

**BYLAWS OF
BAY SHORE PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I. NAME

This organization is a Wisconsin nonstock corporation organized pursuant to Chapter 181 of the Wisconsin Statutes under the name of Bay Shore Property Owners Association, Inc. , abbreviated: BSPOA, Inc. (hereinafter referred to as the “Corporation”).

Any person owning or renting (long-term) real estate property in the Bay Shore Drive area can become a voting member of the association upon payment of their annual dues.

The Board will establish the amount of the annual dues.

Members shall own or rent property within these boundaries. The southern boundary is the northern city limits of the city of Sturgeon Bay. The northern boundary is the southern village limits of the Village of Egg Harbor. The western boundary is the shore of Green Bay; the eastern boundary is the line parallel to and one mile inland from the Green Bay shore. Exceptions can be made by vote of the Board.

ARTICLE II. PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the “Internal Revenue Code”)’ to engage in activities relating to the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The overall purpose of this Association is to work to maintain the safe, natural and aesthetic character of the Bay Shore Drive area.

Mission Statement

The mission of the Bay Shore Property Owners Association, Inc (BSPOA, is to provide a forum for discussion and action on issues that impact the residential character of the neighborhoods and those that affect the character of Door County and/or the property rights of Bay Shore property owners.

1. To monitor proposals for development of recreational and commercial properties that relates to and affects the residential character of the neighborhood.
2. To keep members informed of development proposals and issues, which impact the residential character of the neighborhood.
3. To educate and motivate members and non-members to preserve and enhance the natural, visual and historic resources of the area.

4. To encourage management of growth through effective town, city and county land use planning and zoning.
5. To form alliances with other existing property owners associations.
6. To keep members informed on Government regulations, taxes and other actions that affect them as property owners.
7. To address other issues that affect Bay Shore Drive indirectly but directly affect the quality of life in Door County.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01: Powers and Duties of Directors. The Board of Directors shall have full power and authority over the affairs of the Corporation and shall be responsible for the establishment of all policies governing the administration of the Corporation. The Board of Directors shall also have general charge and control of the management of the Corporation's funds and property not inconsistent with these Bylaws.

Section 3.02: General Powers as to Negotiable Paper and Contracts. The Treasurer shall be authorized to pay routine bills within the limits of the budget authorized by the Board of Directors. Two signatures will be the minimum required for signature of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money in excess of five hundred dollars (\$500).

The Treasurer shall be authorized to make expenditures in excess of \$500 on behalf of the Corporation only with the co-signature by any one of the signatories authorized by the Board of Directors; in the absence of the Treasurer at least one of the signatures must be by a member of the Executive Committee. The President and Treasurer or, in their absence, any two of the other officers or members of the Executive Committee, shall sign all such written contracts and obligations. All written contracts and obligations of the Corporation must have prior approval of the Board of Directors.

Section 3.03: Number and Term of Office. The Board of Directors shall consist of not less than eight (8) members. The Directors shall be elected for a term of three (3) years. Past members of the Board of Directors (or of a prior Steering Committee) may, upon approval of A majority of the Board of Directors, become an Emeritus member of the Board of Directors and be eligible to vote. An emeritus membership assumes that the individual will attend Committee meetings and will contribute time to the pursuit of corporation goals.

Section 3.04: Vacancies. Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal, increase in the number of directors or otherwise, a majority of the directors then in office, though less than a quorum, may fill such vacancy at any meeting, and the person so elected shall be a director until the later of the end of the term for the Director position which has been filled or when their successor has been elected and qualified. The resignation of a director shall be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

ARTICLES IV. OFFICERS

Section 4.01: Executive Officers. The executive officers shall consist of President, Vice President, Secretary and Treasurer of the Corporation. The executive officers shall be members of the Board of Directors and shall be appointed by the Board of Directors. Each office shall be for a term of two (2) years and may be re-elected by the Board of Directors for any number of terms that would correspond with their term as a Director on the Board.

Section 4.02: Duties of the Executive Officers.

- A. **President.** The President shall be the chief executive officer of the Corporation. The President may appoint committee chairs as needed.
- B. **Vice President.** The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence, disability or by direct request of the President.
- C. **Secretary.** The Secretary shall record the minutes of all meetings of the Board of Directors, keep all the Corporation records, notify all Directors of regular, special and Annual meetings and perform all other duties customarily pertaining to the office including maintaining a list of the names and addresses of all Directors.
- D. **Treasurer.** The Treasurer shall receive and deposit in the name of the Corporation, in a bank or trust company selected by the Board of Directors, all Corporation monies, issue receipts, make all authorized disbursements, and at each Board meeting render a monthly itemized statement of the financial condition and of the receipts and disbursements of the Corporation. The Treasurer shall also submit a budget for the coming year to the Board of Directors at the Board meeting prior to the Annual Members Meeting. Approval of the budget shall constitute authorization by the Board of Directors for the expenditures as listed in that budget.

ARTICLE V. COMMITTEES

Section 5.01: Standing Committees and Responsibilities. Standing Committees are those constituted to perform a permanent and continuing function and may be established by the Board of Directors as needed. Such committees shall, except where membership is required by their office, be appointed by the Board of Directors. All committees shall report to the Board of Directors.

- A. **Executive Committee.** The Executive Committee shall consist of not less than three (3) nor more than five (5) members. The President, Vice President, Secretary and Treasurer of the Corporation shall be members of the Executive Committee. An additional Executive Committee member may be appointed by the Board of Directors at their discretion. The responsibilities of the Executive Committee are to set agendas and policy for Board of Directors approval and actions. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation. All actions of the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

Section 5.02: Special Committees. The President, with the approval of the Board of Directors, shall appoint such other committees, in addition to the Executive Committee, as may be needed to carry on the work of the Corporation and the President shall name the chairperson of each.

Section 5.03: Committee Members. All committees and each member thereof, shall serve at the request of the Board of Directors. The Board of Directors shall have the power at any time to increase or decrease the number of members of any such committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof.

Section 5.04: Committee Procedure. All Committees, if there is no chairperson thereof, shall elect from their committee, a chairperson.

Section 5.05: Quorum of Committee Meetings. A majority of committee members then on a Standing or Special Committee shall constitute a Quorum for the transaction of business and the action of a majority of members present at the meeting shall constitute the action of the committee.

ARTICLE VI. MEETINGS

Section 6.01: Annual Members Meeting. An annual meeting of the Members of the Corporation shall be held in the fall of each year at the call of the President.

Section 6.02: Notice of Annual Members Meeting and Election of Directors. Notice of the time, place and purpose of the Annual Members Meeting, signed by the President, Vice President or Secretary of the Board of Directors, shall be served by regular mail upon each member, not less than ten (10) days nor more than fifty (50) days before the meeting

Section 6.03: Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held without notice at such time or intervals and at such places as may be determined by the Executive Committee, which authorizes the President or Vice President to fix the specific date and place of such regular meetings, in which case notice of the time and place of such regular meetings shall be given by, mail, e-mail or phone.

Section 6.04: Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be held at any time or place upon the call of either (a) the President or (b) a member of the Executive Committee at the direction of not less than three (3) directors then in office. Oral, telegraphic, e-mail or written notice of the time and place of all special meetings of the Board shall be duly served on or sent, mailed or telegraphed to each director not less than two (2) nor more than ten (10) days before the meeting. Meetings may be held at any time without notice if all the Directors are present or if those not present waive notice of the time, place and purpose of such meetings by telegram, radiogram, cablegram e-mail or other writing, either before or after the holding thereof.

Section 6.05: Quorum of the Board of Directors. A majority of the directors then in office shall constitute a quorum for the transaction of business. Directors connected to the meeting by telephone conference call shall be included in the count for a quorum. The action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as action by a majority of the directors then in office may be specifically required by the other sections of these Bylaws. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall be obtained.

Section 6.06: Action by Unanimous Written Consent. If and when a two-thirds majority of the directors shall severally or collectively consent in writing to any action to be taken either before or after the action is taken, such action shall be valid as though it had been authorized at a meeting of the directors and the written consent shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE VII. ELECTIONS

Section 7.01: Nominating Committee. The Board of Directors shall appoint, at least sixty (60) days before the date of the Annual Members Meeting, a Nominating Committee of three (3) directors. The Nominating Committee shall prepare a ticket of nominees for full-term potential Directors and shall report these names to the Board no later than the earlier of (a) thirty (30) days prior to the Annual Members Meeting or (b) the last meeting of the Board of Directors prior to the Annual Members Meeting.

Section 7.02: Other Nominations. Additional nominations may be made from the floor immediately following the report of the Nominating Committee at the Annual Members Meeting.

Section 7.03: Voting. Election shall be held at the Annual Members Meeting and may be by voice vote or show of hands.

ARTICLE VIII. INDEMNIFICATION

Section 8.01; Third Party Suits. To the extent permitted by Wisconsin law from time to time in effect and subject to the provisions of this ARTICLE VIII, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that the person is or was a director, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 8.02: Suits By Or In Right Of The Corporation. To the extent permitted by Wisconsin law from time to time in effect and subject to the provisions of this ARTICLE VIII, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for:

- A. A willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest.
- B. A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- C. A transaction from which the director or officer derived an improper personal profit.
- D. Willful misconduct.

Section 8.03: Indemnification Against Expenses. To the extent that a person who is a director, officer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.01 and 8.02 of this ARTICLE VIII, or in defense of any claim, issue or matter herein, the Corporation shall indemnify him or her against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 8.04: Determination that Indemnification is Proper. Any indemnification under this ARTICLE VIII shall be made by the Corporation only upon a determination that indemnification of the person is proper in the circumstances because the person has not acted to the detriment of the Corporation; such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who are not parties to the action, suit or proceeding, or (b) if a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, or (c) by independent legal counsel in a written opinion.

Section 8.05: Bylaws Not Exclusive. The indemnification provided by this ARTICLE VIII shall not be deemed exclusive of any other rights to which any person may be entitled under any Bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding his office or performing functions on behalf of the Corporation, except to the extent that such indemnification may be contrary to law.

Section 8.06: Severability. The invalidity or unenforceability of any provision of this ARTICLE VIII shall not affect the validity or enforceability of the remaining provisions contained herein.

ARTICLE IX. AMENDMENTS

Section 9.01: Amendments. These Bylaws can be changed, amended or repealed by a majority vote of the Board of Directors present at any meeting of the Board of Directors of Bay Shore Property Owners Association, Inc. Notice of any proposed changes in the Bylaws must be sent to the members of the Board of Directors at least ten (10) days prior to the date of the meeting.

ARTICLE X. MISCELLANEOUS

Section 10.01: Singular and Plural; Masculine and Feminine. The pronouns and relative words used throughout these articles are, for the most part, in the masculine and singular only. If one can be of the feminine sex or neuter gender, such words shall be read as if written in full, feminine or neuter, singular or plural as the case may be.

Section 10.02: Powers. The Corporation shall have all the powers granted corporations under the laws of the State of Wisconsin. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the sub-section of Section 501(c)(3) of the Internal Revenue Code of 1986, under which the Corporation chooses to qualify for exemption as the same now exists, or as it may be amended from time to time.

The Corporation shall not engage in any of the following activities:

- A. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- C. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 10.03: Dissolution. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- A.** All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
- B.** Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined in the plan to dissolve adopted in the manner set forth above in this Section. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.