

BYLAWS OF
WILLOWIND TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

Article One - Name

Section 1. The name of this Association will be Willowind Townhomes Homeowners' Association, Inc., herein referred to as "Association". It is a non-profit Association incorporated under the laws of the State of Wisconsin without stock. (Chapter 181, Wisconsin Statutes) This Association is also created under the authority of the Declaration as set forth in that document recorded _____ as Document Number _____ in the office of the Register of Deeds for St. Croix County, Wisconsin.

Article Two - Function of Association

Section 1. The Association will provide for meetings to be held at least annually or as determined by the Board of Directors.

Section 2. The Association will manage the holdings in an effective and efficient manner to accomplish the obligations as set forth in the Declaration described above.

Section 3. The Association recognizes its obligations to represent the members' interests and will attempt to stay in communication with its members.

Section 4. The Association is specifically created to establish, maintain, own, operate, improve and control as defined in the Declaration and other agreements.

Article Three - Membership

Section 1. All residential family lot owners shall be members in the Association with each lot being entitled to one vote. Association members are subject to an annual maintenance charge which shall be levied by the Board of Directors. Said annual maintenance charge shall be paid monthly. The Association shall have the right to place a lien on any and all lots on which the maintenance fees are not paid when due.

Section 2. The Association shall have the right to and duty to pursue any legal method for the collection of delinquent maintenance charges and may collect all reasonable fees and

court costs incurred in such collections. The Association shall have the right to record and enforce a lien on property where the owner of the property has failed to pay dues and/or assessments. Further, the Association shall have the right to obtain a money judgment against any member that fails to pay the required charges.

Section 3. Payment of the monthly maintenance fees places a member in good standing in the Association and gives them full membership rights.

Article Four - Maintenance Fees

Section 1. Maintenance fees for all memberships shall be determined by the Board of Directors and paid in the manner described by the Board.

Section 2. Assessments of the general membership may be prescribed by the Board for special needs agreed upon by a majority of the membership. Additional fees may be approved by the Board of Directors.

Section 3. Maintenance fees are due and payable on the 1st day of each month. Fees not paid when due may cause the Board to take action described in Article Three.

Article Five - Meetings

Section 1. An annual meeting of members shall be held each year at such time and place as the Board of Directors shall determine. At that meeting, the election of officers will take place along with the transaction of other business that may properly be brought before the membership.

Section 2. Special meetings of the members may be called by the President, the Vice President, the Board of Directors, or at the request of 10% of the members in good standing. The business to be transacted at any special meeting shall be stated in the notice of the special meeting and no other business may be considered at that time.

Section 3. Notice in writing of the annual meeting, stating the time and place of the meeting, shall be mailed to the last known address of each member in good standing at least 30 days prior to the date of the meeting. Written notice of a special meeting shall be mailed at least 15 days prior to the meeting.

Section 4. An agenda prepared by the Board of Directors shall be distributed to the membership at the time of notice of the annual or special meeting.

Section 5. Each member in good standing shall be entitled to one vote per lot owned at all membership meetings of the Association. In the absence of a member, the said member may appoint another person to act on behalf of the said absent member by bringing a signed proxy to the meeting.

Section 6. A quorum shall be 25% of members in good standing or represented by proxy in the meeting or vote. The action of the majority of the quorum present at any meeting may act for the Association where otherwise provided in these Bylaws.

Section 7. Meetings and proceedings of the Association shall be conducted in accord with Robert's Rules of Order.

Article Six - Officers

Section 1. The officers of the Association shall be elected by the Board of Directors from among their members at a regular meeting following the annual members' meeting and shall be as follows:

A. The President who is responsible for determination of Association policy between meetings of the Board of Directors. He/she will preside at all meetings.

B. The Secretary shall give notice of any meetings of the Association, keep a membership list current, and keep a record of meetings of the Board of Directors. The corporate record book will be kept by the Secretary along with all important documents. Materials held by the Secretary will be made available for review to any member in good standing upon arrangement with the Secretary.

C. The Treasurer shall keep account of all monies received and expended for the Association and will make disbursements as authorized by the Board of Directors. The Treasurer will have responsibility to have an annual audit conducted and report on the Association's financial condition to the membership. All sums received shall be deposited in the bank as advised by the Board.

Section 2. All officers shall hold the office for three

years or until their successors are elected and take office. If an elected Board member is unable to complete his/her term in office, the vacancy is then filled by the President with the approval of the Board. When possible the next highest vote getter will be appointed to fill the vacant position on the Board.

Section 3. Directors' and officers' insurance may be provided for persons serving on the Board of Directors. Such other protection as is needed will be supplied by the Board.

Article Seven - Board of Directors

Section 1. The Board of Directors shall consist of from 3 to 7 Directors elected by the membership at the annual meeting.

Section 2. All Directors (except those chosen to fill vacancies as appointed by the President) shall serve alternating three year terms.

Section 3. Each Director must be a member in good standing as outlined in Article Three and shall serve only so long as he/she continues to be in good standing.

Section 4. The Board of Directors shall have supervision, control and direction of the affairs of the Association and shall determine its policies. The Board shall actively pursue the purposes of the Association and shall have discretion in the disbursements of funds. The Board shall adopt such rules and regulations for the conduct of its business as deemed advisable and may appoint agents as it deems necessary to accomplish tasks.

Section 5. The Board of Directors shall have a quarterly meeting. Directors are expected to attend the meetings. If a Director is unable to attend a meeting, he/she must notify the President or Secretary.

Section 6. Members in good standing may attend Board of Director's meetings, but will notify the Secretary of their intent to be present and the nature of their business. The Secretary will then advise them of the location, time and date of the next meeting.

Section 7. The Board of Directors shall have the right and authority to recommend changes or amendments to the Declaration recorded _____ as Document Number _____. In

order for any such change or amendment to the said Declaration to be effective and to attach to all lots, a majority of the members must approval said change or amendment at an annual or special meeting of the members.

Section 8. Vacancies on the Board of Directors will be filled by the President as described in Article Six.

Article Eight - Committees

Section 1. The following shall be known as the standing committees of the Association.

Nominating Committee. This committee will be appointed by the President. It will consist of two of the Directors and three members in good standing selected at large by the President. It will provide a slate of candidates to be elected at the membership meeting. The committee may also fill the committee positions if requested to do so by the President. The slate of recommended candidates will be presented at the annual membership meeting for vote. Nominations from the floor may be made at that time.

Architectural Committee. The initial membership of this Committee shall be M. William Johnson, Bryan Wolfe, and Keith Burton. The initial members shall serve a 1 year term. Any vacancy on this Committee shall be filled by the Nominating Committee as set forth above. This committee shall approve all building plans to insure that the buildings are conducive to the setting of Willowind.

Section 2. Special Committees. These may be appointed by the President with approval of the Board of Directors.

Section 3. A majority of the members of a committee present will constitute a quorum at any duly called meeting of a Committee. The Committees will meet at the call of the Chair. Chairs for all committee positions require Board approval or Presidential approval. Every effort will be made to include on committees those persons who express an interest in serving on them.

Section 4. Action of Committees shall be in accord with the Standing Rules of the Board of Directors and Committee reports will be provided to the Board.

Article Nine - Other

Section 1. The fiscal year of the Association will be determined by the Board of Directors.

Section 2. Negotiable instruments as checks, notes, drafts, and orders for payment of money shall be signed and/or endorsed in a manner determined by the Board of Directors.

Section 3. The Board of Directors shall be authorized to spend up to the amount of the annual budget. The spending of any amount over the budget shall be approved by the members at the annual meeting or at a special meeting.

Section 4. The budget for the year will be presented at the general annual meeting for approval.

Article Ten

Section 1. The Board of Directors has the right to establish standing rules setting forth procedures that are consistent with the intent of the Bylaws.

Article Eleven - Arbitration

Section 1. Any dispute between members, officers and/or directors of the Association related to the rights or duties of said members, officers and/or directors shall be resolved by binding arbitration with each party sharing the cost of said arbitrator with the other parties to said dispute. If the parties can not agree on one arbitrator, then each party shall appoint their own arbitrator, and all arbitrators so appointed shall choose an independent arbitrator, and the decision of the majority of the arbitrators shall bind the parties.

Article Twelve - Indemnification

Section 1. Any person made a party to any action, suit or proceeding by reason that he/she is or was a Director or Officer of the Association is indemnified and held harmless by the Association members. This right to indemnification shall not be deemed exclusive of any other rights to which a Director or Officer may be entitled by law. The Board of Directors shall have a power to purchase and maintain at the Association's expense, insurance on behalf of the Association to cover the obligations of the Association and its Directors and members.

Article Thirteen - Amendments

Section 1. These Bylaws may be amended by two-thirds vote of the members in good standing of the Association at any meeting where a quorum is present. Notice of proposed changes must be submitted to all members at least 30 days prior to the meeting.

APPROVED:

M. William Johnson

Bryan Wolfe

Keith Burton