity of the President, perform the duties of the President and, when so acting, shall have all the powers of the President.

Section 5. Treasurer. The Treasurer shall have oversight responsibility for the finances of HMHOA, including ensuring good stewardship of HMHOA's resources, and that accurate financial records are maintained and reports are made to the Board as required. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, make financial information available to board members and the public as required, and perform other duties legally or otherwise required by the position.

Section 6. Secretary. The Secretary shall be responsible for keeping an accurate record of Board actions, including overseeing: (1) taking minutes at all Board and HMHOA meetings; (2) sending out meeting notices as required; (3) distributing copies of minutes and the agenda to each Director; (4) assuring that corporate records are maintained; and (5) performing other duties as required.

Section 7. Compensation. No Officer shall receive compensation for services rendered to HMHOA unless the same is established by a resolution of the Members.

ARTICLE VI

COMMITTEES

Section 1. Board Committees and Assignments. The Board may create committees, assign tasks, and appoint members to committees as needed and useful to carry out the purposes of HMHOA. All committees and assignments shall terminate at the first meeting of each fiscal year. Committee members need not be Directors of HMHOA. The President shall appoint all committee chairs and may be a member of all committees. Each committee shall keep minutes of its proceedings.

Section 2. Architectural Control Committee. The Architectural Control Committee shall be a standing committee of three (3) Members appointed annually by the Board and responsible for reviewing plans and specifications for proposed improvements or changes to a homeowner's property, pursuant to architectural control restrictions set out in the Declarations of Covenants, Conditions and Restrictions of Hawk's Meadow. It shall approve or deny such planned requests and advance its recommendation to the Board for final action. The Board shall have final review and authority for determination of compliance with these Bylaws as well as the Declarations of Covenants, Conditions and

Restrictions of Hawk's Meadow. The Architectural Control Committee shall also be responsible to assist the Board to ensure that all homes within the Hawk's Meadow Subdivision follow and meet the guidelines stated in the governing documents regarding exterior maintenance. The volunteers on the Architectural Control Committee shall hold regular meetings to review homeowner requests and discuss any current architectural or maintenance problems or issues. The Architectural Control Committee shall be required to keep minutes of these meetings that can be viewed, upon request, by any Member of the HMHOA.

ARTICLE VII

ADMINISTRATION

Section 1. Contracts. The Board President may enter into any contract or execute and deliver any instrument in the name of and on behalf of HMHOA, as voted by a minimum two-thirds majority of the Board.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of HMHOA shall be signed by such authorized officer or officers, agent or agents of HMHOA and in such a manner as shall from time to time be determined by the resolution of the Board.

Section 3. Deposits. All funds of HMHOA not otherwise employed shall be deposited from time to time to the credit of HMHOA in banks, trust companies, and other depositories as the Board selects and approves.

Section 4. Loans. HMHOA shall not provide personal loans to or guarantee the obligation of any Director or employee. No moneys shall be borrowed by HMHOA unless authorized by the Board.

Section 5. Budget. The President and Treasurer shall participate together in preparation of an annual budget. The Board shall discuss and approve the budget before presenting it to the membership at the Annual Meeting.

Section 6. Fiscal Year. The fiscal year of HMHOA shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII

RESTRICTIONS ON OPERATION

Section 1. Distributions. No part of the assets of HMHOA shall be used to the benefit of, or be distributable to its Directors or other persons, except that HMHOA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of HMHOA.

Section 2. Conflict of Interest. In order to avoid any conflict of interest and the appearance of conflict of interest with respect to HMHOA's business dealings, (a) any Director or staff shall disclose his or her ties involved in a potential conflict to those voting on the transaction, (b) such person shall refrain from extended discussion and voting on a decision related to the potential conflict, and (c) effort shall be made to ensure that the transaction in question is fair and reasonable.

Section 3. Good Faith Standard. Board members, committee members, officers and volunteers shall exercise the utmost good faith in all transactions with respect to their duties on behalf of HMHOA and its operation. In such dealings, they shall be held to a strict rule of honesty and fair dealing, and in the best interest of HMHOA. No such persons may accept material gifts, favors or hospitality that might influence their decision-making or actions affecting HMHOA. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the interest of HMHOA and that of the individual.

Any new Board member, committee member, officer, administrative staff member, employee or volunteer shall be informed of this policy concurrent with the assumption of responsibilities.

ARTICLE IX

INDEMNIFICATION

Section 1. In General. HMHOA shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a Director, officer, employee or agent, against reasonable expenses, including attorney's fees, incurred by the person in connection with the proceeding. HMHOA may purchase insurance for such indemnification.

Indemnification is not required if the Director, officer or volunteer has received or will receive indemnification, reimbursement or allowance of expenses from any person, including HMHOA, in connection with the same proceeding.

Section 2. Exclusions. No person shall be indemnified for any breach of a duty of loyalty to HMHOA, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit.

ARTICLE X

DISSOLUTION

Upon the dissolution of HMHOA, the Board shall, after paying or making provisions for the payment of all the liabilities of HMHOA, dispose of all the assets of HMHOA by distributing them in equal shares among HMHOA members.

ARTICLE XI

BYLAWS

Section 1. Amendments. These Bylaws may be amended by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Section 2. Interpretation. The Board's interpretation of the Bylaws shall be considered the correct interpretation when reached by majority vote.

Section 3. Implementation. These Bylaws shall become effective immediately upon adoption.

THESE BYLAWS WERE APPROVED A MEETING OF THE BOARD OF HMHOA
ON JULY 15, 2021.


Terry Ladwig, Lot #41, Hawk's Meadow
Secretary