

**AMENDED AND RESTATED  
BY-LAWS**

**OF**

**MAPLE BEACH PROPERTY HOLDERS, INC.**

These Amended and Restated By-Laws of the Maple Beach Property Holders, Inc., a Wisconsin non-stock corporation (the "Corporation"), duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing By-Laws of Maple Beach Property Holders, Inc. and all amendments thereto.

**ARTICLE I  
ORGANIZATIONAL MATTERS**

**Section 1.1 Name**

The name of the Corporation shall be Maple Beach Property Holders, Inc. For the purposes of brevity, it shall be referred to hereafter as the Corporation in the following By-laws.

**Section 1.2 Period of Existence**

The Corporation shall have a perpetual existence, unless dissolved by the officers, directors, or members, or by operation of law.

**Section 1.3 Location**

The mailing address of the principal office of the Corporation is P.O. Box 311, Edgerton, Wisconsin 53534.

**Section 1.4 Purpose and Objectives**

The Corporation is formed pursuant to Chapter 181 of the Wisconsin Statutes, and the Acts amendatory thereof and supplementary thereto, without stock and not for profit. Its purpose is any lawful activity or business authorized by said Chapter, except as may be limited by these Articles. Without limitation due to enumeration, the business and purpose of such corporation shall be to exercise and take advantage of all the powers, rights, and privileges conferred by and provided for under section 779.70 of the Wisconsin Statutes, and in accordance with and pursuant to said section and chapter to own, maintain, improve, police, preserve, and beautify the private parks, beaches, streets, plazas, roads, paths, highways, piers, docks, playgrounds, tennis courts, water pumping station, water system, sewerage plant, and sewerage system, and any other and further function and quasi-municipal in character not prohibited by the laws of the State of Wisconsin or of the United States in Maple Beach Subdivisions Numbers One (1) through and including Seven (7), said subdivisions and real estate being located in the Town of Milton, Rock County, Wisconsin, as set forth on plat or plats and deed recorded in the Office of the Register of

Deeds for said County, and further subject to all of the valid Town and County regulations and ordinances applicable thereto;

To provide for the inhabitants, residents, and property owners thereof, and to own, operate, and maintain a club or community house for social, civic, and recreation purposes for the benefit of all the members of the Corporation association and their guests; and to carry out the purposes set forth in these Articles to purchase, own, hold, sell, convey, lease, and mortgage and otherwise deal in real and personal property and to improve the same;

To provide open communications to the Corporation's members and the residents within the Maple Beach Subdivisions Number One (1) through and including Seven (7) and to create a sense of community;

To do each and everything necessary, suitable, useful, or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said Corporation in connection therewith; and generally to exercise and have, without limitation because of the above enumeration, all the powers conferred by the laws of the State of Wisconsin upon corporations similarly constituted for substantially similar purposes, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

### **Section 1.5 General Fund**

The Corporation shall maintain a general fund, into which membership dues collected from each taxable property shall be paid and out of which all standard bills, taxes, insurance, and liability of the Association shall be paid.

## **ARTICLE II REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:

Name: Debi Rossi  
Address: P.O. Box 311  
Edgerton, WI 53534

## **ARTICLE III OFFICERS AND DIRECTORS**

### **Section 3.1 Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, and the Board of Directors shall have final approval on all actions of the Corporation. The Board of Directors shall consist of the officers identified in Section 3.2, below, and four (4) additional members, all

of whom are to be elected for a term of two (2) years by the members in accordance with these By-Laws.

Positions on the Board of Directors are voluntary in nature and, as such, Officers and Directors receive no monetary compensation.

The Board of Directors shall meet at least once annually at such place and time as majority of such Board shall decide and at such other times and places as they shall decide, and a majority of such Board shall constitute a quorum.

### **Section 3.2 Officers**

The general officers of said Corporation shall be a President, Vice President, Secretary, and Treasurer.

The said Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws of said Corporation.

### **Section 3.3 Qualifications, Election, Removal, and Vacancies**

Officers and Directors shall be members of the Corporation who are in good standing.

The election of Officers and Directors shall be held during the annual regular meeting held in June.

The election of Officers and Directors shall be staggered, with four (4) of the total positions being up for election each year.

Vacancies in the Board of Directors for any reason and in any case shall be filled by the remaining members of the Board of Directors choosing from among the members to complete the remainder of the absent Director's term.

### **Section 3.4 Duties of President**

The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and maintain order. The President shall appoint all committees not otherwise provided for, and be a member of all committees. The President shall perform such other duties as the Corporation may assign to him/her. The President shall report to the Board of Directors. The President shall have the financial statements and records of the Corporation audited no more than once every five (5) years by a person or entity selected by the members. If a member in good standing requests an audit of the Corporation's financial statements and records prior to that time, the cost of said audit will be the responsibility of the member requesting the audit.

The President shall not vote on any matters before the Board for consideration unless there is a tie vote of the Board.

### **Section 3.5 Duties of Vice President**

The principal duties of the Vice President shall be to assume the duties of the President in the event of the President's absence, as well as such other duties as the Corporation may assign to him/her.

### **Section 3.6 Duties of Secretary**

The principal duties of the Secretary shall be to record all proceedings of the Board of Directors and of the meetings of the Corporation and to read all correspondence received by the Corporation. The Secretary shall prepare and maintain a list and record of the members of said Corporation and safely and systematically keep all the books, papers, records, and documents belonging to said Corporation, or in any wise pertaining to the business thereof. The Secretary shall also be responsible for circulating the annual newsletter to all members and responding to electronic communications from members.

### **Section 3.7 Duties of Treasurer**

The principal duties of the Treasurer shall be to receive all monies and keep accurate financial records and to prepare a financial statement of expenditures and assets, which shall be available at each meeting of the Corporation. The Treasurer shall also prepare a proposed budget each calendar year showing the Corporation's projected expenses, current assets, and projected revenue for the upcoming calendar year for planning purposes. The Treasurer shall also be authorized to issue checks on behalf of the Corporation in furtherance of the Corporation's activities as authorized by the Articles of Incorporation, these By-Laws, and as voted on by the members.

### **Section 3.8 Liability of Board of Directors**

The liability of the Directors and Officers of the Corporation for money damages will be limited to the fullest extent allowed under the laws of the State of Wisconsin and the Corporation is permitted to indemnify the Directors and Officers for any breach of their respective duties to the extent permitted under State law.

All members of the Board of Directors, including the Secretary and Treasurer, will be covered by a board and directors insurance policy, which will be paid for from the Corporation budget and have a vote.

## **ARTICLE IV MEMBERS**

The method and conditions upon which members shall be accepted and discharged or expelled shall be as follows:

### **Section 4.1 Regular Membership**

Any person who is the owner of real estate in the Town of Milton, Rock County, Wisconsin, Maple Beach Subdivisions Number One (1) through and including Seven (7), as set forth in Article I, hereof, is by reason of such ownership a regular member, and the property rights of such members shall be equal, such membership shall continue for so long as such member continues to own any real estate as herein provided, but a regular member shall cease to be such member when such regular member no longer owns any such real estate.

A member is in good standing when the assessments due and owing for the real property belonging to that member, as determined by the Corporation, have been paid in full for the calendar year.

Except as provided in the Articles of Incorporation and these By-Laws, no member shall be accepted, discharged, or expelled in or from said Corporation.

#### **Section 4.2 Dues**

The Corporation shall have the authority to assess dues for each taxable property. All membership dues are payable and due by January 1<sup>st</sup>. The amount of dues shall be determined by the members at any meeting properly noticed in accordance with the Articles of Incorporation and these By-Laws.

#### **Section 4.2 Quorum**

Twenty percent (20%) of the members of the Corporation shall constitute a quorum for the transaction of any business of the Corporation at any regular or special meeting of said Corporation.

### **ARTICLE V MEETINGS**

#### **Section 5.1 Frequency**

The Corporation shall hold two regular meetings per calendar year.

#### **Section 5.2 Special Meetings**

The Corporation may hold special meetings as requested by any member in good standing, provided that all members have been notified of the meeting at least ten (10) days in advance either by U.S. Mail or e-mail and by public posting of the meeting at the Maple Beach Park.

#### **Section 5.3 Location**

All meetings of the Corporation shall be held at the Lake House Inn.

#### **Section 5.4 Conduct and Order of Business**

All meetings shall be conducted in accordance with Roberts Rules of Order, be presided over by the President, or another authorized Officer or Directory in the President's absence, and be conducted in the following order:

- (a) call to order;
- (b) roll call of officers and directors present;
- (c) reading of the minutes of the last meeting (reading of the prior meeting's minutes may be waived if the minutes were provided to all members in advance of the meeting and a motion is made and passed to waive the reading of the prior meeting's minutes);
- (d) Treasurer's report;
- (e) reading of communications;
- (f) report of special committees;
- (g) unfinished business;
- (h) new business;
- (i) adjournment

#### **Section 5.5 Voting**

Each taxable property shall be entitled to one vote. Voting shall be done in person by a show of hands, paddle, or ballot or may be by proxy. Proxy voting forms will be included with the meeting notice. To be counted, the proxy vote form must be notarized and sent to the Secretary at least one (1) week prior to the meeting.

### **ARTICLE VI AMENDMENTS**

#### **Section 6.1 Form of Amendments**

Any addition to these By-Laws approved by the Corporation must be in the form of either a new subsection/subheading under the proper section or the adoption of a new section under the proper article, or the adoption of a new article.

#### **Section 6.2 Compliance with Applicable Law**

No amendments to these By-Laws may conflict with Chapter 181 of the Wisconsin Statutes or other applicable law in effect at that time.

#### **Section 6.3 Notice of Proposed Amendments**

Proposed amendments to the Articles of Incorporation or these By-Laws must be submitted in writing to all members in good standing at the time of notice for the next regularly scheduled meeting. The By-Laws may be adopted, amended, added to, or altered by a majority vote of no less than 20% of the total members of the Corporation at any annual or special meeting.

Lots 1-54, Maple Beach Subdivision No. 1; Lots 1-39, Maple Beach Subdivision No. 2; Lots 1-18, Block 1, Maple Beach Subdivision No. 3; Lots 1-18, Block 2, Maple Beach Subdivision No. 3; Lots 1-9, Block 5, Maple Beach Subdivision No. 4; Lots 1-9, Block 6, Maple Beach Subdivision No. 4; Lots 1-10, Block 1, Maple Beach Subdivision No. 5; Lots 1-16, Block 2, Maple Beach Subdivision No. 5; Lots 1-10, Block 3, Maple Beach Subdivision No. 5; Lots 1-17, Block 4, Maple Beach Subdivision No. 5; Lots 1-8, Maple Beach Subdivision No. 7; Lots 1-14, Indian Summer Estates Phase 1: and designated streets contained herein, all located in the Town of Milton, Rock County, Wisconsin.