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

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ARTICLE I
Definitions

Section 1. "Association" shall mean Tamarack Trails Community Services Association, Inc., its successors and assigns.

Section 2. "Book of Resolutions" shall mean the compilation of documented policies adopted by the Board of Directors, as same from time to time may be amended.

Section 3. "Common Area" shall mean all of the Property and improvements that are intended to be devoted to the common use and enjoyment of the Members and which are not Living Units and Lots. (See Declaration Article III.)

Section 4. "Declaration" shall mean all provisions set forth in the Restated Declaration for Tamarack Trails Community Services Association, Inc., as same from time to time may be amended. As of the effective date of this revision, the Restated Declaration is recorded with the Dane County Register of Deeds as Document No. 3805729 and dated September 9, 2003.

Section 5. "Living Unit" shall mean any portion of a structure situated upon the Property designed and intended for use and occupancy as a residence by a single family.

Section 6. "Lot" shall mean any plot of land containing a Living Unit shown upon any recorded subdivision map of the Property or any Phase thereof. All Living Units shall be situated on a Lot.

Section 7. "Member" shall mean Owner as defined in Section 9 below.

Section 8. "Occupant" shall mean any person residing in a Living Unit.

Section 9. "Owner" shall mean the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Living Unit. When a Lot is the subject of a recorded land contract, the Owner shall be the purchaser.

Section 10. "Phase" shall mean each platted subdivision of one or more Lots.

Section 11. "Policy" shall mean a determination of principle or rule adopted by the Board of Directors to guide decisions and achieve desired outcomes.

Section 12. "Property" shall mean all real property, inclusive of Lots and Common Area, which becomes subject to the Declaration, together with such other real property as may from time to time be annexed or added thereto under the provisions of the Declaration.

ARTICLE II
Nominations and Elections

Section 1. Composition. At least ten weeks prior to each annual meeting, the Board of Directors shall determine the number of Directors to be elected at the annual meeting.

Section 2. Nominations and Elections Committee. At least **twelve** weeks prior to the annual meeting, the Board of Directors shall annually appoint a Nominations and Elections Committee. The Committee shall consist of a Chair and at least two other Members, none of whom may be nominated, and if possible, at least one of whom is a departing or former Board of Directors member. It shall be the duty of the Committee to supervise the nomination and election of Directors in accordance with the provisions of these By-Laws and procedures and resolutions adopted by the Board of Directors. The Committee shall nominate at least one candidate who is eligible and willing to be elected to the Board of Director for each open Directorship.

Section 3. Method of Nomination. A prospective candidate must be a Member who is current regarding Association assessments. A prospective candidate may either be self-nominated or nominated by the Nominations and Elections Committee. Any Member who wishes to self-nominate shall, no later than six weeks before the annual meeting, file a petition of candidacy endorsed by at least five other Members with the Nominations and Elections Committee. Any Member filing such a petition on a timely basis shall be included on the election ballot. At least three weeks prior to an annual meeting, the Nominations and Elections Committee shall provide to the Board of Directors, and to each Living Unit, the name of all nominated candidates and such relevant background information as the nominated candidate submits. Nominations will not be taken from the floor at the annual meeting.

Section 4. Method of Election. No less than one week before an annual meeting, ballots containing the names of all candidates shall be available at the Tamarack Trails office and on the Tamarack Trails website. Election shall be by secret ballot. Ballots received at the Tamarack Trails office by no later than two business days prior to the annual meeting shall be counted. Members may cast, in respect to each vacancy, as many votes as they are entitled to under the Articles of Incorporation and Article II, Section 2 of the Declaration (one vote per Living Unit). Those candidates receiving the largest numbers of votes shall be elected. In case of a tie, a recount of the ballots by the Nominations and Election Committee will occur within one week of the election. If a tie remains, the Chair of the Nominations and Elections Committee will conduct a coin toss in the presence of the tied candidates and two active Board members.

Section 5. Voting By Mail. Where Directors are to be elected, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 6. Retention of Election Records. Ballots cast as well as related election records will be retained for 30 days after the election after which time the Association Manager will destroy the ballots and election records.

ARTICLE III
Quorum and Notice

Section 1. Quorum. Quorums for meetings where action by Members is required by the Declaration (see Article IV, Sections 6 and 7) shall be the presence of Members in person, by proxy, or by mail who are entitled to cast 30% of the votes of the membership.

Section 2. Notice. Notice required by the Declaration, the Articles of Incorporation or these By-laws shall be provided in writing by mailing, delivering or emailing a copy of such notice 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. For annual meetings, such notice shall be provided twice within the 30 to 60 day period and at least once by first class mail.

ARTICLE IV
Voting

Section 1. Voting Rights. Voting rights are set forth in Article II, Section 2 of the Declaration which is incorporated herein by reference.

Section 2. Annual Meetings. The regular annual meeting of Members shall be held during the month of October. The date of said meeting shall be determined by the Board of Directors no later than July 1 of each year.

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 Members representing one-tenth of the Living Units.

Section 4. Proxies. Members may vote in person or by proxy. A proxy must be filed with the Secretary and shall only be valid for the meeting to which it is applicable or any adjournment or continuation of such meeting.

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. The Board may establish such meetings be held by electronic means, either fully or in hybrid manner.

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

ARTICLE V
Board of Directors

Section 1. Qualifications. A Director must be a Member.

Section 2. Term. The affairs of the Association shall be managed by a Board of seven Directors, elected for two-year terms. Elected Directors shall take office immediately following the November Board meeting. A Director may serve up to two consecutive full terms. The terms of Directors in office on the effective date of this revision shall be for the term for which they were elected.

Section 3. Resignation and Removal. Any Director may be removed from the Board of Directors, with or without cause, with one month's notice to that Director, by the written, secret and affirmative vote of the majority of the voting members of the Board of Directors or majority vote of the Association.

Section 4. Vacancies. In cases of the death, resignation or removal of an elected director, the successor shall be elected by the remaining Directors and shall serve until the next election.

Section 5. 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 VI
Powers and Responsibilities 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, independent contractor, legal counsel, or such employees as is deemed necessary; to prescribe their duties; and to delegate such powers, duties and authority as is deemed necessary, with the exception of duties enumerated in Article VII, Section 6.

Section 2. Responsibilities. It shall be the responsibility of the Board of Directors to:

(a) Maintain the Common Areas in good, clean, attractive and sanitary condition and in good order and repair.

(b) Adopt and publish rules and regulations governing the use of the Common Area and facilities, the personal conduct of Members and their guests thereon, and include these in the published Book of Resolutions.

(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 of the payment of any assessment levied by the Association. Such rights may also be suspended for Members, after notice and hearing by the Board of Directors, for other infractions of the Declaration or the published Book of Resolutions. 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 Association affairs including the Book of Resolutions, and make such records available for inspection by any Member or his agent.

(e) Oversee the supervision of all employees and agents 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. 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 Phase 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 and 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 Living Unit 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 90 days after due date to be foreclosed, or bring a cause of action at law 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) 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 VII
Officers

Section 1. Enumerations of Officers. The officers of this Association shall be a President, Vice President, Secretary, and Treasurer, who shall at all times be members of the Board of Directors, 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 officers shall take place as soon as practical after the annual meeting of the Members and prior to the November Board meeting. The current Board officers will remain in their offices until completion of the November Board meeting after which time the newly elected officers will assume their responsibilities. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Term. Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one year unless s/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 of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 resolutions of the Board of Directors 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 of Directors may approve from time to time.

(b) **Vice-President/President Elect.** The Vice-President/President Elect shall act in the place and stead of the President in the event of his/her absence, inability or failure to act, and shall exercise and discharge such duties as may be required by the Board of Directors. Upon

completion of the President's term in office, unless the President is re-elected, the Vice President/President-Elect will assume the Presidency, if so voted by the Board.

(c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of Members; maintain the Book of Resolutions; maintain an index of formal Board of Directors decisions; serve notices to Members as provided in Article III; and shall perform such other duties as required by the Board of Directors.

(d) **Treasurer.** The Treasurer shall be responsible for oversight of the preparation of an annual budget and a statement of income and expenditures to be presented to the Board of Directors and to the membership at its regular annual meeting; shall cause an audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; shall co-sign any promissory notes; and shall provide monthly oversight of accounting transactions. The Treasurer shall be an ex-officio member of the Finance Committee with voting privileges.

ARTICLE VIII
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 of Directors.

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 of Directors.

Section 3. Formal Actions. 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 Actions. Any action required by law to be taken at a meeting of the 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, is provided by all Directors. Any action so taken shall be recorded in the minutes of the following regular meeting of the Board of Directors.

Section 5. Executive Sessions. All meetings of the Board of Directors shall be open to observers, except the President may call the Board of Directors into executive session on matters of personnel, including volunteers, alleged infractions of published rules and regulations, and matters regarding contract negotiations and/or litigation. Any action taken by the Board of Directors in executive session shall be recorded in the minutes of the Association.

ARTICLE IX
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/her 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 gross 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 X
Committees

Section 1. Standing Committees

(a) The Committees of the Association are as follows: Amenities, Architectural Review Board, Finance, Garden, Human Resources, Information Technology, Maintenance Safety & Security, Resident Activities, and Welcoming.

(b) Each Committee shall consist of at least three and no more than seven members who shall be appointed by the Board of Directors, with the exception of the Resident Activities Committee which shall have no upper limit. The membership of the Human Resources Committee shall include at least two members of the Board of Directors. Individuals shall not hold memberships on more than one standing committee, except for the Resident Activities Committee, at a time. Committee members may serve on as ad-hoc committee or workgroup.

(c) Each Committee shall elect a Chairperson, Vice Chairperson, and other officers as deemed appropriate at their first meeting following the effective date of this revision and thereafter at the first meeting of each calendar year.

(d) Committee members will serve up to three two-year terms. At the completion of the third two-year term, a member must wait two years before reapplying for appointment.

(e) Committees will regularly provide their meeting minutes to the Board of Directors. Committees that have motions requiring Board of Directors approval shall send a representative to the Board of Directors meeting to present and discuss the motion. Meeting minutes and motions to be discussed with the Board of Directors shall be delivered to the Association office by the Wednesday prior to the monthly Board of Directors meeting.

(f) Terms of Reference designating purpose, authority, charges, membership, quorum, decision making procedures, meetings, and records will be developed for each committee, approved by the Board of Directors and included in the Book of Resolutions. 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 of Directors.

(g) Each Committee Chairman shall have the duty to notify committee members of time and place of meetings; develop and distribute agendas; submit minutes 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.

(h) Any member may be removed from a Committee, with or without cause, by the written secret and affirmative vote of a majority of the Board of Directors.

Section 2. Architectural Review Board. Article V of the Declarations is incorporated by reference herein. In the case of any conflict between Article V and these By-Laws, the terms of Article V shall prevail. The ARB may delegate specified elements of its authority to the Maintenance Committee with the approval of the Board of Directors.

Section 3. Special Committees. In addition to the Nominations and Elections Committee, 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 XI
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 XII
Amendment

Section 1. These By-Laws may be amended and made effective:

(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 have been given to the Members at least 30 days prior to the meeting, or,

(b) At the annual meeting, by a vote of a majority of eligible voters.

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.