

BYLAWS

Timber Ridge Property Owners' Association, Inc. (revised 9/19/2019)

BYLAW I. NAME AND LOCATION OF ASSOCIATION

The name of the Association is Timber Ridge Property Owners' Association, Inc. (TRPOA). Its principal office is located at P.O. Box 366, Minocqua, Wisconsin 54548.

BYLAW II. MEMBERSHIP

Section 1. Members Defined – Every owner of a lot or living unit (as those terms are defined in the Declaration of Protective Covenants, Standards and Land Use Restrictions in effect for the subdivision known as Timber Ridge) shall be a member of this Association. Membership shall be appurtenant to and may not be separated from ownership of any lot or living unit.

Section 2. Classes of Members and Voting Rights – The Association shall have two (2) classes of voting memberships and their voting rights shall be as follows:

Class A. Class A members shall be all those owners of unimproved lots. A Class A member shall be entitled to one (1) vote for each unimproved lot that member owns. At such time that improvements are constructed on a lot so that the improvements consist of a completed Living Unit, then, at that time, the Living Unit owner shall become a Class B member for that Living Unit.

Class B. Class B members shall be all those owners of completed Living Units. A Class B member shall be entitled to two (2) votes for each completed Living Unit that member owns.

BYLAW III. MEETING OF MEMBERS

Section 1. Annual Meetings - An Annual Meeting of the members shall be held at the principal office of the Association or such other suitable place convenient to the Membership as may be designated by the Board of Directors on the fourth Saturday in June in each year, beginning with the year 1978, at the hour of 9:00 a.m., for the purpose of electing Directors and for transactions of such other business as may come before the meeting. If the day fixed for the Annual Meeting is a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding Saturday.

Section 2. Special Meetings - Special Meetings of the members may be called by the President, the Board of Directors, or by a group of members having not less than 15% of the then outstanding voting rights, at the principal office of the Association. If all of the members shall meet at any time and place and consent to the holding of the meeting, such meeting shall be valid without call or notice and at such meeting any Association action may be taken.

Section 3. Notice of Meetings – Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of President, the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or Bylaws, the purpose or purposes for which the meeting called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with the postage thereon prepaid.

Section 4. Informal Action by Members – Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum – Members holding 51% of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Adjourned Meetings – If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than 48 hours from the time the original meeting was called, at which subsequent meeting the quorum requirement shall be members holding 30% of the votes that may be cast at any meeting.

Section 7. Proxies – A member may appoint as his/her proxy any other lot owner or living unit owner of a residence in a multiple family structure or may appoint as his/her proxy the President or other member of TRPOA, Inc. Any proxy must be filed with the Secretary before the appointed hour of each meeting. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after six months from the date of its execution, unless otherwise provided in the proxy.

BYLAW IV. BOARD OF DIRECTORS

Section 1. General Powers – The affairs of the Association shall be managed by its Board of Directors. The Directors need to be lot owners and residents in Timber Ridge. The general purposes of the Board of Directors are to help assure that Timber Ridge will become and remain an attractive community; to preserve and maintain the general beauty and attractiveness of Timber Ridge; to ensure the most appropriate development and improvement of Timber Ridge and each lot; to guard against the erection of poorly designed or poorly proportioned structures; to ensure the highest and best development; to preserve the values of all lots and to do what is necessary to increase property values and to encourage and secure the construction of attractive structures within Timber Ridge. In order to carry out the purposes of the Board of Directors, the Board shall have the power to take whatever action is necessary in fulfilling its purposes.

Section 2. Number, Tenure and Qualifications – The number of Directors shall be seven (7) or eight (8). The Directors shall be elected at the annual meeting of members. Each Director shall have a two (2) year term. The terms shall be staggered so that four (4) directors shall be elected at each annual meeting of members. A Director must be a lot owner and resident in Timber Ridge.

Section 3. Regular Meetings – The Board of Directors shall conduct regular meetings during months of January, February, March, April, May, June, July, August, September, October and November. A member of the Board of Directors may appoint as his/her proxy another Board member at either a regular meeting or a special Board meeting. Any proxy must be filed with the Secretary before the appointed hour of each meeting. The proxy must be in writing signed by the Board member or his/her authorized attorney-in-fact.

Section 4. Special Meetings – Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, and shall be held at the principal office of the Association or at such other place as the Directors may determine.

Section 5. Notice – Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, telegram, e-mail, fax, or by notice given by telephone, to each Director at his address as shown on the records of the Association. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver or notice of such meeting, unless specifically required by law or by the Bylaws.

Section 6. Quorum – A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than the majority of the Board of Directors are present at any meeting, a majority of the

Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaw.

Section 7. Vacancies – Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 8. Compensation – Directors as such shall not receive any stated salaries for their services but, by resolution of the Board of Directors, expenses of attending any regular or special meeting of the Board of Directors, if any, may be allowed. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

Section 9. Unanimous Consent Without Meeting – Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Board of Directors then in office.

Section 10. Board Member Electronic Attendance at Board of Directors' Meetings – Any member of the Board of Directors may attend and participate in any regular or special meeting from a remote location via electronic means provided that such attendance is in compliance with the rules set forth herein.

- (1) Prerequisites. Any two (2) members of the Board of Directors shall be provided the opportunity to attend a regular or special meeting via electronic means from a remote location if a quorum is physically present at the meeting site, the quorum votes to approve the attendance by electronic means, and the requesting member meets the following conditions:
 - a. The member must notify the Secretary at least 48 hours prior to the scheduled meeting, unless such notice is impractical, so that communications equipment can be arranged. Said notification to the Secretary shall be by electronic or hard copy means and signed electronically or hand signature. Inability to make the necessary technical arrangements will result in denial of a request for electronic attendance.
 - b. The member must assert one (1) of the four (4) following reasons why he/she is unable to physically attend the meeting: 1. Due to personal illness or disability; 2. Due to employment purposes; 3. Due to a family emergency; 4. Due to absence from the area.
- (2) Quorum and Vote Required – Providing the above prerequisites have been met and following roll call to establish that a quorum is physically present at the meeting site, a motion shall be made and considered as to whether to allow the member to remotely attend the meeting via electronic means. A vote may be taken to permit participation for a stated series of meetings if the same reason applies to each case and proper notice has been provided to the Secretary. Otherwise, a vote must be taken to allow each remote participation via electronic means. The motion must be approved by a vote of the majority of the Board of Directors.
- (3) Adequate Equipment Required – Any member participating electronically and other members of the Board of Directors must be able to have simultaneous aural communications, and members of the audience must be able to hear all of the communications at the meeting site. Before allowing remote attendance via electronic means at any meeting, the Board of Directors shall provide equipment adequate to accomplish this objective at the meeting site.
- (4) Meeting Minutes – Any member attending remotely via electronic means shall be counted as present at the meeting. The meeting minutes shall reflect and state specifically whether each member is physically present, absent, or present by electronic means and shall state the approved reason necessitating attendance via electronic means.
- (5) Rights of Remote Member – Any member permitted to participate remotely via electronic means shall be permitted to express his/her comments during the meeting and participate in the same capacity as those members physically present, subject to all general meeting guidelines and procedures previously adopted and adhered to. The remote member shall be heard, considered, and counted as to any vote taken. Accordingly, the name of any remote member shall be called

during any vote taken and his/her vote counted and recorded by the Secretary and placed in the meeting minutes. A member participating remotely via electronic means may leave a meeting and return as in the case of any member, provided the member attending via electronic means shall announce his/her leaving and returning to the quorum present.

- (6) Any associated costs with attendance and participation via electronic means, including video conferencing and other audio and video equipment, must be approved by the Board of Directors prior to incurring such costs.

BYLAW V. OFFICERS

Section 1. Officers – The officers of the Association shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers that may be elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of the President.

Section 2. Election and Term of Office – The officers of the Association shall be elected annually by the Board of Directors at the regular annual organizational meeting of the Board of Directors. If the election of the officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and qualifies.

Section 3. Removal – Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties – The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving nonprofit associations having the same or similar general purposes and objectives as this Association.

Section 6. Compensation – The secretary and treasurer shall receive a salary set from time to time by the Board of Directors. The secretary and treasurer shall be reimbursed for their out-of-pocket expenses.

BYLAW VI. CONTRACTS, CHECKS, DEPOSITS AND REFUNDS

Section 1. Contracts – The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders – All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, any instruments that exceed \$1,000 and compensation paid (regardless of the amount) to the secretary or treasurer, shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Association

Section 3. Deposits – All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts – The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for any purpose of the Association.

BYLAW VII. BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board of Directors and committees having and exercising any of the authority of the Board of Directors shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

BYLAW VIII. FISCAL YEAR

The fiscal year of the Association shall commence on June 1 and end on May 31 of the following year.

BYLAW IX. ASSESSMENTS

Section 1. Maintenance and Special Assessments – The members shall pay all maintenance and special assessments in such amounts and in such manner as shall be determined pursuant to the provisions of the Declaration of Protective Covenants, Standards and Land Use Restrictions.

Section 2. Default and Termination of Voting Rights – When any member of any class is in default in the payment of maintenance or special assessments for a period of thirty (30) days, his/her voting rights may thereupon be suspended by the Board of Directors until such time as he/she is no longer in default.

BYLAW X. ASSOCIATION SEAL

The Board of Directors shall provide a suitable Association seal containing the name of the Association and said seal is in the charge of the Secretary.

BYLAW XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or by the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

BYLAW XII. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten days written notice is given of the intention to alter, amend or repeal or adopt new Bylaws at such meeting.

