AMENDED AND RESTATED BYLAWS
OF
HAMPDEN PINES ASSOCIATION, INC.

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ARTICLE 1.

NAME AND LOCATION

1.1 Name. The name of the corporation shall be HAMPDEN PINES ASSOCIATION, INC. (the "Association").

1.2 Location; Principal Office. The Association's principal office shall be as stated on file with the Wisconsin Department of Financial Institutions.

ARTICLE 2.

APPLICATION & MEMBERSHIP

2.1 Application. These Bylaws, together with the Declaration of Condominium of Hampden Pines Condominium, (the "Declaration"), the Articles of Incorporation for this Association ("Articles"), all amendments to the foregoing, all rules and regulations passed by the Association, and Chapter 703 of the Wisconsin Statutes, the Condominium Ownership Act, as the same may be amended, renumbered, or renamed from time to time (the "Act"), shall apply to, govern, and control the real property and improvements both currently and as hereafter constructed as located in the City of Pewaukee, Wisconsin and more particularly described in Exhibit A of the Declaration (the "Condominium"). Any and all present or future owners, tenants, employees, and other persons using the Condominium shall be governed by the Declaration, these Bylaws, the Articles, and the Act. The mere acquisition, rental, or occupancy of a dwelling unit (a "Unit") within the Condominium will signify the acceptance and ratification of these Bylaws by all such persons.

2.2 Members. "Members" of the Association shall consist of all "Unit Owners" as that term is defined in the Declaration.

ARTICLE 3.

VOTING, MAJORITY OF OWNERS, QUORUM, PROXIES

3.1 Voting. One (1) vote shall be appurtenant to each Unit. If the owners of a Unit cannot agree on how to vote, each Unit shall lose its vote for the particular item to be voted upon. Certificates of appointment shall be valid until revoked or superseded by a subsequent certificate or a change in ownership to the Unit occurs. There shall be no cumulative voting.

3.2 Majority of Members. The term "majority of Members" shall mean those Members holding more than fifty (50%) percent of the votes.

3.3 Quorum. Except as otherwise provided in these Bylaws, the presence in person, electronically, or by proxy of a forty percent (40%) of Members shall constitute a quorum.

3.4 Proxies. Votes may be cast in person, electronically (remotely, via electronic means), or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting, and may be filed via email or other electronic means.

ARTICLE 4.

MEETINGS

4.1 Roster of Members. The Association shall maintain a current roster of names and address(es) of every Member. Each Member shall receive notice of all meetings of Members of the Association. Every Member shall furnish the Association with his or her name and current mailing address and email/electronic address. No Member may vote at meetings of the Association until the foregoing information is furnished.

4.2 Place of Meetings. Meetings of the Association shall be held at such time and such place, whether physical or virtual, as is designated by the Board of Directors.

4.3 Annual Meeting. The annual meeting of the Association shall be held in the month of June or July of each year. At the annual meeting, one or more Members of the Board of Directors may be elected in accordance with the requirements of Section 5.2 of these Bylaws. The Members may also transact such other business of the Association as may properly come before them.

4.4 Special Meetings. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board or upon a petition signed by a majority of the Members and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths (4/5) of the Members present, either in person, electronically, or by proxy.

4.5 Notice of Meetings. It shall be the duty of the Secretary to personally or electronically deliver, or mail a notice of each meeting, stating the purpose thereof, as well as the time and place (physical or virtual) where it is to be held, to each Member of record, at the address shown on the roster, at least ten (10) days but not more than thirty (30) days prior to such meeting, unless waivers are duly executed by all Members. The delivery or mailing of a notice in the manner provided in this section shall be considered notice served, and such notice shall be effective upon the date of delivery or mailing.

4.6 Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person, electronically, or by proxy, may adjourn the meeting to a time at the Board's discretion and no additional notice shall be required.

4.7 Order of Business. The order of business at all meetings of the Members shall be as follows:

4.7.1 Roll call.

4.7.2 Proof of notice of meeting or waiver of notice, in the case of an emergency meeting.

4.7.3 Reading of minutes of preceding meeting.

4.7.4 Reports of officers.

4.7.5 Reports of committees.

4.7.6 Election of directors (when applicable).

4.7.7 Unfinished business.

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

4.9 Action Without a Meeting by Written Ballot. Any action required or permitted by any provision of the Wisconsin Nonstock Corporation Law, the Declaration, the Articles of Incorporation, or these Bylaws to be taken by the vote of the Unit Owners may be taken without a meeting if the Association delivers a written ballot to every Unit Owner entitled to vote on the matter. The written ballot may be delivered to the Unit Owner by any of the methods set forth in Section 4.5 above. The written ballot shall set forth each proposed action, shall provide an opportunity to vote for or against each proposed action, and shall be accompanied by a notice stating the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter other than election of directors, and the time by which the ballot must be received by the Secretary or property manager of the Association in order to be counted. Approval of any action by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots may be delivered to the Secretary or property manager via email. Once received by the Secretary or property manager of the Association, a written ballot may not be revoked.

ARTICLE 5.

BOARD OF DIRECTORS

5.1 Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of at least three (3) persons. Each member of the Board of Directors shall be a Unit Owner or, if a Unit Owner is a partnership, then a general partner of such Unit Owner may be a director, and if a Unit Owner or such partner is a corporation, then an officer of such corporation, or an agent appointed by the board of directors of such corporation may be a director. If a Unit or Units is/are owned by spouses or domestic partners, the spouses or domestic partners are prohibited from serving as directors at the same time, regardless of the number of Units owned. If a Unit

Owner has a delinquent account with the Association, that Unit Owner cannot be elected as a director. If at any time a director becomes delinquent on any payment to the Association, the director is required to resign from his board position (and any officer position held) unless the Unit Owner brings the account current within ten (10) days' notice from the Board. If a director shall cease to meet such qualifications during the director's term, the director shall thereupon cease to be a director and the place on the Board shall be deemed vacant.

5.2 Election and Term of Office. The terms of office of the Directors shall be fixed as follows:

5.2.1 The term of each director elected or reelected shall be for three (3) years each and shall expire on the date of the annual meeting which is three (3) years following the date of such election or re-election.

5.2.2 The terms of at least one−third of the directors shall expire annually. Each director shall hold office until a successor is elected. When more than one director is to be elected at any meeting, each Member shall cast votes for candidates equal in number to the directors to be elected; provided, however, that a Member may not cast more than one (1) vote for each Unit owned by the Member for any single candidate. The candidates who are elected shall be those receiving the greatest number of votes, in decreasing order, until the number of directors to be elected have been so elected.

5.3 Powers and Duties. The Board shall have the powers necessary to administer the Condominium including the following:

5.3.1 Make and enforce (including enforcement through the establishment of a system of fines), rules and regulations, and amendments thereto, from time to time, respecting the operation, use, and occupancy of the Condominium;

5.3.2 Adopt a budget and make and collect Dues (as defined in Section 7.2 herein) and assessments from the members in accordance with the provisions of the Declaration, and expend said funds for insurance, taxes, utility services for, and maintenance, repair, and operation of the Common Elements of the Condominium as required under the Declaration or for such other purposes as fall within the responsibility of the Association and general powers of the Board;

5.3.3 Execute contracts on behalf of the Association, acquire and convey property, and borrow money on behalf of the Association, employ necessary personnel, and carry out all functions and purposes necessary for the operation of the Condominium;

5.3.4 Satisfy all liens against the Condominium and pay necessary expenses connected therewith;

5.3.5 Engage a professional property manager, management company, or managing agent on a contractual basis to perform such duties as the Board shall authorize including but not limited to, the duties listed in this Section; and

5.3.6 Perform such other functions as are required by law.

5.4 Fees. No fee or other compensation shall be paid to any member of the Board at any time except by specific resolution of the Members by majority vote at an annual or special meeting of the Members.

5.5 Vacancies. A vacancy on the Board created by any reason other than removal by a vote of the Members or the resignation of a director shall be filled by vote of the majority of the remaining directors, even though they constitute less than a quorum. Each person so elected shall be a director until a successor is elected at the next annual meeting of the Association.

5.6 Removal of Directors. At any regular or special meeting duly called, any one or more of the directors elected by the Members may be removed with or without cause by a majority of the Members and a successor elected by the Members to fill the vacancy thus created. Any director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

5.7 Organization Meeting. The first meeting of a Board of Directors, after one or more directors is newly elected, shall be held within ten (10) days of such election at such place as determined by the Board at the meeting at which such directors were newly elected. No notice shall be necessary in order to legally constitute such meetings providing a majority of the whole Board shall be present.

5.8 Regular Meetings. Regular meetings of the Board may be held at such time and place (physical or virtual) as is designated by a majority of the directors, but at least one such meeting shall be held during each fiscal year. Meetings of the Board may be via telephone or video/digital conference, at the option of the Board. Notice of regular meetings of the Board shall be given to each director, personally or by mail, telephone, or email or other electronic means at least three (3) days prior to the day named for each meeting.

5.9 Special Meetings. A special meeting of the Board may be called by the President on three (3) days' notice to each director, given personally or by mail, telephone, or email or other electronic means, which notice shall state the time, place (physical or virtual) and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner on the written request of at least two (2) or more directors.

5.10 Waiver of Notice. Before or at any meeting of the Board, any director may waive notice of such meeting in writing and such waiver shall be deemed the equivalent of notice duly given. Attendance by a director at any meeting of the Board shall also be deemed a waiver of notice. If all directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

5.11 Board Quorum. A majority of the directors shall constitute a quorum for the transaction of business at all Board meetings. Presence at a Board meeting may be in person, or via telephone, or video/digital conference. If, at any meeting of the Board, less than a quorum is present, the majority of those present may adjourn the meeting to a later date. At any such rescheduled meeting, any business which might have been transacted at the original meeting may be transacted without further notice.

5.12 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 given by all of the Directors entitled to vote with respect to the subject matter. Such consent may be given via email or other electronic means, and such consent shall have the same force and effect as a unanimous vote. Informal actions taken under this section shall be recorded in the next Board meeting minutes

5.13 Fidelity Bonds. The Board shall require that all officers and employees of the Association responsible for Association funds shall furnish adequate fidelity bonds, or be covered by adequate fidelity insurance purchased by the Association as set forth in the Declaration. The premiums on such bonds or insurance shall be paid by the Association.

5.14 Liability of Directors and Officers. No person shall be liable to the Association or Members for any loss or damage suffered by it or them on account of any action taken or omitted to be taken as a director or officer of the Association if such person exercised and used the same degree of care and skill as a prudent individual would exercise under the circumstances in the conduct of such individual's own affairs, or for any action or nonaction based upon advice of counsel for the Association, or upon statements made or information furnished by officers or employees of the Association which was reasonably believed to be true. The foregoing shall not be exclusive of any other right or defense.

5.15 Indemnity of Directors and Officers. Every person who is or was a director or officer of the Association (together with the personal representatives and heirs of such person) shall be indemnified by the Association against all loss, costs, damages, and expenses (including reasonable attorneys' fees) asserted against, incurred by, or imposed in connection with or resulting from any claim, action, suit, or proceeding, including criminal proceedings, to which such person is made or threatened to be made a party by reason of service as a director or officer, except as to matters resulting in a final determination of gross negligence or willful misconduct on the part of such director or officer. In event of settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance as a director or officer in relation to the matter involved. The Association, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of the Association, with respect to any action taken or not taken as an employee. This right of indemnification shall be in addition to all other rights and defenses.

ARTICLE 6.

OFFICERS

6.1 Designation. The principal officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board and serve one (1) year terms. The directors may appoint an assistant treasurer and an assistant secretary, and such other officers as in their judgment may be necessary. The Board may assign any of the Officers' duties referenced herein to a property manager or management company.

6.2 Election of Officers. The officers of the Association shall be elected annually by the Board at its organizational meeting following the annual meeting. Officers shall hold office at the pleasure of the Board.

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

6.4 President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association, and of the Board. The President shall have all of the general powers and duties which are usually vested in the office of president of a non-profit corporation, including, but not limited to, the power to appoint committees from among the Members from time to time as appropriate to assist in the conduct of the affairs of the Association.

6.5 Vice President. The Vice President shall take the place of the President whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint a director to serve in such capacity on an interim basis. The Vice President shall also perform such other duties imposed by the Board from time to time.

6.6 Secretary. The Secretary shall keep the minutes of all meetings of the Board and the Association. The Secretary shall have charge of such books and papers as the Board directs and in general, perform all duties incident to the office of Secretary. The Secretary shall count the votes cast at any annual or special meeting of the Association or the Board of Directors.

6.7 Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all Association receipts and disbursements. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association, in such depositories as designated by the Board.

6.8 Compensation. No officer shall receive compensation for services rendered the Association unless authorized by a resolution of the Members.

6.9 Multiple Offices. If so elected by the Board of Directors, the same person may hold the offices of President and Treasurer and the same person may hold the offices of Vice President and Secretary.

ARTICLE 7.

BUDGET, DUES, ASSESSMENTS, AND DEPOSITORIES

7.1 Budget. The Board shall adopt a budget for the operation of the Association at least annually. The budget will contain estimates of the cost of operating the Condominium and shall include all common expense items.

7.2 Dues and Assessments. The estimate of common expenses of the Condominium, in accordance with the provisions of the Declaration, shall be assessed against each Unit based on the Unit's Interest as defined in the Declaration on an annual basis and paid in monthly installments (the "Dues"). If a Member fails to timely pay the Member's Dues, an assessment, or installment, the Board may take any and all measures allowed by the Declaration or at law, including, but not limited to, the filing of a statement of condominium lien in accordance with the Act which statement shall be signed and verified by the Secretary of the Association or any other officer or agent authorized by the Board of Directors.

7.2.1 The first installment of the Dues shall be paid on a prorated basis where proper, upon receipt by a Member of the deed to a Unit. If the annual assessment of Dues based on the budget proves inadequate, or if special circumstances arise, the Board at any time may levy a special assessment for any purpose, which special assessment shall be payable in such reasonable manner as the Board directs.

7.2.2 Assessments and Dues shall be paid on or before ten (10) days after the date when such Dues, assessments, and installments are due. Any Dues, assessment, or installment not paid within ten (10) days of its due date shall be delinquent and the Member shall be charged late fees and interest at a rate set forth in the Rules and Regulations on the unpaid Dues, assessment, or installment of such Dues or assessment. Interest shall accrue from the date when the Dues, assessment, or installment was first due until paid.

7.2.3 All payments upon account shall be first applied to costs of collection, attorneys' fees, late fees, and interest, if any, and then to the Dues and/or assessment payment first due.

7.2.4 No Member who has a lien filed against his or her Unit due to being delinquent in the payment of the Dues, an assessment, or installment on an assessment or Dues shall be entitled to vote at any regular or special meeting of the Members.

7.3 Depositories. The funds of the Association shall be deposited in such bank(s) or other depositories designated by the Board and shall be withdrawn therefrom only upon check or order signed by the officers or an agent who shall from time to time be designated by the Board for the purpose. The Board may elect to require Members to pay Dues and assessments imposed by the Board directly to a designated depository. The Board may elect to direct that checks of less than an amount set by the Board for payment of Association obligations, bear only one (1) signature of a designated officer and that checks for a greater amount bear a signature and counter-signature of designated officers.

ARTICLE 8.

OBLIGATIONS OF THE MEMBERS

8.1 Maintenance and Repairs. Every Member shall promptly perform all maintenance and repair work as required under the Declaration, these Bylaws, and/or the Rules and Regulations. A Member shall be responsible to the Association and each other Member for any claims, damages, or other liabilities arising from the Member's failure to discharge the foregoing obligation. A Member shall reimburse the Association or a Unit Owner on demand for any expenditures incurred in repairing or replacing any part of such other owner's Unit or the Common Elements damaged by the reimbursing Member, any person in such Member's family, or a tenant, employee, or other user or occupant of the reimbursing Member's Unit.

8.2 Use of Common Elements and Facilities. No Member shall place or cause to be placed any objects of any kind in the Common Elements except in the Limited Common Elements appurtenant to one's Unit, except as may be set forth in the Rules and Regulations.

8.3 Right of Entry. Each Member grants a right of entry to the professional property manager, management company, or managing agent (if any) employed by the Board, or to any other person authorized by the Board to enter the Member's Unit for the purpose of performing non-emergency installations, alterations, or repairs, provided that requests for entry are made in advance and that such entry is at a time convenient to the Member. Each Member further grants to the Board a right of entry without advance notice in case of emergency, whether the Member is present or not. Damage or loss caused due to an emergency shall be at the expense of the owner of the Unit to which entry is made if, in the reasonable judgment of those authorizing the entry, such entry was for emergency purposes.

ARTICLE 9.

AMENDMENTS

These Bylaws may be amended by the Members. No amendment shall take effect unless approved by the owners of at least sixty-seven (67%) percent of the total Units.

ARTICLE 10.

CONFLICTS

These Bylaws are intended to comply with the Act and Declaration. If any provision of these Bylaws conflicts with the Act or the Declaration, the Act or Declaration will control.

ARTICLE 11.

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

These Amended and Restated Bylaws are adopted as of the 19th day of July, 2023.