

**BY-LAWS OF
TAMARACK TRAILS COMMUNITY SERVICES ASSOCIATION, INC.**

**ARTICLE I
DEFINITIONS**

Section 1. "Declaration" shall mean the covenants, conditions and restrictions and all other provisions herein set forth in the Declaration of Covenants and Restrictions for Tamarack Trails Community Services Association, Inc., as same from time to time may be amended.

Section 2. "Association" shall mean and refer to Tamarack Trails Community Services Association, Inc., its successors and assigns.

Section 3. "Developer" shall mean and refer to Burkhard Development Corporation, and its assigns, together with any successor to all or substantially all of its business of developing the Properties.

Section 4. "General Plan of Development" shall mean that plan as publicly distributed and as approved by appropriate public agencies, including local planning and zoning authorities and governing bodies which shall represent the total general scheme and general uses of land in the Properties, as such may be amended from time to time subject to at least 90 days' notice to the Association and approval of the public agencies involved.

Section 5. "The Properties" shall mean and refer to all real property which becomes subject to the Declaration, together with such other real property as may from time to time be annexed thereto under the provisions of the Declaration.

Section 6. "Common Area" shall mean and refer to those areas of land shown on any recorded subdivision plat of the properties, or so described as to use in a deed or other conveyance from Developer, and improvements thereto, which are intended to be devoted to the common use and enjoyment of the members.

Section 7. "Living Unit" shall mean and refer to any portion of a structure situated upon the Properties designed and intended for use and occupancy as a residence by a single family.

Section 8. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of Common Area as heretofore defined.

Section 9. "Multifamily Structure" shall mean and refer to a structure with two or more Living Units under one roof, except when such Living Unit is situated upon its own individual Lot as defined herein.

Section 10. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Living Unit, except any Lot which is the subject of a land contract wherein the purchaser is in possession, the term "Owner" shall refer to such person instead of the vendor.

Section 11. "Occupant" shall mean and refer to the occupant of a Living Unit who shall be either the Owner or Lessee who holds a written lease.

Section 12. "Parcel" (Phase) shall mean and refer to all platted subdivisions or declared condominiums of one or more Lots which are subject to the same Supplementary Declaration.

Section 13. "Supplementary Declaration" shall mean any declaration of covenants, conditions and restrictions which may be recorded by the Developer, which extends the provisions of this Declaration to a Parcel Phase and contains such complementary provisions for such Parcel Phase as are required by the Declaration.

Section 14. "Book of Resolutions" (Resolutions of the Board) shall mean and refer to the documents containing rules and regulations and policies adopted by the Board of Directors as may be from time to time recorded and amended.

ARTICLE II Members

Section 1. Members and Voting Rights. The eligibility for membership, classes of membership and voting rights are set forth in Article III of the Declaration which is incorporated herein by reference.

Section 2. Annual Meetings. The regular annual meeting of members shall be held during the months of May, June or July.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, or upon written request of one-tenth of the members.

Section 4. Proxies. Each member may vote in person or by proxy except that proxies shall not be permitted for Class B members. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable.

Section 5. Place of Meeting. The Board of Directors may designate any place within Dane County, Wisconsin as the place of meeting for any annual meeting or for any special meeting of the membership called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Wisconsin; 102-110 South Westfield Road, Madison, Wisconsin.

Section 6. Notice and Quorum. Notice of meetings and the required quorum shall be as provided in Article VIII of these By-Laws.

Section 7. Informal Action by Members. Any Action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 8. Voting By Mail. Where Directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE III Board of Directors

Section 1. Term. The affairs of the Association shall be managed by a Board of seven or more directors elected for two-year terms. Elected directors shall take office as soon as elected. A director may serve up to two consecutive terms.

Section 2. Composition. Six weeks prior to an annual meeting, the Board of Directors shall determine the number of directors to be elected at the annual meeting.

Section 3. Method of Nomination. Candidates for election shall file a petition of candidacy, signed by not less than 10 members, with the Nominating Committee at least three weeks before the annual meeting. Candidates nominated by the Nominating Committee or nominated from the floor at the annual meeting, need not file a petition of candidacy. The Nominating Committee shall provide all

members with a ballot containing the names of all bona fide candidates not less than 10 days before the annual meeting.

Section 4. Method of Election. Election shall be by secret written ballot at the annual meeting or delivered to the chairman of the Elections Committee prior to the start of the annual meeting. The members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and the Declaration. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

Section 5. Resignation and Removal. The unexcused absence of an elected director from three consecutive regular meetings of the Board shall be deemed a resignation. Any director may be removed from the Board, with or without cause, by the written secret and affirmative vote of two-thirds of the voting members of the board or majority vote of the members of the Association.

Section 6. Vacancies. In the death, resignation or removal of an elected director, the successor shall be elected by the remaining elected directors and shall serve until the next election.

Section 7. Compensation. No director shall receive compensation for any service rendered to the Association. Directors may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE IV Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 3. Manner of Acting. 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 By-Laws.

Section 4. Informal Action By Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 5. Executive Sessions. All meetings of the Board shall be open to observers, except the president may call the Board into executive session on matters of personnel or for hearings on infractions of published rules and regulations. Any action taken by the Board in executive session shall be recorded in the minutes of the Association.

ARTICLE V Powers and Duties of The Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

- (a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association by law, the Declaration or any supplementary declaration and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration.
- (b) Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause the Common Areas to be maintained in good, clean, attractive and sanitary conditions, order and repair.
- (b) Adopt and publish rules and regulations including, if any, governing the use of the Common Area and Facilities, and the personal conduct of the members and their guest thereon, and to include these in the published Resolutions of the Board.
- (c) Suspend the right to use the recreational facilities of a Member during any period in which such Member shall be in default for more than 30 days after notice in the payment of any assessment levied by the Association. Such rights may also be suspended for members, after notice and hearing, for other infractions of the Declaration or the published Resolutions of the Board. Such suspension may be for a period not to exceed 60 days after remedy of infraction.
- (d) Cause to be kept a complete record of all its corporate affairs including the Resolutions of the Board, and make such records available for inspection by any member or his agent and present an annual statement thereof.
- (e) Supervise all officers, agents and employees of the Association and see that their duties are properly performed.
- (f) Issue upon demand by any member a certificate setting forth whether or not any assessment has been paid and giving evidence thereof for which a reasonable charge may be made.
- (g) Designate depositories for Association funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate.
- (h) Hold a public hearing on the proposed annual budget and approve the annual budget by a two-thirds vote of the directors.
- (i) By a two-thirds vote of the directors, fix annual general and parcel assessments at an amount sufficient to meet the obligations imposed by the Declaration and all supplementary Declarations.
- (j) Annually set the date(s) assessments are due, decide what, if any, interest rate is to be applied to assessments which remain unpaid 30 days after they become due.
- (k) Send written notice of each assessment to every member subject thereto at least 30 days in advance of the due date of the annual assessment or first installment thereof.
- (l) Cause the lien against any property for which assessments are not paid within 60 days after due date to be foreclosed or cause an action at law to be brought against the owner personally obligated to pay the same.
- (m) Procure and maintain adequate insurance to protect the Association, its employees and its personal and real properties.
- (n) Enter into mortgage agreements and obtain capital debt financing subject to the provisions of the Declaration.
- (o) Appoint such committees as prescribed in Article VII.
- (p) Exercise their powers and duties in good faith, with a view to the interests of the Association and to this end, adopt appropriate guidelines for action.

ARTICLE VI
Officers

Section 1. Enumerations of Officers. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, treasurer, and such other officers that the Board of Directors may from time to time by resolution, create. Any two or more offices may be held by the same person except the offices of president and secretary.

Section 2. Election of Officers. The election of offices shall take place at the first meeting of the Board of Directors following each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon after as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause, by the Board. Refer to Article III, Section 5. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office shall be filled by election by the Board. The officer elected to such vacancy shall serve until the next regular election of officers.

Section 6. Duties. The duties of the officers are as follows:

- (a) President. The president shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes and contracts as the Board may approve from time to time.
- (b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of him by the Board.
- (c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; maintain the Resolutions of the Board; serve notices to members as provided in Article VIII; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.
- (d) Treasurer. The treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed therefrom as directed by resolution of the Board of Directors, shall co-sign any promissory notes and contracts; keep proper books of account; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall be the chief officer responsible for the preparation of an annual budget and a statement of income and expenditures to be presented to the Board and to the membership at its regular annual meeting. The treasurer shall be an ex-officio member of the Finance Committee with voting privileges.

ARTICLE VII

Committees

Section 1. Elections Committee. The Board shall appoint an Elections Committee no later than two months prior to the annual meeting date. The Committee shall consist of a chairman who may not

be a director, and at least four members none of whom shall be candidates for office. It shall be the duty of the Committee to provide supervision of the nomination and election of directors on accordance with procedures adopted by the Board and placed in the Resolutions of the Board.

Section 2. Standing Committees

- (a) The Standing Committees of the Association are as follows: Architectural Review Board (see Article XI, By-Laws), Clubhouse, Finance, Garden, Maintenance Safety & Security, and Resident Activities Committee.
- (b) Each Committee will elect a Chairperson at their first meeting of the calendar year. The selection of the Chair-elect shall be affirmed by the Association President. No person shall serve more than three consecutive terms as the Chairperson for any of the Standing Committees.
- (c) Committee members shall be appointed by the Association President annually in consultation with the Chairperson of each committee.
- (d) Appointment to committees will be made which reflect Phase Representation.
- (e) Terms of Reference designating purpose, authority, charges, membership, quorum, meetings, and records will be developed for each committee, approved by the Board of Directors, and filed in the Appendix of the Resolutions of the Board.
- (f) The Board of Directors may create, delete, or revise the Terms of Reference of Committees by a majority vote at any scheduled meeting of the Board.
- (g) Each Committee Chairman shall have the duty to notify committee members of time and place of meetings; develop and distribute agenda; submit a report of each meeting in writing to the Board of Directors; ensure that official meeting minutes are kept and filed in the office of the Association Manager; and submit a written Annual Report to the Board of Directors and Association Members.

Section 3. Special committees may be appointed by the Board of Directors from time to time to carry out a specified charge at the completion of which, the committee will cease to exist.

ARTICLE VIII Quorum and Notice

Section 1. Quorum for meetings where action by members of the Association is required by the Declaration shall be the presence of members in person or by proxy and Class B Members in person who are entitled to cast 60% of the votes of the membership. If the required quorum is not forthcoming at the meeting, the meeting may be adjourned to another time no sooner than one week nor later than one month from that date. Should a quorum not be present at any meeting, the quorum requirement shall be reduced by half for the subsequent adjourned meeting. The quorum for all other meetings of members shall be the presence at meetings of members person or by proxy who are entitled to cast one-tenth of the votes of the members then outstanding.

Section 2. Notice. Notice required by the Declaration, the Articles of Incorporation or these By-laws shall be provided in writing by mailing a copy of such notice, first class postage prepaid, to the member at the address last appearing on the books of the Association, or supplied by such member for the purpose of notice. Notice for meetings where action by Members is required shall be provided to Members at least 30 days and no more than 60 days prior to such meeting. Notice of all other meetings of members shall be provided to members at least 15 days before such meeting. Notice of meetings shall specify the purpose of the meeting.

ARTICLE IX

Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every calendar year.

ARTICLE X

Indemnification Of Directors

Each director of the Association in consideration of his services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding, either civil or criminal, to which s/he may be made a party by reason of being or having been a director or officer of the Association except in relation to matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The foregoing right of indemnification shall not be exclusive of any other rights to which the director or officer or person may be entitled by law or agreement or vote of the members or otherwise.

ARTICLE XI

Architectural Review Board

Section 1. Composition. The Architectural Review Board shall be comprised of a chairman, who shall not be a director, and two or more members. A quorum for Board action shall be three members.

Section 2. Duties. It shall be the duty of the Board to regulate the external design, appearance, location and maintenance of the Property and of improvements thereon and to regulate such uses of property, as described in the Declaration.

Section 3. Procedures. The Committee shall formulate general guidelines and procedures and submit them for confirmation to the Board of Directors. Such guidelines and procedures shall be considered adopted policy of the Board unless rejected by a two-thirds vote of the Board within 30 days of the date of submittal. The adopted guidelines and procedures shall be incorporated in the Resolutions of the Board and the Committee shall act in accordance with such guidelines and procedures.

ARTICLE XII

Amendment

Section 1. These By-Laws may be amended:

- (a) By a vote of two-thirds of the directors at any meeting of the directors duly called for that purpose, providing notice of the meeting and the proposed amendments has been given to the members at least 30 days prior to the meeting, or,
- (b) At the annual meeting of the members, by a vote of a majority of the votes of the members who are voting in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.