

**PARKWOOD HILLS COMMUNITY ASSOCIATION
BY-LAWS**

Updated - May 3, 2023

Article 1

Name and Location

Section 1. Name

The name of this corporation shall be Parkwood Hills Community Association and is herein referred to as the Association.

Section 2. Principal Office

The principal office shall be in Parkwood Hills, City of Madison, County of Dane, State of Wisconsin.

Section 3. Other Offices

Business of the Association may be transacted at the home of the President or any director of the Association or from such other office in the City of Madison as the Board of Directors may determine from time to time.

Article II

Capital Stock

Section 1. Non-Stock

This Association shall be non-stock, and no dividends or pecuniary profits shall be declared to the members thereof.

Article III

Membership

Section 1. Persons Eligible to Become Members

The following persons shall be eligible for membership in the Association upon complying with the provisions of Section 2 or 3 of this Article:

Owners of real estate in the area bounded north of the center line of the west end of Offshore Drive east to Yellowstone Drive, north on Yellowstone Drive to Shenandoah Way, east on Shenandoah Way to Jetty Drive, north on Jetty Drive and through Natchez Trace to Owen Woods (a City Park), then along the west border of Owen woods to the center of Old Sauk Road. South of the center line of Old Sauk Road, west to the center line of Old Sauk Court, and south and west from the end of Old Sauk Court to a line connecting to the center of Gammon Road. South from the center of Gammon Road to the NW corner of the School Property and a boundary line drawn to the west end of Offshore Drive.

Section 2. Conditions of Becoming a Member

Those Persons living in the same dwelling within the boundaries as described in Section 1 of this Article and who are owners of the dwelling and those persons who own but do not reside in a dwelling lying within the described boundaries may become a member (one membership per dwelling) by:

- A. Paying the membership fee specified in Section 3 is voluntary hereof, and
- B. Agreeing to comply with the Articles of Incorporation and the by-laws of the Association and the rules and regulations as from time to time may be promulgated by the Board of Directors.

Section 3. Membership Fee

The annual membership fee shall be \$20. The Board will determine the fee. Any changes shall be announced in an e-news blast at least two weeks before the annual meeting. Annual fees can only be changed at annual meetings. Payment of the fee is voluntary, albeit encouraged, and does not affect the member's association privileges. The annual fee is collected after the Annual meeting.

Section 4. Forfeiture of Membership

Members who fail to comply with the requirements of the Articles of Incorporation, the By-Laws of the Association, or the rules and regulations of the board shall, upon two-thirds (2/3) majority vote of the Board, forfeit their membership in the Association.

Section 5. Termination of Membership

Membership in the Association shall be deemed to be terminated upon the happening of any of the following events:

- A. By action of the Board as described in Section 4 of this Article.
- B. By ceasing to own real estate in the area upon which membership eligibility is based.
- C. By voluntary resignation from membership.

Section 6. Property Rights

The property rights and interests of all members shall be equal.

Section 7. Voting Rights

As described in Section 1, each resident membership shall have one vote on all questions coming before the Association during the annual board meeting. Non-resident members and social members do not have voting rights.

Section 8. Certification of Membership

The Block Captain coordinator's roll of paid-up members shall serve as the list of members.

Section 9. Social Membership

Residents in the area on which membership eligibility is based but non-owners of property in this area may become social members by following the provisions described in Section 2 of this Article. They will receive all the rights and privileges of a member except voting rights and a position on the Board. Members in good standing who move out of the area may continue in the Association as social members.

ARTICLE IV

Meetings of Members

Section 1. Place of Meetings

All membership meetings shall be held in Parkwood Hills, Madison, Wisconsin, or at such place in the City of Madison as the Board of Directors may determine.

Section 2. Number and Time of Meetings

The annual meeting of the members shall be held in the evening during the first week in March of each year. If this day falls upon a legal holiday, the meeting will be held on the next succeeding business day. Suppose the directors or officers cannot secure suitable accommodations for meeting at the designated time. In that case, the president, with the approval of the Board of Directors, shall be empowered to designate a different time, which will be in March and designated in the Notice of Meeting.

Section 3. Notice of Meeting

It shall be the duty of the president to give five (5) days' written notice of each meeting to each member. At the annual meeting, the members may elect board members to serve. Any business may be transacted at such meetings without requiring special notice.

Section 4. Special Meetings

Special meetings of the members may be held upon call by the president or upon direction in writing by at least ten members, or upon direction in writing by a majority of the board currently in office. The president shall give five days' notice of such meeting, and such notice shall specify the purpose or purposes of the meeting, and no other business shall be transacted.

Section 5. No Voting by Proxy

Each member must be present to vote; no voting by proxy is allowed.

Section 6. Quorum

The presence of ten voting members shall constitute a quorum, except as otherwise provided by law. Still, less than a quorum, meeting at any time pursuant to notice, shall have the power to adjourn from time to time until a quorum shall be present.

Section 7. Officers of Meeting

The president, or if absent, the vice president, shall preside at the meetings of the Association, and the secretary shall act accordingly. If such officers are not present, their functions may be performed by any of the members present as chosen by those in attendance.

Section 8. Removal of Directors of Officers

The members of the Association shall have power, by a majority vote of those present at any meeting, to remove any director or officer from office.

Section 9. Order of Business

The order of business at the annual meeting of the Association and at other meetings shall be determined by the president.

ARTICLE V

Directors

Section 1. Number, Qualification, and Tenure

The business and property of the Association shall be managed by a board of at least ten (10) directors who shall be elected by the membership at the Association's annual meeting. A director shall serve for a two-year term as long as eligibility to do so is maintained or until a successor is elected. No person who is not a member in good standing of the Association shall be eligible to become or remain a director.

Section 2. Nomination & Election of the Board

At the prior meeting to the Association's annual meeting, the Board of Directors shall meet and prepare a slate of candidates for the Board of the Association. These candidates will be chosen so that the vacancies filled will represent the membership fairly.

A list of nominated candidates shall be furnished to the membership with a notice of the annual meeting. Further nominations may be made by the members at the annual meeting.

The election cycle of the board shall be as follows:

In EVEN years, there will be nominations and elections for the following board positions:

President
Secretary
Treasurer
Two (2) At-Large Board positions
E-News Editor / Webmaster

In ODD years, there will be nominations and elections for the following board positions:

Vice President
Two (2) At-Large Board positions
Block Captain Coordinator
Directory Coordinator
Pool Liaison

Those nominees receiving the highest number of ballots cast at the meeting shall be declared elected. In the case of a tie vote, the members shall either re-ballot, the tie may be determined by lot, or all tying nominees shall serve as directors.

Section 3. Regular Meetings

Regular meetings of the Board shall take place the first Sunday in the following months: September, November, January, March, and May unless otherwise agreed to by a 2/3 vote of the board. The meetings for the next year shall be posted on the website after the May meeting.

Section 4. Special Meetings

The president may call a special meeting of the Board for a stated purpose or, if absent, by the vice president or any board directors. By unanimous consent of the directors, a special meeting of the Board may be held without formal notice. Otherwise, the president shall give notice of special meetings or, at the president's direction, by the secretary at least two (2) days before such special meeting.

Section 5. Quorum

A quorum for the transaction of business at any regular or special meetings of the directors shall consist of four board members. Still, a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future time.

Section 6. Election and Removal of Officers

The Board shall elect the officers of the Association; such election should be held at the annual meeting. A board member may be removed at any time by a two-thirds vote by the full Board.

Section 7. Vacancies

The remaining Board may fill vacancies of the Board at any regular or special Board meeting; the selected person will serve until the expiration of the term of office of the board member's position it was necessary to fill.

Section 8. Reports to Members

At each regular meeting of the members, the Board shall compile a report on the general financial condition of the Association and the condition of its tangible property.

Section 9. Rules and Regulations

The Board shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation of the Association, or these by-laws as it may deem advisable for the management, administration, and regulation of the Association's business, property, and affairs.

ARTICLE VI

Officers

Section 1. Number and Designation

The officers of the Association shall be a:

President

Vice-president

Secretary

Treasurer

Four (4) At-Large board members

Block captain coordinator

Webmaster / E-news editor

Directory editor

Pool liaison

Each officer shall be elected for the term of two years and shall hold office if eligibility to do so is maintained or until a successor is elected. An officer must be a member of the Board.

Section 2. Duties of the President and Vice-President

The president shall preside at all directors' and members' meetings and shall have general supervision over the affairs of the Association and the other officers. With the approval of the Board, the president may appoint such committees as may be determined necessary to accomplish and carry out the organization's purposes. The president shall perform all the duties as necessary to this office. In the case of the absence or disability of the president, these duties shall be performed by the vice president.

Section 3. Duties of Secretary

The secretary shall attend and keep minutes of meetings, shall have charge of all documents and records, and shall perform all other duties necessary to this office.

Section 4. Duties of Treasurer

The treasurer shall have custody of all money and securities of the Association and shall give bond, in such sum and with such sureties as the Board may require, keep regular books of accounts, and present a report at every board meeting. The treasurer shall sign all checks of the Association and shall perform all other such duties as are necessary to this office.

Section 5. Duties of At-Large Board Members

The At-Large Board members shall attend regular board meetings and participate as voting members.

Section 6. Duties of Block Captain Coordinator

The Block Captain Coordinator shall attend regular board meetings and participate as a voting member. The Block Captain Coordinator recruits and encourages 37 block captains, coordinates block captain dues collection and directory distribution, works with the Welcome Basket coordinator to identify new neighbors, and organizes an appreciation event for the block captains.

Section 7. Duties of Webmaster / E-news Editor

The Webmaster/E-news Editor shall attend regular board meetings and participate as a voting member. The Webmaster/E-news Editor organizes and runs the organization's web presence and distributes and creates e-news blasts to communicate with neighborhood residents.

Section 8. Duties of Directory Coordinator

The Directory Coordinator shall attend regular board meetings and participate as a voting member. The Directory Coordinator organizes and maintains the neighborhood directory and may maintain an online directory or publish a hard copy of the directory.

Section 8. Duties of the Pool Liaison

The Pool Liaison shall attend regular board meetings and participate as a voting member. The Pool Liaison will report on the Parkcrest Pool and organize the yearly early summer pool party.

ARTICLE VI

Finance

Section 1. Depository

The funds of the Association shall be deposited in such bank or trust company as the Board of Directors shall designate and shall be withdrawn only upon the check of the Association as signed by the treasurer and/or president.

ARTICLE VIII

Amendments

Section 1.

Amendments to these by-laws may be made by a two-thirds (2/3) majority vote of those members present and voting at the annual meeting at which a quorum is present. Amendments may also be made at any special members' meeting by a two-thirds (2/3) majority vote of those members present and voting provided a proposed amendment has been outlined in the notice of such special meeting.

CERTIFIED AS A TRUE AND ACCURATE COPY OF THE BY-LAWS as of May 3, 2023