

**EDGEWATER PARK PROPERTY OWNERS ASSOCIATION, INC.**  
**BY-LAWS**

August 12, 2000

**ARTICLE 1**

**CORPORATION NAME**

The name of this corporation is Edgewater Park Property Owners Association Incorporated, located in the Village of Twin Lakes, Kenosha County, Wisconsin, a domestic corporation organized under the laws of the State of Wisconsin, as of September 2, 1946.

**ARTICLE 2**

**BUSINESS AND PURPOSE OF THE CORPORATION**

- 2.1 To promote the development, improvement, protection and preservation of property and real estate holdings within the subdivision called Edgewater Park, located in the Village of Twin Lakes, Kenosha County, Wisconsin.
- 2.2 To purchase or otherwise obtain, hold title to, sell or otherwise dispose of, maintain and operate: the common property of the park, pavilion, boathouse, pier, and such roads, walks, and paths as lie within the limits of Edgewater Park, and to levy assessments for such purposes in accordance with provisions of these By-Laws.
- 2.3 To promote the general welfare of its members.

**ARTICLE 3**

**MEMBERSHIP**

- 3.1 **Membership:** The membership shall consist only of property owners in Edgewater Park. Persons who are owners of property in said Edgewater Park automatically become members of this Association and are subject to all its By-Laws and Administrative Policies.
- 3.2 **Termination of Membership:** Membership shall automatically terminate upon the sale, transfer or other disposition by such member of the ownership interest in all subdivision property, at which time the new Owner(s) shall automatically become Member(s) of the Association.

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- 3.3 **Privileges of Membership:** As property owners, Association members have certain privileges related to the use of the waterfront or other common property which may be revoked in the event of failure to pay dues or by violation of Association By-Laws, rules, regulations or Administrative Policies.

**ARTICLE 4**

**VOTING**

- 4.1 **Majority Vote:** Any association issue requiring a vote by the membership shall be by a simple majority of the respondents unless otherwise specified.
- 4.2 **Voting Rights:**
- 4.2.1 Each property owner, or group of owners owning the same dwelling, shall be entitled to only one vote per dwelling on each matter called to a vote by the Association.
- 4.2.2 Members may vote either in person, by proxy or absentee ballot.
- 4.2.3 The board shall have the right to impose sanctions, including the suspension of voting rights of any member for any period during which any fees, dues, fines or assessments against the owned dwelling remains unpaid.
- 4.2.4 Suspension of voting rights may also be imposed for clear and willful violation of the rules and regulations as stipulated in the Administrative Policies of the Association.
- 4.3 **Absentee Voting:** Voting members may vote at all meetings of the Association in person, by absentee ballot or by written proxy. Unless otherwise specified in the proxy, a proxy shall be valid only for the purpose of voting on matters stated in the Notice of Meeting. All proxies must bear an original signature of the Principal and be dated as of the date signed. All proxies shall expire at the adjournment of the meeting for which the proxy is given.

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**ARTICLE 5**

**MEETINGS OF MEMBERS**

- 5.1 **Annual Meeting:** An annual meeting of the Association shall be held on the third Saturday in July of each year at a time and place designated by the President or at such other time and place as may be agreed upon by the Directors. Notice of such annual meeting shall be given to all members in writing, addressed to the last known address of such member at least thirty (30) days previous to the date of such meeting.
- 5.2 **Special Meetings:** Special meetings of the members may be called at any time by the President, or by request in writing signed by a minimum of ten (10) voting members delivered to the President. Written notice of the time and place of such special meeting, stating the business of such special meeting shall be sent at least fifteen (15) days before the date of such special meeting to the address of each member as shown by the records of the Association.
- 5.3 **Board Meetings:** A member who wishes to attend a Board meeting should advise the Secretary of the Association of his/her desire to attend the next Board meeting and the subject matters which he/she wishes to discuss.
- 5.4 **Notice of Meetings:** Notice of meetings of the Association shall include the agenda items to be voted upon and a proxy/absentee ballot. Such notices shall be delivered by personal delivery or by regular mail and addressed to the Owners at their respective current address on record unless an owner shall specify a different address for such purposes.

**ARTICLE 6**

**BOARD OF DIRECTORS**

- 6.1 **General Powers:**
- 6.1.1 Subject to the vote by members, the property, business and affairs of this Association shall be governed and controlled by a Board of Directors.
- 6.1.2 The Board of Directors shall have full power and control over the business affairs, property and management of the Association.

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**6.1.3** The Board of Directors shall have the right; power and authority to exercise all such powers as may be authorized in the Association By-Laws and Administrative Policies. Both shall be subject to the laws of the State of Wisconsin as specified in the provisions of the Association's Certificate of Incorporation.

**6.2** **Specific Duties:**

**6.2.1** The Board of Directors shall direct its officers to review the Association By-Laws and Administrative Policies at its first meeting following the annual meeting.

**6.2.2** The Board of Directors shall have power to recommend for adoption by the Association such By-Laws and Administrative Policies as the said board, by a majority, shall have approved.

**6.2.3** The Board of Directors shall hold regular meetings as often and at the time and place as decided on by the Board.

**6.2.4** The Board of Directors shall have the authority to:

- A.** Levy assessments or dues against each residence to defer the costs of the Association in the maintenance of the pier, lake front property, recreational equipment; the maintenance, repair or replacement of the roadway as well as other costs incurred by the Association.
- B.** Pay for any property or rights acquired by the Association, either wholly or partially, in money or bonds, debentures or other securities of the Association.
- C.** Determine who shall be authorized to sign, on the corporation's behalf, bills, notes, receipts, acceptances, checks, releases, contracts and documents.
- D.** Appoint, at a minimum, a chairman for a Boat Committee, Roads Committee and a Social Committee. The Board of Directors may, by resolution, designate and appoint certain other Committees to transact ministerial business of the Association and to advise the Board on such matters as may be assigned to it.

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**6.3 Selection:**

**6.3.1 Election: The Board of Directors shall be elected at the annual meeting held during even numbered years.**

**6.3.2 Number: The Board of Directors shall consist of a maximum of seven (7) members of the Association in good standing. The immediate past President of the Association will be one of those seven members.**

**6.3.3 Qualifications:**

**A. Each director and officer must be owners of at least one (1) dwelling in said subdivision.**

**B. No two directors or officers can be from the same dwelling.**

**C. No two directors or officers shall have a family relationship.**

**6.3.4 Nomination:**

**A. In February of every even numbered year, the Board of Directors will appoint a nominating committee of three Association members to solicit and nominate prospective board members for the following election.**

**B. At least one of the members of the nominating committee must be a member of the Board of Directors.**

**C. There shall be no limit to the number of nominees. If more than six (6) persons are nominated, the six receiving the highest number of votes from the voting members shall be elected as Directors.**

**D. Any Association member wishing to run for the Board of Directors shall submit his/her name to the nominating committee at least sixty (60) days prior to the Annual Meeting of the Association.**

**E. A "Nominating Committee" member may nominate himself/herself.**

**6.3.5 Terms of Office: The Board of Directors shall be elected for a term of two (2) years. Each director shall hold office for the term for which he/she is elected until a successor is duly elected. There shall be no limit to the number of terms a Director may serve.**

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**6.3.6 Vacancies:**

- A. If any vacancy occurs on the Board of Directors by reason of sale, transfer or alienation of ownership, death, resignation, removal, disqualification or inability to act, the remaining members of the Board, by majority vote, shall fill such vacancy. The person selected will hold office for the un-expired term.
- B. The Board of Directors shall have the option of not filling a vacancy if the unexpired term of the vacant position is less than a year.

**6.3.7 Removal:** A member of the Board of Directors may be removed at any time. A Special Meeting of the members would be called for that purpose.

**ARTICLE 7**

**COMMITTEES**

- 7.1 **Authority:** Committee Chairmen shall be appointed by the Board of Directors. Committees shall only have such authority as the Board shall delegate. The Board may terminate or modify the authority of any Committee by resolution.
- 7.2 **Committee Chairmen:** The chairman will proceed to select the remaining Members of the Committee up to the number set by the Board.
- 7.3 **Committee Reports:**
  - 7.3.1 Each committee shall report its activities to the Board at scheduled board meetings. Each committee shall provide a written report of its proposed actions, funds needed for any projects and the results of its activities.
  - 7.3.2 All Committee reports, or oral summaries as necessary, shall become a part of the record of the minutes of Board meetings at which they are presented.

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**ARTICLE 8**

**OFFICERS**

- 8.1 **Officers:** The officers of this corporation shall be President, Vice President, Secretary and Treasurer.
- 8.2 **Qualification:** Each officer of the Association must be an owner of a dwelling within the Subdivision of Edgewater Park.
- 8.3 **Election:** The Directors of the Association shall be elected bi-annually. The officers will be selected by the Board, out of their numbers, at a meeting to be held immediately following the general election of Directors.
- 8.4 **Vacancies:** Vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any meeting of the Board, for the unexpired portion of the term. Directors will fill the vacancies out of their numbers.
- 8.5 **Compensation:** Officers shall neither receive compensation for their services nor be relieved of payment obligations as members.
- 8.6 **Removal from Office:** Any Officer selected by the Board of Directors may be removed by a majority vote of the Board.
- 8.7 **Duties of Officers:**
- 8.7.1 **President**
- A. The President shall be the principal executive officer of the Association and shall in general supervise the control of all of the business and affairs of the Association.
  - B. The President shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time.
  - C. The President shall preside at all meetings of the Members and the Board of Directors.

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- D. The President, together with the Secretary, or any other Officer of the Association authorized by the Board of Directors, must sign any deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed.
- E. Within 30 days of being elected, the President shall appoint an Audit Committee consisting of the previous Treasurer, the newly elected Treasurer and one other association member in good standing. If the incumbent Treasurer retains his/her post, a second member in good standing shall be appointed to the committee. The Audit Committee shall prepare a formal financial statement according to the Administrative Policy and submit it to the Board of Directors for review and approval. The approved report will be made available to all members.

**8.7.2 Vice President**

The principal duties of the Vice President shall be to discharge the duties of the President in the event of absence or disability. In addition, the Vice President will assist the president in various Association functions as directed.

**8.7.3 Secretary**

- A. The Secretary shall keep a record of the proceedings of the Association and Board of Directors and shall safely and systematically keep all books, records and documents belonging to the corporation.
- B. The Secretary shall countersign all documents, deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto if necessary, as well as to maintain other papers as shall be required or directed.
- C. The Secretary of the Association shall keep correct and complete record of the names and addresses of the Members entitled to vote.

**8.7.4 Treasurer**

- A. The Treasurer shall keep a full and accurate account of all receipts and disbursements belonging to the Association and shall deposit all

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moneys in the name, and for the credit of, the Corporation in such bank depository as may be designated by the members of the Board.

- B. The Treasurer shall receive moneys, give receipts and disburse the funds of the Association as ordered by the President or its members. The Treasurer shall make proper vouchers and receipts for such disbursements, and shall render to the Association, whenever required, an account of all transactions.
- C. The Treasurer shall maintain records of all properties located in Edgewater property Owners Association in books belonging to the Association. The Treasurer shall mail regular and /or special assessment notices to each lot owner at his/her last known address.

**ARTICLE 9**

**AMENDMENTS TO By-Laws**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members by an affirmative vote of not less than two-thirds of the membership.

**ARTICLE 10**

**ADMINISTRATIVE POLICIES**

**10.1 Purpose:**

**10.1.1** The purpose of Administrative Policies is to provide a method to facilitate the creation of, and changes to, the rules governing conduct, activities and privileges of the members of the Association.

**10.1.2** Administrative Policies will be written for controlling activities which may change frequently enough so as to be cumbersome to maintain in the Association By-Laws. Example: Waterfront Committee activities for the establishment of shore station fees, seniority lists, restrictions on boat size, etc.)

**10.2 Authorization:** In order to conduct the business of the association in a fair and consistent manner, the Board of Directors is charged with the responsibility of

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authorizing Administrative Policies (APs) as they become necessary.

**10.3 Establishment:**

**10.3.1 The need for Administrative Policies will be determined by the Board of Directors.**

**10.3.2 The Board will appoint a committee to draft the Administrative Policy.**

**10.3.3 After review by the board, the Administrative Policy draft will be presented to the Association membership for review and suggestions. After all suggestions have been evaluated, any revisions to the draft will be presented to the Board of Directors for final approval.**

**10.4 Approval:**

**10.4.1 Approval of any original Administrative Policy will require a simple majority vote of the responding members.**

**10.4.2 Approved Administrative Policies will be dated and signed by the President and Secretary of the association and by the Chairman of the responsible committee.**

**10.5 Amendments:**

**10.5.1 Significant amendments to Administrative Policies may be proposed by a board member or requested by any Association member, through the Committee Chairman, for Board review and approval.**

**10.5.2 A majority vote of the Board of Directors is required for approval of the requested amendment.**

**10.5.3 Amendments to all Administrative Policies will be controlled with a revision date and signed by the President, Secretary and Committee Chairman.**

**10.5.4 Changes in format or minor corrections will be made as required without changing the revision date of the Administrative Policy.**

**10.6 Access:**

**10.6.1 A listing of current Administrative Policies shall be available from the**

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Secretary of the Association.

10.6.2 Every member of the association shall be provided any and/or all Administrative Policies under the following conditions:

- A. Upon adoption or amendment of the Administrative Policy
- B. Upon becoming a new member
- C. Upon request to the Association Secretary

**By-Laws HISTORY**

**CREATED: 1947**

**AMENDED: June 6, 1965**

Signed and Sealed this date.

Signature on file

Richard Geyer, By-Laws Committee Chairman

Signature on file

Rick Breden, President