

BY-LAWS OF
SANDYHURST POINT ASSOCIATION, INC.

ARTICLE I

Identity

These are the By-Laws of Sandyhurst Point Association, Inc., a Wisconsin nonstock corporation. The Corporation has been organized for the purpose of owning and administering a private park at the following location:

Lots Five (5) and Six (6) of Block One (1), Sandyhurst-Point, being part of Section Twenty-two (22) Township Four (4) North, Range Twenty-three (23) East. Said land being in the Village of Wind Point, County of Racine, State of Wisconsin.

- (A) The office of the Corporation shall be 5113 Park Place, Racine, WI. 53402
- (B) The fiscal year of the Corporation shall be the calendar year.
- (C) The seal of the Corporation shall be circular in form and shall be inscribed thereon the name of the Corporation and the "Wisconsin" and the words "Corporate Seal."

ARTICLE II

Members' Meetings

- (A) The annual meeting of the members shall be held at the Village Hall of Wind Point at 7:30 P.M. on the last Thursday in October of each year for the purpose of transacting any business authorized to be transacted by the members.
- (B) Special meetings of the members shall be held whenever called by the President, Vice-President, or a majority of the Board of Directors and Officers and must be called by such officers upon receipt of a written request and or a digital request (email, text) from members entitled to cast one-third (1/3) on the votes of the entire membership.
- (C) Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President, Vice-President or Secretary unless waived in writing or digital communication (email, text). Such notice shall be in writing or digital communication (email, text) to each member at his address or contact information as it appears on the books of the Corporation and shall be mailed or sent digitally, (email, text) not less than ten (10) days nor more than (60) days prior to the date of the meeting. Proof of such mailing/digital contact shall be given by affidavit of the person giving the notice. Notice of the meeting may be waived before or after the meeting.
- (D) A quorum at meetings of the members shall consist of the number of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes of the members present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a great numbers of members is required by the Articles of Incorporation or these By-Laws. Annual dues assessments shall not exceed \$100/annum. In

addition, no special assessment nor dues increase shall be imposed on members unless approved by 2/3 of the members.

(E) Voting

- 1) In any meeting of members, each record owner of a property containing a residence shall be entitled to cast one (1) vote.
- 2) If a property containing a residence is owned by one (1) person, his/her right to vote shall be established by the recorded title to the property. If such property is owned by more than one person, or by a corporation, or is under lease, the person entitled to cast the vote or votes for that property shall be designated by a certificate signed by all of the recorded owners of the property and filed with the Secretary of the Corporation. Such certificates shall be valid until revoked (in writing) or until superseded by a subsequent certificate or until a change in ownership of the property concerned. If such a certificate is not on file, the vote of the owners shall not be considered in determining the requirement of a quorum nor for any other purposes.
- 3) Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary of the Corporation before the appointed time of the meeting.

When approved by the Directors and Officers, voting will also be allowed by written, electronic ballot or voice during online audio/visual meetings and or by email or text. Members will be notified of their voting options by the Secretary at least 15 days prior to each annual or special meeting.

- (4) If any meeting of members cannot be organized because a quorum has not attended, the meeting may be adjourned from time to time by the members who are present in person or by proxy or online (audio/visual) until a quorum is present.

- (5) The order of business at annual members' meetings shall be as follows:

- (a) Election of Chairperson
- (b) Calling of roll and certification of proxies.
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading of minutes and disposition of any unapproved minutes.
- (e) Reports of Officers
- (f) Reports of Committees
- (g) Election of Directors

- (h) Unfinished business
- (i) New business
- (j) Adjournment

ARTICLE III

Directors and Officers

- (A) The affairs of the Corporation shall be managed by a Board of Directors and Officers, of not less than three (3) nor more than seven (7) Directors, the exact number to be determined at the time of election.
- (B) Election of Directors and Officers shall be conducted in the following manner:
 - a. The election of Directors and Officers shall be held at the annual members' meeting.
 - b. A nominating committee of three (3) members shall be appointed by the Board of Directors not less than thirty (30) days prior to the annual members' meeting. The committee shall nominate one person for each Director and Officer then serving.
 - c. The election shall be by ballot unless dispensed with by unanimous consent, and by a plurality of the votes cast, each person being entitled to cast his/her vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
 - d. Except as to vacancies provided by the removal of Directors or Officers, vacancies in the Board of Directors and Officers occurring between annual meetings of members shall be filled by the remaining Directors and Officers.
 - e. Any Director or Officer may be removed by a concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members' called for that purpose. The vacancy in the Board of Directors and Officers so created shall be filled by the members of the Corporation at the same meeting.
 - 1. The term of each Director and Officer's service shall extend until the next annual meeting of the members and subsequently until his/her successor is duly elected and qualified or until he/she is removed in the manner elsewhere provided.
 - 2. The organizational meeting of the newly elected Board of Directors and Officers shall be held within then (10) days of their election at such time and place as shall be fixed by the Directors and Officers at the meeting at which they are elected, and no further notice of the organizational meeting shall be necessary.
 - 3. Regular meetings of the Board of Directors and Officers may be held at such time and place as shall be determined from time to time by a majority of the Directors and Officers. Notice of regular meetings shall be given to each Director and Officer personally, or by mail, telephone, or electronic communication (email, text) at least three (3) days prior to the day named for such meeting.

4. Special meetings of the Board of Directors and Officers may be called by the President and must be called by the Secretary at the written or digital communication (email, text) request of one-third (1/3) of the Directors and Officers. Not less than three (3) days' notice of the meeting shall be given personally or by mail, telephone or electronic communication, which notice shall state the time and place and purpose of the meeting.
5. Any Director or Officer may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
6. A quorum at meetings of the Directors and Officers shall consist of a majority of the entire Board of Directors and Officers. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board, except when approval by a greater number of Directors and Officers is required by the Articles of Incorporations or these By-Laws.
7. If at any meeting of the Board of Directors and Officers, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that may have been transacted at the meeting as originally called may be transacted without further notice.
8. The joinder of a Director or Officer in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director and of Officer for the purpose of determining a quorum.
9. The presiding officer at the Directors and Officers meetings shall be the President or in their absence, the Vice-President. In the absence of the presiding officer, the Directors and Officers shall designate one of their number to preside.
10. There shall be no Directors or Officers' fees paid to any Director or Officer.
11. All of the powers and duties of the Corporation existing under the Articles of Incorporation and these By-Laws shall be exercised exclusively by the Board of Directors and Officers, its agents, contractors, or employees, subject only to the approval of the members when such is specifically required.

ARTICLE IV **Officers**

- (A) The executive officers of the Corporation shall be the President, who shall be Director, Vice-President, who shall be a Director, Treasurer,

and Secretary, all of whom shall be elected annually by the Members and who may be peremptorily removed by the vote of the Directors and Officers at any meeting. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary. The Board of Directors and Officers shall elect such other officers and designate their powers and duties as the Board of Directors and Officers shall find to be required for the management of the affairs of the Corporation.

- (B) The President shall be the chief executive officer of the Corporation. He/She shall have all the powers and duties usually vested in the office of the President of a Corporation, including but not limited to the power to appoint committees from among the members of the Corporation from time to time as he/she deems necessary and appropriate, to assist in the conduct of the affairs of the Corporation.
- (C) The Vice-President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He/She shall also assist the President generally and exercise such other duties as shall be prescribed by the Board of Directors and Officers.
- (D) The Secretary shall keep the minutes of all the proceedings of the Directors and Officers and the members. He/she shall attend to the giving and serving of all notices to the members and Directors and Officers and other notices required by law. He/she shall have custody of the seal of the Corporation and affix it to the instruments requiring a seal except those of the Treasurer and perform all other duties incident to the office of the Secretary of a Corporation and as may be required by the Directors or President.
- (E) The Treasurer shall have custody of all the property of the Corporation including funds, securities, and evidence of indebtedness. He/she shall keep the books of the Corporation in accordance with good accounting practices and shall perform all other duties incident to the office of Treasurer of the Corporation.
- (F) None of the officers or members of the Corporation shall be entitled to compensation.

ARTICLE V

Fiscal Management

The provisions for fiscal management of the Corporation area are as follows:

- (A) The Board of Directors and Officers shall adopt a budget for each calendar year that shall include the estimated funds required to defray the common expenses and to provide and maintain funds for the operation and maintenance of the property, according to good accounting practices. Copies of the budget and proposed assessments shall be transmitted to each member on or before October 1 preceding

the year for which the budget is made. If the budget is subsequently amended, a copy of the amended budget shall be furnished to each member.

- (B) Assessments against members for their shares of the items of the budget shall be made for the calendar year annually in advance on or before the 20th of December preceding the year for which the assessments are made. Such assessments shall be made and shall be due in four (4) equal installments on the 1st day of January, the 1st day of April, the 1st day of July, and the 1st day of October of each year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the same amount as the last prior assessment and quarterly installments on such assessments shall be due upon each installment payment date until an amended assessment is made. All assessments shall be equal.
- a. If a member shall be in default in payment of annual dues, an installment or an assessment, the Board of Directors and Officers may accelerate the remaining installments of the assessment upon notice to the members and then the remaining unpaid balance of the assessment shall become due and payable upon the dates stated in the notice, but not less than ten (10) days after the delivery of the notice to the dwelling unit owner or not less than twenty (20) days after the mailing of such notice to him/her by registered or certified mail, whichever shall first occur. The assessments which are in default shall constitute a lien against the real property owned by the member in Sandyhurst Point Subdivision in the Village of Wind Point, Racine County, Wisconsin. Any dues or special assessment not paid within the due dates stated above shall be deemed to be in default, and until paid shall accrue interest at 12% per annum, plus lien filing and other costs, as well as reasonable attorney fees.
 - b. The deposit of the Corporation shall be in such bank or banks as shall be designated from time to time by the Directors and Officers and in which monies of the Corporation shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors and Officers or via authorized electronic banking systems.
 - c. A statement of the financial condition of the Corporation shall be sent annually by the Treasurer to each member of the Corporation not later than April 1 of the year following the year for which the statement of financial condition is made.
 - d. Fidelity bonds shall be required by the Board of Directors and Officers from all persons handling or responsible for Corporation funds. The amount of such bonds shall not be less than one-half (1/2) of the amount of the total annual assessments against members by the Corporation for common expenses. The premiums on such bonds shall be paid by the Corporation.

ARTICLE VI

Parliamentary Rules

Robert's Rules of Order (latest edition) shall govern the conduct of the Corporation meetings when not in conflict with the Article of Incorporation or these By-Laws.

ARTICLE VII

Management

- (A) The Board of Directors and Officers shall be responsible for the management of the Corporation and the property owned by the Corporation.
- (B) The Board of Directors and Officers may adopt and implement any rule or regulation reasonable and necessary to efficiently manage the Corporation and the subject property. All rules or regulations adopted by the Board of Directors and Officers shall be distributed in writing to all the members via written or digital communication (email, text).

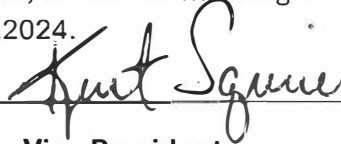
ARTICLE VIII

Amendment

Except as provided elsewhere, these By-Laws or the Articles of Incorporation may be amended in the following manner.

- (A) A notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- (B) A resolution adopting a proposed amendment may be proposed by either the Board of Directors and Officers or by the member of the Corporation. An amendment to either the Articles of Incorporation or the By-Laws of the Corporation must be approved by the vote of not less than two-thirds (2/3) of the members present at a meeting at which a quorum is present.
- (C) An amendment to the Articles of Incorporation shall be filed with the Secretary of State for the State of Wisconsin and recorded with the Register of Deeds for Racine County, Wisconsin promptly after its adoption and shall not become effective until it has been so filed and recorded.

The foregoing was adopted as the By-Laws of Sandyhurst Point Association, Inc., a Wisconsin nonstock corporation, at the first meeting of the members of the Corporation held on October 31, 2024.



Vice President

Approved:



President

Subscribed & sworn before me this 17th day of December, 2024

A handwritten signature in cursive script that reads "John Albert". The signature is written in dark ink and is positioned above the printed name.

John Albert

My notary commission is permanent