

**REVISED AND RESTATED BYLAWS**  
**OF**  
**WHITEFISH BAY ASSOCIATION, INC.**

**a Wisconsin Non-Stock Corporation,  
under Section 181.1622 of Wisconsin Statutes**

**September, 2015**

**REVISED AND RESTATED BYLAWS**

**OF**

**WHITEFISH BAY ASSOCIATION, INC.**

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# WHITEFISH BAY ASSOCIATION, INC.

## REVISED AND RESTATED BYLAWS

### ARTICLE I Name and Address

**Section 1.1 Name.** The name of this Wisconsin Non-Stock Corporation shall be the Whitefish Bay Association (the "Association").

**Section 1.2 Address.** The office of the Association shall be the address of the Registered Agent or such other address as may be determined from time to time by the Board of Directors, upon notice to the Members of the Association.

**Section 1.3 Registered Agent.** The Association shall have and continuously maintain in the State of Wisconsin a registered agent whose office is identical with such registered office, as required by the Wisconsin Non-Stock Corporation Act. The registered office may be, but need not be, identical to the principal office in the State of Wisconsin, and the registered office may be changed from time to time by the Board of Directors.

### ARTICLE II Effective Date

These Revised & Restated Bylaws shall be effective upon approval of the Board of Directors of the Association at a Regular Board Meeting or a special meeting called for that purpose.

### ARTICLE III Mission Statement

The mission of the Association is three-fold: (1) to build a sense of neighborhood and neighborliness in Whitefish Bay; (2) to provide a forum for discussing land and water use issues; and (3) to advocate for sound land and water use in Whitefish Bay and Door County.

### ARTICLE IV Definitions

**Section 4.1 Definitions.** The following terms shall have the meanings set forth below:

"Board of Directors" shall mean those persons serving as Directors pursuant to Article VII of these Bylaws and their successors as duly elected and qualified from time to time.

"Director" shall mean a member of the Board of Directors.

"Member" means those individuals or families who have paid the current annual dues and are classified as Members pursuant to Article V of these Bylaws.

"Minute Book" shall mean the minute book of the Association which shall contain the minutes of all annual and special meetings of the Association and the Board of Directors and all resolutions of the Board of Directors.

"Wisconsin Non-Stock Corporation Act" or the "Act" shall mean Section 181.1622 of Wisconsin Statutes, as amended from time to time.

"Wisconsin Non-Stock Corporation" shall mean a corporation created under the Act.

## **ARTICLE V**

### **Member**

#### **Section 5.1 Membership.**

(a) Membership is open to all individuals and families who own property in the area generally known as Whitefish Bay, which includes Whitefish Bay Road, Bark Road, S. Cave Point Drive, Whitefish Bay Trails, Sherwood Forest Drive, Moeller Drive, Highway T, Nelson Road and Glidden Drive and to other persons who are interested in supporting the Mission Statement of the Association. Each individual or family who pays the Annual Dues, as set by the Board of Directors from time to time, shall be a Member of the Association.

(b) In cases where the Member includes more than one individual (e.g., a family), such individuals shall arrange among themselves for one of their number to exercise the voting rights herein established. In no event shall there be more than one vote for any Membership that includes more than one individual.

**Section 5.2 Voting.** Except as otherwise provided herein, the Members shall be entitled to vote upon any decision or resolution and the majority of votes cast shall determine the passage of any decision or resolution. A vote may be cast either in person or by proxy, by Members who are entitled to vote. Notice and quorum requirements shall be as set forth herein.

**Section 5.3 Membership List.** The Secretary shall be responsible for maintaining, at the office of the Association, an updated list of Members and their last known addresses as provided by each Member. The list shall be revised by the Secretary to reflect changes in the Members and their addresses prior to the date of the Annual Meeting. The Secretary shall also keep current and retain custody of the Minute Book.

**Section 5.4 Proxies.** Votes may be cast by written proxy or in person. Written proxies may be submitted by United States mail, delivered to the office of the Association, hand delivered directly to the Secretary of the Association, delivered via email to the Secretary's email address, or in such other manner as directed by the Association. A proxy vote shall be defined as a written vote submitted by a Member which either states the specific vote of the Member with respect to the issues, resolutions or election being voted on by the Members at the annual or special meeting or which is written permission for the Board of Directors or a specific Director to exercise the Member's vote(s) as the Board of Directors or the specific Director sees fit.

## **ARTICLE VI**

### **Meetings of the Association**

**Section 6.1 Place of Annual and Special Meetings.** All annual and special meetings of the Association shall be held at the office of the Association or at another suitable and convenient place permitted by law and fixed by the Board of Directors from time to time and designated in the notices of the meetings.

**Section 6.2 Date of Annual Meetings.** An annual meeting of the Association (the "Annual Meeting") shall be held each year on a date fixed by the Board of Directors by written notice to the Members. The Members may transact any business which may properly come before the meeting.

**Section 6.3 Notice of Annual Meetings.** Not less than ten (10) nor more than sixty (60) calendar days before the date of the Annual Meeting the Secretary shall (a)post notice of the Annual Meeting on the Association Bulletin Board and (b)send the notice of the Annual Meeting via email to each Member who has provided an email address to the Secretary, at the latest email address provided by the Member to the Secretary. The notice of the Annual Meeting shall state the date, time and place of the meeting, the purpose or purposes thereof and the items on the agenda, including the specific nature of any proposed amendment or change to these Bylaws, and any proposal to remove a Director or officer of the Association.

**Section 6.4 Special Meeting.** A special meeting of the Association may be called by the President, a majority of the Directors, or upon presentation to the Secretary of a petition stating the specific purpose of the special meeting, which petition has been signed by the Members having not less than twenty percent (20%) of the votes entitled to be cast at such meeting.

**Section 6.5 Notice of Special Meetings.** The Secretary shall give notice of any special meeting of the Association to each Member in the manner provided in Section 6.3 of these Bylaws. The notice shall state the same items required by Section 6.3 of these Bylaws for notices of Annual Meetings. No business shall be transacted at any special meeting except as stated in the notice thereof unless by consent of two-thirds (2/3) of the Members present at the special meeting, either in person or by proxy.

**Section 6.6 Member Quorum.** At any duly convened meeting of the Association, a quorum shall be present if Members entitled to cast at least twenty percent (20%) of the votes that may be cast are present in person or proxy at the beginning of the meeting.

**Section 6.7 Order of Business.** The order of business at all meetings of the Association shall, to the extent feasible, be as follows: (a) proof of notice of meeting or waiver of notice, if applicable; (b) approval of the minutes of the preceding meeting; (c) reports of officers and committees; (d) election of Directors, if applicable; (e) unfinished business; (f) new business; and (g) adjournment.

**Section 6.8 Administration of Affairs.** Subject to the provisions of the Wisconsin Non-Stock Corporation Act and these Bylaws, the Association shall be governed by the Board of Directors.

## **ARTICLE VII Board of Directors**

### **Section 7.1 Authority; Number of Directors.**

(a) The affairs of the Association shall be governed by a Board of Directors. The number of Directors shall be fixed by the Board of Directors from time to time. The number of Directors immediately following the adoption of these Amended & Restated Bylaws shall be nine (9) and shall be those Directors elected at the Annual Meeting or special meeting called to consider the approval of these Bylaws and at which these Bylaws are approved.

(b) Each Director shall be a Member. In any election of Directors, the nominees receiving the highest number of votes, either in person or by proxy, shall be the Members elected to the Board of Directors.

**Section 7.2 Term of Directors and Compensation.** Except as otherwise set forth herein, each Director elected by the Members shall serve for a term of two years. Each Director shall continue to hold office until his successor is elected and qualified. The Directors shall serve without compensation for such service.

**Section 7.3 Nominations to Board of Directors.** Members may be nominated for election to the Board of Directors in either of the following ways:

(a) A Member who is not a Director and who desires to run for election to that position shall be deemed to have been nominated for election upon his filing with the Board of Directors a written petition of nomination bearing the genuine signatures of at least five other Members; or

(b) A Director shall be deemed to have been nominated for re-election to the position he holds by signifying his intention to seek re-election in a writing addressed to the Board of Directors.

**Section 7.4 Vacancies on Board of Directors.** If the office of any elected Director shall become vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining Directors, at a special meeting duly called for this purpose, shall choose a successor who shall fill the unexpired term of the directorship being vacated. If there is a deadlock in the voting for a successor by the remaining Directors, the one Director with the longest continuous term on the Board shall select the successor. At the expiration of the term of his position on the Board of Directors, the successor Director shall be re-elected or his successor shall be elected in accordance with these Bylaws.

**Section 7.5 Removal of Directors.** Directors may be removed, with or without cause, by consent of two-thirds (2/3) of the Members at any Annual or special meeting of the Members of which notice has been properly given as provided in these Bylaws; provided the same notice of this special meeting has also been given to the entire Board of Directors, including any individual Director whose removal is to be considered at this special meeting.

**Section 7.6 Organizational Meeting of the Board of Directors.** No later than twenty (20) days following each Annual Meeting, the Board of Directors shall hold a regular meeting for the purposes of organization, election of officers and transaction of other business. Notice of this meeting shall be given to all Directors in accordance with Section 7.8 of these Bylaws.

**Section 7.7 Place of Meetings.** All meetings of the Board of Directors shall be held at the office of the Association or at any other place or places designated at any time by resolution of the Board of Directors or by written consent of all of the Directors. A meeting of the Board of Directors may be held by any method of communication, including electronic and telephonic, by which each Director may hear and be heard by every other Director

**Section 7.8 Regular Board of Directors Meetings.** Regular meetings of the Board of Directors may be held at any time and place permitted by law as from time to time may be determined by the Board of Directors. Notice of regular meetings of the Board of Directors shall be given to each Director personally, by telephone, by email or by United States mail, with postage prepaid, directed to him at his last known post office address, as the same appears on the records of the Association, at least five (5) but not more than thirty (30) days before the date of the meeting. This notice shall state the date, time, place and purpose of the meeting. Meetings of the Board of Directors may be held by conference telephone.

**Section 7.9 Special Board of Directors Meetings.** Special meetings of the Board of Directors may be called by the President of the Association or by the President or the Secretary of the Association upon the written request of any two Directors, on two days' prior notice to each Director. Special meetings may be held by telephone conference.

**Section 7.10 Waiver of Notice.** Before any meeting of the Board of Directors, whether regular or special, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to giving the required notice. All written waivers shall be filed in the Minute Book of the Association or made a part of the minutes of the meeting. Attendance by a Director at any meeting of the Board of Directors shall likewise constitute a waiver by him of the required notice. If all Directors are present at any meeting of the Board of Directors, no notice of

the meeting shall be required and any business may be transacted at the meeting except as prohibited by law or these Bylaws.

**Section 7.11 Directors Quorum.** At all duly convened meetings of the Board of Directors, a majority of the Directors, attending in person or by conference telephone, shall constitute a quorum for the transaction of business, except as otherwise expressly provided in these Bylaws. The acts of a majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the Directors present may adjourn the meeting from time to time and, at the adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted without further notice to any Director.

**Section 7.12 Consent in Writing.** Any action by the Board of Directors, including any action involving a vote on a fine, damage assessment, or suspension of a right of a particular Member before the Member has an opportunity to attend a meeting of the Board of Directors to present the Member's position on the issue, may be taken without a meeting if all of the Directors shall unanimously consent in writing to the action. Such written consent shall be filed in the Minute Book. Any action taken by such written consent shall have the same force and effect as a unanimous vote of the Directors.

**Section 7.13 Records.** The Board of Directors shall cause a complete record of all of its acts and the corporate affairs of the Association to be kept and to present a general report thereof to the Members at each Annual Meeting of the Association or at any special meeting where a general report is requested in writing by not less than one-third (1/3) of the Members entitled to vote.

**Section 7.14 Powers and Duties.** The Board of Directors shall have and exercise all powers and duties necessary for the proper administration of the affairs of the Association. In the performance of its duties as the governing body of the Association, the Directors shall have all powers enumerated in the Act, and in addition to those powers and duties set forth in the Act, the Board of Directors shall have the following powers and duties:

- (a) Each Director individually and the Board of Directors collectively shall perform the duties of the Board of Directors in good faith as a fiduciary of the Association, in a manner which the Director believes to be in the best interest of the Association and with the care of a person of ordinary prudence under similar circumstances, including, but not limited to, reasonable inquiry, skill and diligence.
- (b) Determine the expenses and any other charges comprising the operating expenses of the Association and establish the amount of annual dues payable by the Members of the Association.
- (c) Adopt a budget for each fiscal year, which shall contain estimates of the costs and expenses of the Association and the proposed annual dues.

- (d) Maintain appropriate accounting records and review the books and accounts of the Association at the end of each fiscal year and at any other time or times deemed necessary.
- (e) Set the dates for the Annual Meeting, the Picnic and other Association meetings and give appropriate notice to the Members.
- (f) Establish depositories for the funds of the Association with the bank or banks as shall be designated from time to time by the Board of Directors and in which monies of the Association shall be deposited. Withdrawal of monies shall be only by check signed by those persons who are authorized by the Board of Directors to sign checks on behalf of the Association.
- (g) Invest monies of the Association in any investments which the Board of Directors deems to be reasonably prudent.
- (h) Do all things incidental and necessary to the accomplishment of the above.

The duties and powers imposed on the Board of Directors by this Section 7.14 shall not be amended so as to reduce or eliminate any duties or powers of the Board of Directors without the affirmative vote of at least fifty-one percent (51%) of the votes of Members voting at the meeting called to consider such amendment.

**Section 7.15 Annual Budget.** Copies of a proposed budget setting forth the proposed annual expenses for the next fiscal year of the Association shall be prepared by the Treasurer, reviewed and approved by the Board of Directors, and distributed to all Members at or prior to the Annual Meeting of the Association and shall be available to all Members for inspection at the Association's office.

**Section 7.16 Open Meetings.** Meetings of the Board shall be open to all Members.

## **ARTICLE VIII**

### **Officers**

**Section 8.1 Officers.** The officers of the Association shall be a President, Secretary and Treasurer and such other officers as shall be elected by the Board of Directors from time to time. The offices of President and Secretary may not be held by the same person. The Secretary may be eligible to hold the office of Treasurer. A Director shall be elected as President. The Treasurer, Secretary and other officers, if any, need not be Directors.

**Section 8.2 Election and Terms.** Except as set forth herein, the officers of the Association shall be elected annually by the Board of Directors at the organizational meeting held pursuant to Section 7.6 of these Bylaws and shall hold office until their successors are elected or appointed by the Board of Directors; provided that each officer may be removed, either with or without cause, and his successor elected by the affirmative vote of a majority of the Directors at any annual or special meeting of the Board of Directors called for that purpose. The President shall serve for a term of three years, the Secretary and Treasurer shall each serve for a term of two years and all other officers shall serve for a term of one year. The Board of Directors may, from time to time, elect other officers which, in its judgment, are necessary. Any

officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any resignation shall take effect as of the date of the receipt of this notice or any later time specified therein; unless specified therein, the acceptance of this written resignation shall not be necessary to make it effective.

**Section 8.3 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by majority vote of the Board of Directors at a special meeting called for that purpose. A vacancy in the office of President shall be filled temporarily by the Secretary until a successor is elected by the Board of Directors.

**Section 8.4 President.** The President shall preside at all meetings of the Association and the Board of Directors. The President shall have the general powers and duties usually vested in the office of the president of a corporation created under the Act, including, but not limited to, the power to appoint committees from the Members, from time to time, as he may deem appropriate to assist in the conduct of the affairs of the Association provided, however, no such committee shall have the right to exercise the full authority of the Board of Directors. The President shall be an ex-officio member of all standing committees, if any. The President shall execute contracts and other instruments, in the name and on behalf of the Association, except when these documents are required or permitted by law to be otherwise executed, and except when the signing and execution thereof shall be delegated by the Board of Directors to another officer or agent of the Association.

**Section 8.5 Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all votes and the minutes of all meetings and proceedings, including resolutions, in the Minute Book. The Secretary shall perform the same duties for any committees when required. The Secretary shall have charge of the Minute Book, the records of the Association and any papers which the Board of Directors shall direct the Secretary to keep; shall perform all duties incident to the office of Secretary, including, but not limited to, the sending of notice of meetings to the Members, the Directors and members of any committees, and shall perform any other duties which may be prescribed by these Bylaws or by the Board of Directors or the President. The Secretary shall keep, or cause to be kept, at the office of the Association, a membership register showing the following: (a) the names and addresses of all Directors; (b) the names and addresses of all Members as provided by the Members; and (c) the current email address of each Member as provided by each Member. Nothing shall prohibit the functions of the Secretary to be delegated to an agent of the Association provided this delegation is approved by resolution of the Board of Directors. The delegation of the duties of the Secretary shall not relieve the Secretary from any responsibilities related to overseeing and reviewing any duties performed by the agent.

**Section 8.6 Treasurer.** The Treasurer shall have the responsibility for the Association's funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies, checks and other valuable effects in the name of and to the credit of the Association in those depositories which may be designated from time to time by the Board of Directors. The Treasurer shall disburse the funds of the Association, as the Treasurer may be ordered to do from time to time by the Board of Directors or by the President, and shall render to the President and the Directors at the regular meetings of the Board of

Directors, or whenever they or either of them shall require, an account of his transactions as Treasurer and of the financial condition of the Association. Nothing shall prohibit the functions of the Treasurer to be delegated to an agent of the Association provided this delegation is approved by resolution of the Board of Directors. The delegation of the duties of the Treasurer shall not relieve the Treasurer from any responsibility related to overseeing and reviewing any duties performed by the agent.

**Section 8.7 Compensation.** The officers of the Association shall serve without compensation, except that they shall be entitled to reimbursement for all expenses reasonably incurred in the discharge of their duties.

## **ARTICLE IX Indemnification of Directors, Officers and Other Authorized Representatives**

The Association shall indemnify every Director and Officer of the Association against, and reimburse and advance to every Director and Officer for, all liabilities, costs and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted under the Wisconsin Non-Stock Corporation Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment; provided, however, no Director or Officer shall be indemnified for: (1) a breach of duty of loyalty to the Association or its Members; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which such Director or Officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of directorship or office; or (4) an act or omission for which the liability of such Director or Officer is expressly provided for by statute.

## **ARTICLE X Association Books and Records**

The Association shall keep or cause to be kept (i) financial records of the Association in sufficient detail to enable the Treasurer to report to the Directors and Members required by these Bylaws; (ii) the name, mailing address, and email address of each Member; and (iii) the minutes of all meetings of the Association and the Board of Directors. All books and records of the Association shall be available for inspection by the Members during normal business hours. For purposes of this paragraph, "available" shall mean available for inspection, upon reasonable advance request of not less than forty-eight (48) hours, during normal business hours, at the office of the Association or the home of the Secretary of the Association. The cost of any copies shall be reimbursed to the Association at a rate set by the Board of Directors.

## **ARTICLE XI Dissolution and Termination**

Upon dissolution of the Association, the real and personal property of the Association shall be distributed to one or more organizations which are exempt from taxation under Section 501(c) of the Code.

## **ARTICLE XII**

### **Insurance**

Following approval by the Members at an Annual Meeting or a special meeting called for that purpose, the Directors may purchase, with Association funds, Directors & Officers Insurance coverage, with such limits and such terms as are reasonable and appropriate for Directors and Officers of organizations similar to the Association.

## **ARTICLE XIII**

### **Miscellaneous**

**Section 13.1 Fiscal Year.** The fiscal year of the Association shall be the calendar year unless the Board of Directors shall determine otherwise.

**Section 13.2 Amendments to Bylaws.** These Bylaws may be amended from time to time by the affirmative vote of the majority of the Directors or by the affirmative vote, in person or by proxy, of at least fifty-one percent (51%) of the votes cast by the Members voting at an Annual Meeting or at a meeting called to consider such amendment.

**Section 13.3 Inspection of Bylaws.** The Association shall keep in its office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be available for inspection by the Members during normal business hours, as defined in Article X.

**Section 13.4 Membership Minutes.** The membership register and the Minute Book shall be available for inspection upon demand of any Member during the normal business hours, as defined in Article X.

**Section 13.5 Construction.** Number and gender as used in these Bylaws shall extend to and include both singular and plural and all genders as the context and construction require.

**Section 13.6 Committees.** In accordance with Section 8.4, the President may, from time to time, appoint various Committees. Such Committees may include, but shall not be limited to, (a)Annual Picnic Committee, (b)Newsletter Committee, (c)Membership Directory Committee, (d)Nominating Committee, and (e)Annual Golf Outing Committee.

Approved and adopted by the Board of Directors at a Regular Meeting held on September 5, 2015.