

BY-LAWS OF HIGHWOOD ESTATES IMPROVEMENT ASSOCIATION, INC.

(Adopted by Members, October 5, 1963)

(Amendments Adopted by Members October 21, 1972)

(Amendments Adopted by Members July 5, 1980)

(Amendments Adopted by Members August 12, 2006)

(Amendment Adopted by Members July 8, 2023)

ARTICLE I - NAME AND LOCATION

Section 1 – Name

The name of the corporation shall be “Highwood Estates Improvement Association, Inc.”

Section 2- Location

The location of the principal office of the corporation in the State of Wisconsin shall be in the Highwood Estates subdivision at 80 Forest Ave. in the Township of Albion, County of Dane.

ARTICLE II – MEMBERSHIP

Section 1 - Regular Members

- A. Any person who is the owner of real estate in said Highwood Estates, whether by deed, descent, or by contract of purchase, whether his or her contract is paid up or whether installments may be due thereon, is by reason of such ownership a regular member.
- B. In case of a tenancy in common or joint tenancy of any real estate, each **RESIDENCY ADDRESS** shall be eligible for a maximum of one membership vote, and any two of such owners shall become regular members.
- C. In case of an existing contract for the conveyance of any real estate, the purchaser under such contract, and not the holder of the legal title, shall be entitled to the regular membership.
- D. The spouse of an owner of real estate, as described in A or C above, shall be eligible to become a regular member.

Section 2- Social Members

A social member shall have all the privileges of the roads, grounds, club or community house, and any other recreational facilities, and of the activities of the corporation, but such social member shall have no voice in the elections of the corporation and shall have no voice on any question pertaining to the management of the affairs of the corporation. Those persons eligible for a social membership are limited to persons who are renting property from owners in good standing in Highwood Estates.

Section 3-Expulsion of Members

- A. A regular member may be expelled from the corporation if he or she shall fail to pay within 120 days after the date of the levy, any assessment levied by the Board of Directors in accordance

with the By-Laws and the provisions of Section 181.0103 of the Wisconsin Statutes, and provided he or she shall have been given a thirty day notice, by registered mail addressed to said member at his or her last known place of residence as the same appears upon the records of the corporation, of the intention of the Board of Directors to expel such member for non-payment of his or her assessment. In case a regular member shall fail to pay his or her assessment for 2 years from the date the same becomes due, he or she shall be automatically expelled from said corporation without any notice thereof. The provisions herein pertaining to expulsion of members shall not affect in any way, the right and power of the corporation to file a maintenance lien against such delinquent member as provided in Section 779.70 of the Wisconsin Statutes. The expelled member will not be allowed to use or enjoy any amenities of the Highwood Association.

- B. A regular member may also be expelled for any act of conduct deemed detrimental to the best interest of the corporation as determined by the Board of Directors. In such an event said member must be given thirty-day notice, by registered mail addressed to his or her last known place of residence as the same appears upon the records of the corporation, accompanied by a copy of the charges against the member, which must be verified by the written oath of the person making such charges. Said member shall have the opportunity to answer such charges in front of the Board of Directors and to be represented at a hearing in person or by counsel. If the Board, after such hearing, by majority vote, finds that the charges are sustained, it may expel the member and such action as the Board may take shall be final and there shall be no appeal therefrom. The expelled member will not be allowed to use or enjoy any amenities of The Highwood Estates Home Improvement Association.
- C. A social member may be expelled by a majority of the Board of Directors, and no notice of such action is required.

Section 4- Notice of Change of Ownership

Notice of a change of ownership of any real estate in Highwood Estates must be given to the President, Secretary or Treasurer of the corporation by the new owner or by the Town of Albion.

Section 5- Membership Termination by Sale of Real Estate

Any member conveying, alienating or disposing of his or her real estate in Highwood Estates, either by operation of law or by the recording of a deed of conveyance in the office of the Register of Deeds in Dane County, Wisconsin, shall automatically cease to be a member of this corporation. The personal representative of a deceased member, or the trustee in bankruptcy of a bankrupt member, or any receiver appointed by any court of competent jurisdiction for any member, shall during the term of his office or authority, exercise the privileges and be liable for the obligations and duties of such member.

ARTICLE III - MEMBERSHIP MEETINGS AND VOTING

Section 1- Place of Meetings

All Meetings of the members shall be held at the principal office of this corporation, or at such other place as the Board of Directors shall designate. If the place is other than the principal office, such change of location shall be clearly set forth in the notice of any meeting to be held.

Section 2- Annual Meeting

The Annual meeting of the members of this corporation shall be held on the second Saturday in July of each year with the exact time to be determined by the First Meeting of the Year by the Board of

Directors. It shall be the duty of the Secretary by Direction of the President to give no less than ten-day notice in the event the meeting day, time or location is to be changed. Notification will be done by electronic mail if member email is on file and if not, by regular mail. In case said notice shall be mailed, it shall be addressed to each member at his or her address as the same appears upon the records of this corporation; nevertheless, a failure to give such notice shall not affect the validity of such annual meeting or of any proceedings at such meeting. At the semi-annual meeting Directors shall be elected for the next two years term, and any business may be transacted which does not, by the laws of Wisconsin, require a special notice.

Section 3- Regular Meetings

A meeting of the members shall be held on the second Saturday of May each year for the purpose of reviewing the current financial condition of the corporation. It will be announced at this meeting if it is an election year and how to apply to run for the Board. At the June meeting of members, (only on election year) the Secretary shall present a list of at least seven regular members who are qualified and willing to serve as Directors if elected by the membership. The Secretary will then inform all members, by electronic mail, as well as posting at the principal office of those accepting the nomination and include a brief paragraph regarding their qualifications at least two weeks prior to the annual meeting.

A Meeting of the members shall be held on the second Saturday of October each year for the purpose of reviewing finances of the year, budget approval as described in Article VI, section 1.

Section 4-Irregular Meetings

A Special meeting of the members may be held whenever called by an Officer upon direction of the President or upon written request of a majority of the Directors then in office, or upon the written request of not less than twenty percent (20%) of the members of said corporation made to any Officer of the corporation. It shall be the duty of the Secretary to give ten (10) day notice of such meeting by electronic mail if email is on file, or by mail if no email is available. Said notice shall state the purpose for which, and the time and place where said meeting will be held, and in case said notice shall be mailed, it shall be addressed to each member at his or her address as the same appears upon the records of the corporation.

Section 5- Voting and Proxies

At all meetings of the members of this corporation each residency, as defined in Article II, section 1 of these By-Laws, in good standing, shall be entitled to one vote. A member may vote by proxy at all meetings of the membership of the corporation. Proxies can only be another member in good standing and must be in writing and filed with the Secretary before the same becomes of any effect.

Section 6- Quorum

There shall be no quorum required at any meeting of such members to be capable of transacting Business thereof, except when otherwise especially provided by law or by the Articles Organization of this corporation or at the annual election of officers where twenty percent (20%) of the members present in person or by proxy shall constitute a quorum.

Section 7-Organization of Meeting

The President, and in his absence the Vice-President, and in their absence a member chosen by the members present, shall call meetings of the members to order and shall act as chairman of such meeting, and the Secretary of the corporation shall act as Secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any member to act as Secretary of the meeting.

Section 8-Order of Business

The order of business at all meetings of the members of this corporation shall be as follows:

- a. Reading of the minutes of the preceding meeting and action thereon.
- b. Reports of Officers.
- c. Reports of Committees.
- d. Unfinished Business
- e. New Business
- f. At the annual meeting, election of Directors and announcement of the results of the election.

ARTICLE IV- BOARD OF DIRECTORS

Section 1- Election

The property, affairs and business of this corporation shall be under the care of, and be managed by, the Board of Directors, consisting of seven members who shall be chosen every 2 years by a majority of the regular members present in person, or by proxy, at the annual meeting of the members from among the regular members, who is willing to serve, nominated from the Board at the **annual** meeting by a regular member in good standing. The Board of Directors shall hold office for two (2) years and until their respective successors are chosen. No person shall be elected to serve as a Director unless he or she is a regular member, as defined in Article II, Section 1 of these By Laws, in good standing.

Section 2-Powers

The Board of Directors shall have the right, power and authority to exercise all such powers as may be lawfully exercised or done by this corporation, subject to the laws of the State of Wisconsin, the provisions of its Articles of Incorporation, its Certificate of Incorporation, and these By-Laws, and especially to exercise and take advantage of, on behalf of said corporation, the powers, rights and privileges conferred by and provided for under the provisions of Section 181.0103 of the Wisconsin Statutes, as set forth in the Articles of Incorporation of this corporation. Without restricting the powers of the Board of Directors by Implication or otherwise, said Board shall have, in addition to all other powers which they may lawfully exercise, the following powers:

The Board of Directors shall have the power to elect and appoint assistants to the general officers of the corporation, and such other officers, agents and servants as it may from time to time deem necessary, define their duties and obligations, fix their compensation and fill vacancies therein, and the Board shall have the power to remove and suspend permanently or temporarily the officers, assistant officers, agents and servants appointed by it, and to delegate to any officer of the corporation by resolution all or any of the powers stated in this section with such restrictions as it deems necessary be in any year, the Board may expend up to \$2,500.00 for any items not included in the budget.

Section 3 – Resignation

Director may resign at any time by filing his written resignation with the Secretary, and such resignation, properly filed, must be accepted.

Section 4 – Removal

Any Director may be removed at any time at a special meeting of the members of the corporation called for such purpose, by a vote of the majority of the members present in person, or by proxy, at such meeting.

Section 5 – Vacancies

In case of any vacancy in the Board of Directors through death, resignation, removal, sale of his or her real estate in Highwood Estates or other cause, the remaining Directors by the vote of a majority thereof may elect a successor to fill such vacancy until the next succeeding election.

Section 6 - Place of Meetings

All meetings of the Board of Directors shall be held at the principal office of the corporation, or at such other place as the person calling such meeting shall determine.

Section 7 - Regular Meetings

Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the members, and at such other times as the Board may by resolution determine. No notice of regular meetings of the Board is necessary.

Section 8-Special Meetings

Special meetings of the Board of Directors shall be held whenever called upon the direction of the President or upon the written request of any two Directors, and it shall be the duty of the Secretary to give sufficient notice of such meetings in person, by email or telephone/text to enable the Directors so notified to attend such meetings.

Section 9-Meetings of Consent

Meetings of the Board of Directors may be held at any time or place where all of the Directors are present and consent to the holding of such meetings.

Section 10-Quorum

A majority of the Directors convened according to these By-Laws shall constitute a quorum for the transaction of business; but if at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 11-Organization

The President, and in his absence the Vice President, and in their absence any Director chosen by the Directors present shall call meetings to order and shall act as Chairman of such meeting. The Secretary of the corporation shall act as Secretary at all meetings of the Board, but in the absence of the Secretary the presiding officer may appoint any Director to act as Secretary.

Section 12-Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

- a. Reading of the minutes of the preceding meeting and action thereon.
- b. Reports of Officers.
- c. Reports of Committees.
- d. Unfinished Business
- e. New Business

Section 13-Transfer of Essential Information

After each election the individual members of the Board of Directors who are not re-elected shall attend the first meeting of the new Board of Directors for the purpose of imparting necessary procedures and information.

ARTICLE V- GENERAL OFFICERS

Section 1- Election

The Board of Directors every 2 years at the regular meeting held immediately following the annual meeting of the members, choose from among their number and from among the regular members of the corporation, the general officers of the corporation. All general officers except the Secretary and Treasurer shall be members of the Board of Directors; however, the Directors may choose either the Secretary or the Treasurer, or both, from among their number if the Directors deem it advisable to do so. Said general officers shall hold office for the term of two years, until their successors are chosen and qualified. Whenever the Board of Directors may order, any two officers, duties of which do not conflict, may be held by one person.

Section 2-Duties

The principal duties of the several general officers respectively are as follows:

- A. The President shall preside at all of the meetings of the members and of the Board of Directors. He/she shall be the chief executive officer of the corporation and shall have the general supervision, direction and active management of the property, affairs and business of the corporation, subject to the Board of Directors. He/she shall see that all orders and resolutions of the Board of Directors are carried in effect and shall sign and execute all contracts and agreements, and other documents to be executed by the corporation authorized by the Board of Directors. The President will be responsible for signing of all contracts and must be also countersigned by any Director.
- B. The Vice President shall discharge the duties of the President in the event of his/her absence or disability for any cause whatsoever. He/she shall perform such additional duties as may be prescribed from time to time by the President, the Board of Directors or By-Laws.
- C. The Secretary shall keep a correct and complete record of all the proceedings of the Board of Directors, and of the meetings of the members of the corporation, including such as relating to the election of its officers. He/she shall also keep a book containing the names of all members of the corporation, showing their places of residence, and shall safely and systematically keep all books, records, and documents belonging to the said corporation, or in anywise pertaining to the business thereof. He/she shall attend to the giving and serving of all notices of all meetings to be held by the Board of Directors or the members of said corporation. He/she shall in general

perform all of the duties which are incident to the office of Secretary of a corporation, subject to the supervision of the Board of Directors. He/she shall perform such additional duties as may be prescribed from time to time by the President, the Board of Directors, or By-Laws.

- D. The Treasurer shall keep and account for all monies, credit and property of the corporation of any and every kind and nature, which shall come into his/her hands, and shall keep an accurate account of all monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his/her office as shall be required by the Board of Director. He/she shall submit a complete financial report of the corporation fiscal year and the financial condition of the corporation. He/she shall make such statements as corporations are required to make by the Laws of Wisconsin. He/she shall have financial statements available at each Regular Meeting of the Members. He/she shall have custody of all of the financial conditions of the corporation. Whenever necessary and proper, he/she shall endorse on behalf of the corporation all checks, notes, or other obligations and evidences of the payment of money payable to the corporation and coming into his possession, in such banks as may be selected as the depositories of the corporations, or properly care for them in such other manner as the Board of Directors may direct He/she shall sign all checks and other instruments drawn on or payable out of the funds of the corporation, and all bills, notes and other evidences of indebtedness of the corporation not requiring the seal of the corporation. If decided on by the Board of Directors, checks shall be countersigned by the President. He/she shall at all reasonable times within business hours exhibit his books and accounts to any Director. He/she shall in general perform all the duties which are incident to the office of Treasurer of a corporation, subject to the supervision of the Directors. If the Board of Directors shall so require it; he/she shall give bond in such sum, and with such surety as the Board of Directors may direct for the faithful performance of his duties and for the safe custody of the funds, books, papers, vouchers and property coming into his possession. He/she shall perform such additional duties as may be prescribed from time to time by the President, the Board of Directors, or By-Laws.

Section 3- Delegation of Duties

In case of absence or inability to act of any officer, the Directors may delegate for the time being the duties of such officer to another officer or Directors.

ARTICLE VI- DUES AND ASSESSMENTS

Section 1- Budget

Pursuant to the provisions of Section 181.0103 of the Wisconsin Statutes, said corporation, for the Purpose of owning, maintaining, improving, beautifying, keeping, preserving, and policing the parks, beaches, paths, piers, docks, playgrounds, streets, roads, highways, and avenues (except such as are owned, maintained and improved by the Township of Albion or County of Dane), and all other properties in which its members shall have common rights of usage and enjoyment in Highwood Estates subject to all town and county regulations and ordinances, and the laws of the State of Wisconsin, for the benefit of all the members, inhabitants, residents and Property owners of Highwood Estates Improvement Association, Inc. shall prepare and annually submit to its members at a regular meeting in October of each year a budget of the Expenditures which it proposes to make for the ensuing year. Such a budget shall include the expenses of maintaining the necessary organization of the corporation, fees paid for necessary auditing, legal and counsel services to the Board of Directors and the corporation.

Section 2- Levy of Assessment

Upon adoption and approval of the annual budget by a majority of the members in attendance at the regular October meeting, or any adjournment thereof, the Board of Directors of such corporation shall levy an assessment on properties in Highwood Estates, to be known as a Maintenance Assessment, against all of the lots of said Highwood Estates the ownership of which entitles the owner thereof to the use and enjoyment of the properties controlled by this corporation. The Board of Directors shall declare such assessment so levied due and payable at any time within sixty days from the date of such levy and the Board of Directors shall notify the owner of every lot, so assessed, of this action taken by the board of Directors, and the amount of the assessment on each lot owned by him or her, and the date such assessment becomes due and payable. Such notice shall be mailed to him at his last known post office address as the same is indicated on the records of this corporation.

Section 3- Delinquent Assessments

In the event that the assessment levied against any lot remains unpaid for a period of sixty days from the date of levy, then the Board of Directors of this corporation may in its discretion file a claim for a maintenance lien against any such lot at any time after six months from the date of the levy, such claim to be filed in the office of the Clerk of the Circuit Court of Dane County, Wisconsin. Such claim for lien shall contain a reference to the resolution authorizing such levy and dates thereof, the name of the claimant or assignee, the name of the person against whom the assessment is levied, a description of the property affected thereby, and a statement of the amount claimed. Said claim for lien shall be signed by the claimant or by its attorney, and need not be verified, and may be amended and said claim shall provide for the collection of interest on such assessment at the rate of eighteen per cent per annum from the date of the levy, and for the costs of filing and enforcing said claim for lien, including a reasonable attorney fee.

Section 4-Special Assessments

If unbudgeted expenses for which no reserve has been created are incurred, the Directors shall hold a special meeting to levy a special assessment to pay these expenses. The special assessment may be in such amount, due, and payable at such time and on such terms as the Board determines.

Fines charged against a member are also special assessments and are solely against the Member.

ARTICLE VII- NO STOCK AND NO DIVIDENDS

Section 1 - The corporation shall be a non-stock corporation, and no dividends or pecuniary profits shall be declared to the members thereof.

Section 2 - This corporation shall be governed by the statutes set forth in Wisconsin Statutes Chapter 181 Non-stocked Corporation.

ARTICLE VIII - BOOKS AND RECORDS

Section 1 - Place of Keeping

The general and principal books of account and records of this corporation shall be kept in its principal office in the State of Wisconsin, or at such other place or location as the Board of Directors may from time to time determine.

Section 2 - Records and Books

Right of Members and Creditors to examine the books of this corporation containing the accounts, records, and membership of this corporation shall at all reasonable times during business hours be open to the inspection of the members. Every creditor of this corporation shall be informed at any time on request, who the members are, the amount of money owed by the corporation, and its assets.

Section 3- Insurance

The Association shall maintain the insurance coverage, as the Board deems appropriate. These policies shall be amounts covering risks and with insurers appropriate to protect the interests of the Association, and the members.

ARTICLE IX-LIABILITY OF VOLUNTEERS, DIRECTORS AND OFFICERS

Section 1-Exculpation

Volunteers providing service to the Association, directors and officers of the Association in these respective capacities, shall have the full benefits of Section 181.0670 and 181.0855, Wisconsin Statutes (1997) as amended from time to time. regarding the limitation of liabilities. Nothing in this Section exempts a director or officer from the liabilities and obligations as Members.

Section 2-Indemnification

In addition to, and to in diminution of, the indemnification provided under Sections 181.0871-0889, Wisconsin Statutes (1997) as amended from time to time, every Director and officer of the Association shall be indemnified by the Association against all reasonable costs, expenses, and liabilities (including council fees) actually and necessarily incurred by or imposed in connection with any claim, action, suit proceeding, investigation, or inquiry of whatever nature in which the Director or officer may be involved as a party or otherwise by reason of being or having been a Director or officer of the Association at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which the Director or officer shall be finally adjudged in such action, suit proceeding, investigation, or inquiry to be liable for willful misconduct, willful failure to deal fairly with the Association or its Members in connection with a matter in which the Director or officer has a material conflict of interest, a criminal violation, or a transaction from which the Director or officer derived an improper personal profit or benefit, or in absence of such final adjudication, any determination of such liability by the opinion of legal counsel selected by the Association.

The foregoing right of indemnification is in addition to and not in limitation of all rights to which such person may be entitled as a matter of law and inures to the benefit of the legal representatives of such persons.

The Association may insure its obligations under this subsection.

ARTICLE X-AMENDMENTS

By-Laws may be adopted, amended or repealed at any regular meeting of the members, by a vote of a majority of the voting members present in person or by proxy, at said meeting.

ARTICLE XI-MISCELLANEOUS

Section 1- Fiscal Year

The fiscal year of this corporation shall begin on the first day of January each year and terminate on the last day of December each year.

Section 2- Waiver of Notice

Any member, Director or officer may, in writing, waive the giving and mailing of any notice required, given or mailed either by the Statutes of Wisconsin, the Articles of Incorporation, or these By-Laws.

Section 3- Restrictions on Contracts

This corporation shall not enter into or be bound by any contract or contracts except the same be authorized and ratified by resolution, in writing, of the Board of Directors at a regular or special meeting of the Directors. No contract or act of any officer, agent, caretaker, employee, or any person whatsoever, shall be binding in any manner upon this corporation unless such contract or act shall be duly authorized or ratified by resolution, in writing, of the Board of Directors.

Section 4- Audits

At the special meeting of The Members held in July of each year, the members shall decide on the necessity for a financial audit of the books of the corporation.

Section 5- Gender; Number

The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Wisconsin Statutes

CHAPTER 181 NONSTOCK CORPORATIONS

<https://docs.legis.wisconsin.gov/statutes/statutes/181/vi/0670>