

(REVISED 1998)
AMENDED BY-LAWS
WANDAWEGA COUNTRY CLUB

ARTICLE I - MEMBERSHIP

Section 1 - Application and Voting Privileges. Any adult person who is the owner of real estate subject to the jurisdiction of this corporation, either in fee simple or upon contract for the purchase of the same, and having a right to use the property of this corporation, is automatically a member of this corporation and is entitled to one vote regardless of the size of his holdings. Joint owners of property shall be entitled to share one vote.

Any person who is not a property owner, lessee, or guest of same may petition the Board of Directors to join the corporation as a non-voting Associate Member in order to utilize the parks, beaches and other lands that fall under the jurisdiction of the corporation.

Section 1a - Proxy Votes. Proxy votes may be solicited by mail on an as needed basis by the Board of Directors and Officers of the corporation. In addition to solicitation by mail, proxies may be solicited by telephone, by facsimile, or personally by certain officers, board members and the general membership of the corporation.

Section 2 - Jurisdiction. This corporation has and shall have jurisdiction over Lake Wandawega Subdivision and Lake Wandawega Subdivision Golf Park Addition, being located in Section 1 and 2 of Sugar Creek Township, Walworth County, Wisconsin, plus parcel known as the Ronald Vezzetti parcel, parcel 12-4-B, located in the North one-half of Section 12 in the same Township.

The lands formerly known as the Sugar Creek-Lafayette Memorial Park situated in the Town of Sugar Creek in Walworth County, Wisconsin, and also the premises described in the deed to Rasmus Stubbs and Sophia Stubbs, recorded in Volume 168 of Deeds at page 516, Walworth County Records, and the premises described in the deeds to George G. Damm and Ida Damm, recorded in Volume 174 of Deeds at pages 285, 345 and 427 respectively, Walworth County Records, shall, for the purposes of this corporation, be considered as a subdivision, and the owners of said land and premises, or parts thereof, shall be subject to the jurisdiction of this corporation upon the same terms and conditions as are the owners of lands in the subdivisions hereinbefore named. Wherever the word "subdivision" or "subdivisions" is used in these Amended By-Laws, the same shall be construed to include said lands formerly included in said Sugar Creek-Lafayette Memorial Park and said lands described in the above mentioned deeds to Stubbs and Damm.

Section 3 - Duties of Members. It shall be the duty of each and every member of the corporation to promote and carry out the objects of the corporation as provided in Article V of the Restated Articles of Incorporation.

Section 4 - Withdrawals. Any member of the corporation shall automatically cease to be a member when the title to his or her property is conveyed or transferred. However, the transferee shall automatically become a member of the Corporation.

Withdrawn members shall not be holden for any debts or obligations of the corporation thereafter incurred, provided that at the time of withdrawal his or her assessments or other obligations then owing or due by him or her to the corporation shall have been fully paid, settled or discharged.

No lien against members property shall be voided by virtue of withdrawal by transfer or conveyance of his or her property.

ARTICLE II - ASSESSMENTS

Section 1 - Annual Assessment. This corporation shall have the power and authority, pursuant to Section 289.70, Wis. Stats., as amended, to levy an annual assessment in the manner, and subject to the limitations, set forth in said statute, and to enforce collection of said assessments in the manner prescribed in said statute.

Section 2 - Special Assessment. A special assessment may be recommended by the Board for repairs, maintenance, and or general upkeep of Wandawega Country Club properties only when funding is not available through the annual budget. Approval of any such special assessment shall be by a two-thirds vote at any meeting of the corporation by the members present in person, a quorum being present, provided that the proposed special assessment shall have been read at the two previous general membership meetings.

ARTICLE III - MEETINGS

Section 1 - Notices. Written notices of scheduled meetings for the current year of the Corporation shall be sent by the Secretary to each member of the Corporation by regular United States mail addressed to such member at his or her post office address, as the same appears on the tax rolls, at least ten days prior to the time of the first general membership meeting of that year.

Section 2 - Place. All meetings of the corporation shall be held in the Club House in Lake Wandawega Subdivision unless written notice to the contrary be given by mail to each member in the manner hereinabove mentioned, or posted at the Club House prior to that meeting.

Section 3 - Exclusions. No person who is not a member of the corporation shall be present at any meeting thereof unless invited to attend the same by some member or officer present at that meeting; nor shall any person who is not a member be permitted to deliver an address or to take part in a discussion at any meeting without the consent of the chairman of the meeting unless the ruling of the chairman in that respect shall have been appealed from and overruled by a majority of the members present .

ARTICLE IV - OFFICERS

Section 1 - Nominations and Elections. The nomination and election of the officers shall take place at the last general membership meeting of the year. All officers shall hold office for three years and until their respective successors shall have been duly elected or legally chosen. No one shall be nominated to an office in the corporation whose consent to serve has not been obtained. If there be but one candidate for any office, the vote may be viva-voce unless objection be made. If objection is made, the vote shall be by ballot. If there is more than one candidate for any office, the vote must be by ballot. A plurality vote shall elect.

Should any vacancy occur in the offices of the corporation other than a vacancy occurring at the expiration of a regular term of office, the same shall be filled by the Board of Directors and Officers of the Corporation in writing filed with the Secretary.

Section 2 - Officers & Duties. It shall be the duty of the President to preside at all meetings of the corporation and of the Board of Directors. He or She shall sign all vouchers and documents when ordered by the Board of Directors, and shall have a general supervision of the corporation business. The President shall be an ex-officio member of all committees, but shall not be required to attend committee meetings, unless he or she desires to do so.

The Vice-President shall perform the duty of the President in the event of the absence or inability of the President to serve. He or She shall be the Chairman of the Corporations Finance Committee.

The Secretary shall attend to the correspondence of the corporation, except the notifying and instructing of special committees. He or She shall notify new members, officers and directors of their election. The Secretary shall keep the minutes of the Board of Directors and of the corporation meetings in books which shall be the property of the corporation; said books to be of access at all reasonable times and places. He or She shall sign with the President all official papers, vouchers, documents, etc., when ordered by the Board.

The Treasurer shall be the custodian of all moneys of the Corporation, received from whatever legal source. He or She shall pay out moneys only upon order of the membership or Board of Directors, on vouchers signed by the President and Secretary. The Treasurer shall keep full and accurate books of account, which books shall be the property of the corporation and open to inspection of the authorized officials at all reasonable times and places. The Treasurer shall be bonded in the sum of Five Thousand (\$5,000.00) Dollars, such bond to be approved by the Board of Directors, the cost of such bond to be defrayed by the Corporation. He or She shall also call for an annual audit of the Corporations financial records at the close of each calendar year. Said audit to be conducted by the Corporations Audit Committee.

The aforementioned Officers are to vote with the Board members, at any of their Board meetings.

Formal installation of Officers shall take place at the first general membership meeting of the following year in the corporation Club House.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Designation and Tenure of Office. The Board of Directors shall be five in number and shall be elected at the last general membership meeting of the year for a term of three years and until their respective successors shall have been duly elected or legally chosen. The directors shall be classified so that one-third of said directors, as nearly as possible, shall be elected each year so that the regular term of office of one-third of said Board of Directors, as near as may be, shall expire each year. Any vacancy occurring in the Board of Directors, other than a vacancy occurring at the expiration of a regular term of office, shall be filled by the remaining members of the Board and the Officers of the corporation by appointment in writing filed with the Secretary. (Moved to Article IV, Section 1)

Section 2 - Duties. The Board of Directors and the four officers of the Corporation shall conduct the general management of the Wandawega Country Club, Inc. They shall have the management of the detail business of the corporation. Questions of policy and the expenditure of money, other than that voted on in the annual budget, shall be left to the vote of the membership.

The Board of Directors and the four officers of the Corporation shall prepare an annual budget at the Annual Board Meeting in January. The completed budget shall be reviewed and approved by a two-thirds vote of the Board and general membership present at the first regular meeting of the year, providing a quorum is present.

ARTICLE VI - STANDING COMMITTEES

Section 1 - The Board of Directors shall appoint the following standing committees:

- Finance Committee, of which the Vice-President of the Corporation shall be the Chairman
- Audit Committee - This committee shall consist of the Vice President, the Treasurer and not less than one other board member and one general member of the Corporation.
- Lakes, Parks & Beaches Committee
- Club House, Building and Sanitary Committee
- Entertainment and Membership Committee
- By-Law Committee

Section 2 - Said committees shall make a full report at each general membership meeting as required or necessary. They shall report to the Board of Directors all plans for new work to be undertaken. They shall report on work in progress or accomplished when requested to do so by the membership.

ARTICLE VII - AMENDMENTS

These By-Laws may be amended by a two-thirds vote at any meeting of the corporation by the members present in person, a quorum being present, provided that the proposed amendment shall have been read at the two previous general membership meetings.

Adopted , June 12, 1999.

Nancy J. Haak
Nancy J. Haak, Secretary
Wandawega Country Club, Inc

William J. Bastian
William J. Bastian, President
Wandawega Country Club, Inc.