

# **WILDE RIVER PROPERTY OWNERS ASSOCIATION, INC.**

## **AMENDED BY-LAWS**

These Amended By-Laws are adopted by the Wilde River Property Owners Association, Inc. on this 19th day of July, 2010.

### **ARTICLE I MEMBERSHIP**

- A. The members of this Association shall be every person or entity who is a record owner of a fee interest or undivided fee interest in any residential lot which is subject to the applicable Declaration of Covenants and Restrictions and located within the Wilde River Subdivision, Town of Cable, Bayfield County, Wisconsin. Notwithstanding broad references in these by-laws implicating all residential lots within the Subdivision, the owner of a residential lot which is not encumbered by the applicable Declaration of Covenants and Restrictions is not a member.
- B. There shall be two classes of members:
  - 1. Class A members are the owner or owners of individual lots.
  - 2. Class B members are the owner or owners of two or more adjoining lots who have elected to combine their lots pursuant to the procedures set forth in these by-laws.
- C. Where more than one person holds a present interest in a lot, all such persons shall be members; however, where more than four members are attributable to one lot, the Board of Directors may set fair and reasonable restrictions on the use of Association facilities by such members.
- D. Any person or entity who holds an interest as security in any residential lot for the performance of any obligation, or vendor or vendor's assignee of a land contract shall be a member of this Association, for voting purposes only, upon default in any such security agreement or land contract, as default is defined therein. Such membership will terminate upon conveyance of the lot to a new owner.
- E. Membership in this Association shall terminate when any member ceases to be an owner of record of a residential lot.
- F. Every owner of a residential lot which is not subject to the applicable Declaration of Covenants and Restrictions may become a member by application and acceptance into the Association pursuant to the terms, conditions, and procedures

established by the Board of Directors. Such terms shall include compliance with the applicable Declaration of Covenants and Restrictions.

- G. Rights, voting, and methods of suspension or expulsion of members shall be established and governed pursuant to these by-laws.

## **ARTICLE II VOTING AND VOTING RIGHTS**

- A. There shall be not more than one vote per residential lot irrespective of the number of members per lot. Where a lot is owned by more than one person it will be the responsibility of such owners to determine who shall be the voting owner and to keep the Association informed as to the name and address of such voting owner.
- B. There shall be no fractional votes.
- C. Class A members shall be entitled to one vote per lot.
- D. Class B members shall be entitled to one vote for every two combined lots.
- E. Members shall vote in person or by proxy executed in writing by the member.

## **ARTICLE III MEETING OF MEMBERS**

- A. Annual Meeting. The annual meeting of members shall be held at the Lodge of this corporation or at some other place designated by the Board of Directors at 11:00 a.m. on the third (3rd) Saturday of July of each year.
- B. Special Meetings. Special meetings of members may be called by the President of the Board of Directors or by members having one-tenth (1/10) of the vote entitled to be cast at such a meeting. Special meetings shall occur at the Lodge of this corporation or at some other place designated by the Board of Directors.
- C. Notice. Notice of member meetings will be as follows:
  - 1. The Association will notify members of the place, date and time of each annual and special meeting of members not more than sixty (60) days and not less than ten (10) days, or, if notice is mailed by other than first class or registered mail, not less than thirty (30) days before the meeting date.
  - 2. Notice of an annual or regular meeting will include a description of any matter or matters that must be approved by the members.
  - 3. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.
  - 4. In regard to a lot owned by more than one member, notice is deemed

reasonable and fair notice if the voting member under Article II. A is given notice pursuant to this article.

5. In lieu of notice by mail, notice may be given by publishing the same once each week for two (2) consecutive weeks, in a newspaper published in Bayfield County, Wisconsin, or, if none, in a newspaper published near the principal office of the Association. If Wisconsin law shall require a more stringent procedure for providing reasonable notice by publication, then such procedure shall be followed.
- D. Record Date. For the purpose of determining the members entitled to notice of a member meeting and for determining the members entitled to vote, the record date shall be, unless otherwise provided by the Board of Directors, the date sixty (60) days before the meeting or action requiring a determination of members.
- E. Members' List for Meeting. After fixing a record date for a notice of meeting, the Association shall prepare a member list pursuant to Wis. Stat. § 181.0720 (as amended).
- F. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at a meeting of members.
- G. Voting Requirement for Adoption of Matter. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by Wisconsin law or the applicable covenants and restrictions.
- H. Proxies. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. Acceptance or rejection of a proxy instrument shall be pursuant to Wisconsin law.

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**ARTICLE IV BOARD OF  
DIRECTORS**

- A. General. Each member of the Board of Directors shall be an elected representative of the total membership of the Association and shall endeavor to represent the best interests of the Association in total.
- B. Powers. The affairs, activities, rules, regulations and policies of the Association shall be established and managed by the Board of Directors. The Board of Directors shall have the power to exercise for the Association all powers, duties and authorities vested in or

delegated to the Association and not reserved to the members by these by-laws, the articles of incorporation, the Declaration of Covenants and Restrictions, or Wisconsin law.

- C. Qualification. The only necessary qualification for a Director is that the person must be a member of the Association in good standing.
- D. Composition. Election Term of Office.
1. Number and Term. The Board of Directors shall be seven (7) in number. The Board of Directors shall serve for three (3) year terms of office unless otherwise determined by the members at a member meeting. Directors may be elected for successive terms.
  2. Vacancies. Vacancies on the Board of Directors may be filled until the next succeeding annual election by a majority vote of the remaining Directors. Unless otherwise removed from office pursuant to these bylaws or Wisconsin law, each Director so appointed shall hold office until the appointed director or other successor shall have been elected and qualified at the next annual meeting. A succeeding Director appointed and/or subsequently elected under this provision (or any successor to such succeeding Director) shall serve an initial term which will terminate at the end of the three year term of the original preceding Director. Thereafter, the succeeding Director may be elected for a new three-year term pursuant to this article. It is the intent of this provision to stagger the terms of Directors to enhance the benefit of tenure and institutional knowledge in the Board of Directors.
  3. Election. Directors shall be elected in conjunction with the Annual Meeting. An election shall be valid if the Director receives a majority of the votes cast by the members present in person or represented by proxy at a meeting at which a quorum is present.

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- E. Meetings of the Board of Directors.
1. Regular Meetings. Regular Meetings of the Board of Directors shall ordinarily occur monthly at a date, time and place agreed on by the Directors at the preceding meeting. If no agreement is made, the Regular Meetings shall occur at 6:00 p.m. on the first Sunday of each month at the Lodge of the Association.
  2. Special Meetings. Special Meetings may be called by or at the request of the President of the Board or by any two Directors.
  3. Notice of Meetings. Notice of any meeting of the Board of Directors shall be given by oral or written notice to each Director stating the date, place and time of the meeting. If oral notice is given such notice must be rendered not later than twenty-four (24) hours prior to the time of the meeting. If written notice is given such notice must be rendered not later than seventy-two (72) hours prior to the time of the meeting. For the purpose of this section, written notice shall be deemed timely if

the notice is properly deposited in the U.S. Mail, postage pre-paid, not later than seventy-two (72) hours prior to the time of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting. Notice of any meeting of the Board of Directors should ordinarily be accompanied by a proposed agenda.

4. Quorum and Voting. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless otherwise provided in these by-laws or the articles of incorporation.

## **ARTICLE V OFFICERS**

A. The Officers of the Association shall be:

1. President of the Board
2. Vice-President of the Board
3. Secretary
4. Treasurer

B. Election and Term. Officers shall be elected by a majority vote of the Board of Directors. Officers shall serve one-year terms ending on August 31 of each year or until their successor is elected and qualified. Officers shall be subject to removal, with or without cause, at any time, by the vote of a majority of the

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Board. A vacancy in any office shall be filled by vote of a majority of the Board. Officers may be elected to succeeding terms.

C. Duties of Officers.

1. The President. Subject to the control of the Board, the President shall be the principal executive officer of the Association and shall be in general charge of the affairs of the Association in the ordinary course of its business. The President shall preside at all meetings of the members and meetings of the Board. The President shall make, sign and execute all instruments and documents of any kind or character in the name of the Association, and shall do and perform such other duties as may from time to time be assigned by the Board or which are authorized by law.
2. The Vice-President. Subject to the control of the Board, the Vice-President shall have the usual powers and duties pertaining to the office together with such other powers and duties as may be assigned to the Vice-President by the Board. The Vice-President shall have and exercise the powers of the President during the President's absence or inability to act.
3. The Treasurer. The Treasurer shall have custody of all funds and securities of the Association which come into the Treasurer's hands. When necessary or proper, the

Treasurer may endorse, on behalf of the Association, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Association in such bank or banks or depositories as shall be designated in the manner prescribed by the Board. The Treasurer may sign all receipts and vouchers for payments made to the Association, either alone or jointly with such officer, as is designated by the Board. Whenever required by the Board, the Treasurer shall render a statement of the Association's cash account. The Treasurer shall enter or cause to be regularly on the books of the Association to be kept by the Treasurer for that purpose, full and accurate accounts of all moneys received and paid out on account of the Association. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Association during business hours and shall perform all acts incident to the position of Treasurer subject to the control of the Board. The Treasurer shall give such bond for the faithful discharge of his or her duties as the Board may require. At the Board's direction and approval, the actual accounting function may be done by a qualified C.P.A.

4. The Secretary. The Secretary shall keep the minutes of all meetings of the Board and the members in books provided for that purpose and shall attend to the giving and serving of all notices of such meetings. The

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Secretary shall have charge of and maintain and keep such books and paper as the Board may direct, all of which shall at all reasonable times open to the inspection of any Director upon request at the office of the Association during normal business. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board.

**ARTICLE VI  
COMMITTEES**

- A. The Board of Directors may by resolution adopted by a majority thereof designate one or more committees (whether or not such committee is enumerated under this article) with such persons as the Board of Directors may designate.
- B. Nominating Committee. The Board of Directors may appoint a nominating committee for the purpose of making recommendations as to candidates for Director to be voted upon by the members at the annual meeting. The Nominating Committee may be composed of present Board members not subject to re-election, or Association members in good standing or a combination thereof. Nominating Committee membership shall not exceed four members. Persons who are recommended by the Nominating Committee may include a present Director whose term is expiring or an Association member in good standing.
- C. Architectural Control Committee. The Board of Directors shall perpetuate an Architectural Control Committee consisting of three (3) members of the Association who shall be appointed by the Board and who will serve on the Architectural Control Committee at the discretion of the Board. The Architectural Control Committee shall review, consider, and approve or disapprove lot owner applications for action pursuant to the Declaration of Covenants and Restrictions. The Architectural Control Committee shall report the nature and status of such applications at the Board's request. The Architectural Control Committee

shall promptly report any matters of enforcement to the Board.

## **ARTICLE VII COMBINING LOTS**

- A. The owner of two or more adjoining residential lots, at the election of the owner, may combine such lots pursuant to this Article.
- B. Unless otherwise provided in these by-laws, when lots are combined, the resulting combination is subject to these by-laws and to the applicable covenants and restrictions as if the combination of multiple lots is a single lot.

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- C. A combination of lots may be accomplished only if each lot in the resulting combination adjoins and abuts at least one other lot in the combination. One lot adjoins another lot if the lots abut, touch, are in contact with, and are contiguous to one another. Lots which are separated by platted roads or common areas are not adjoining lots.
- D. The election to combine lots as herein provided shall be made by written notice to the Board of Directors or to the Secretary of the Association. Such notice of election shall include a copy of each current deed relating to any lots in the resulting combination.
- E. Combining lots pursuant to this article may affect the voting rights of the owner and the amount of assessment on the lots as set forth in these by-laws.
- F. If any lot in the combination is conveyed to a new owner, the combination will no longer apply to that lot.

## **ARTICLE VIII ASSESSMENTS**

- A. Each residential lot in the Subdivision which is subject to the applicable Declaration of Covenants and Restrictions shall be subject to assessments and the resulting funds shall be applied for the benefit of the Association and its members consistent with the purposes set forth in the applicable covenants and restrictions.
- B. Annual Assessments. The amount of the annual assessment shall be reviewed and established by the Board of Directors each year. The amount of the assessment shall be communicated in writing to the members. The amount of the annual assessment determined by the Board of Directors pursuant to this article shall constitute one "unit of assessment."
- C. Annual Assessment on Combined Lots. Lots which are combined under Article VII of these by-laws shall be subject to assessment as follows:
  - 1. Two lots which are combined shall be subject to one unit of assessment.
  - 2. Two or more lots which are combined shall be subject to one unit of assessment attributable to the first two lots and an additional one-half (1/2) unit

of assessment for each additional lot in the combination.

- D. Special Assessments. Special assessments may be levied by the Association consistent with the terms of the applicable covenants and restrictions. The provisions regarding annual assessment of combined lots shall not apply to special assessments.

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- E. Assessments shall be due and payable after thirty (30) days from the date of the levy. The secretary shall notify the owner of every assessed lot of the amount of the assessment and the date on which the assessment becomes due and payable. The Secretary shall mail the notice by U.S. mail, postage prepaid, to the owner at the owner's last-known address. If an assessment levied under this Article against any lot remains unpaid for a period of sixty (60) days from the date of the levy, the Board of Directors of the Association may, in its discretion, file a claim for a maintenance lien against the lot in accordance with Wisconsin law. The Board may also take such action as may be permitted according to the applicable covenants and restrictions.
- F. The amount of assessments, together with such interest thereon at a lawful rate determined by the Board of Directors, and the costs of collection and reasonable and actual attorney fees, shall be a charge on the land and shall be a continuing lien on the property against which the assessment is made when properly filed under Wisconsin law.
- G. The voting rights of any member shall be suspended during any period in which assessments with respect to such member's lot remain due, owing and unpaid. Additionally, the member's privilege of access and use regarding Association facilities may be suspended while any portion of an assessment remains unpaid.

#### **ARTICLE IX AMENDMENT OF BY-LAWS**

- A. These by-laws may be amended or repealed by the Board of Directors in the manner provided by law at the time of such action.

DATED and EXECUTED this 19<sup>th</sup> day of July, 2010 by the Board of Directors of the Wilde River Property Owners Association, Inc.:

Rick Schmahl, Chairman of the Board

Glen Schram, Vice-Chairman of the Board

Marjorie F. Vrtis, Secretary

Penny Dahlby, Treasurer

Cheryl Amundson

Tom Hanks

Todd Miller



This instrument was drafted by George D. Knapp, Attorney at Law.