

CONSTITUTION AND BY – LAWS OF THE
CAROL BEACH PROPERTY OWNERS ASSOCIATION

Revisions adopted by Board of Directors April 7, 2006
Revisions adopted by Membership April 8, 2006

ARTICLE I – TITLE AND OBJECTIVES

Section 1. TITLE. The name of this organization shall be known as **CAROL BEACH PROPERTY OWNERS ASSOCIATION** (hereafter referred to as **CBPOA**).

Section 2. LOCATION. The CBPOA shall be composed of property owners whose parcel (either vacant or improved) is within the tract of land described as 85th Street south to 116th Street and Lakeshore Drive west to both sides of 5th Avenue. All properties being located in the Village of Pleasant Prairie, Kenosha County, State of Wisconsin. All of this property is hereafter known as “the area”.

Section 3. OBJECT. The association is organized as a non-profit and non-political association for the purpose of mutual protection, civic advancement, neighborly social activities, and to promote the interests of all members thereof.

ARTICLE II -- MEMBERSHIP

Section 1. MEMBERSHIP. Memberships shall be limited to legal or equitable owner(s) of parcel(s) -- (whether vacant or improved).

Section 2. VOTING. Voting shall be limited to Active Members only. Each improved parcel will have one vote and vacant will have ½ vote

Section 3. DUES AND FEES. The annual dues shall be set by the CBPOA board (annual period to be set by the board). Dues for unimproved parcels shall be 3/5 (60%) of those for improved properties. Fees shall be subject to change if significant cost should indicate such a change. Dues must be up to date to be considered an ACTIVE member.

Section 4. TERMINATION OF MEMBERSHIP. Any member who disposes of holdings within the area shall automatically lose membership in the association.

Section 5. MAILING ADDRESS. It shall be the duty of all members to keep on file with the President of the Association, an address to which any and all notices, required by the By-Laws and Constitution of the Association, may be sent.

Section 6. LIABILITY OF MEMBERS. No member shall be liable, either jointly or severally, for the debts of the association in excess of his current membership dues as fixed by the By-Laws.

ARTICLE III – BOARD OF DIRECTORS

Section 1. DIRECTORS. The Board of Directors shall consist of four duly elected officers. The remainder of the board shall consist of interested members. Ideally, these members would be evenly distributed throughout the area. Directors may be added to the board after recommendation of current officers and board members. Election occurs at subsequent regular or special board meeting by simple majority of officers and board members. The past president shall be included as a part of the Board of Directors. Terms of service shall begin seven days after the day of the annual membership meeting (generally scheduled for late February or early March).

Section 2. POWERS OF THE BOARD. The Board of Directors shall manage and control the affairs of the association, shall initiate, suggest and sponsor such matters as they may deem advisable or necessary for the good and welfare of the Association, and they shall have such other powers and duties as are herein expressly conferred upon it by these By-Laws, and such other powers and duties as may be delegated to them from time to time.

Section 3. REMOVAL OF A DIRECTOR. A director shall be removed for causes, only upon petition stating the cause, signed by at least ten (10) members in good standing and upon vote of 2/3 of the members of the association in attendance at a regular or special meeting. A director may resign at any time. To remain in good standing, board members are required to attend a minimum of 50% plus 1 of regularly scheduled board meetings.

Section 4. MEETINGS OF THE BOARD. Regularly scheduled meetings of the Board of Directors shall be held on a bimonthly basis, or as the Board of Directors may, by resolution, determine.

Section 5. QUORUM OF THE BOARD Any 2 of the officers plus 50% plus 1 of the directors shall constitute a quorum for the transaction of business.

ARTICLE IV -- OFFICERS

Section 1. OFFICERS. The officers of **CBPOA** shall be a President, Vice-President, Secretary and Treasurer. An officer ceasing to be a member shall ipso facto cease to be an officer. All officers must be members of the association in good standing.

Section 2. TERM OF OFFICE. The officers shall hold office upon review of the position each year at the annual membership meeting or until their successors are elected and qualified.

Section 3. PRESIDENT. The President shall preside at all meeting of the Association and the Board of Directors. He/she shall also be ex-officio a member of all committees. He/she shall be the chief executive of the Association and shall enforce all of its By- Laws, rules and regulation. He/she shall, by and with the approval of the Board of Directors or that of any Committee authorized in the premises, execute all formal documents required to be entered into for and on behalf of the Association. He/she shall also perform such other duties as are imposed upon him/her by the By-Laws or amendments thereto, and such other duties usually appertaining to such office.

Section 4. VICE-PRESIDENT. The Vice-President shall perform the duties of the President in the absence of the latter. He/she shall also serve as Chairman of the Membership Committee.

Section 5. SECRETARY. The Secretary shall keep a correct record of all meetings of the Association and of the Board of Directors and perform such other duties as may be assigned by these By-Laws, by the general meeting of the Association, or by the Board of Directors.

Section 6. TREASURER. The Treasurer shall supervise the collection of all membership dues. At each regular meeting of the Board of Directors, the treasurer shall present a transaction report of funds. He/she shall deposit all funds of the Association at a bank designated by the Board of Directors, and all checks shall be signed by two of the following officers: President, Secretary or Treasurer. A signature card is held on file at the bank and must be updated when a new officer takes a position as President, Secretary or Treasurer. The Treasurer shall be responsible for :filing Federal Taxes under Form 1120H and for :filing the Annual Wisconsin Nonstock Corporation Report. Carol Beach Property Owners Association claims exemption from filing Wisconsin Income Taxes (See letter from the Wisconsin Department of Revenue dated Dec. 10, 1999).

Section 7. REMOVAL OF AN OFFICER. An officer shall be removed for causes, only upon petition stating the cause, signed by at least twenty (20) members in good standing and upon vote of 2/3 of the members of the association in attendance at a regular or special meeting. An officer may resign at any time.

ARTICLE V – COMMITTEES AND MEETINGS

Section 1. COMMITTEES. Committee Chairmen shall report to the President and/or the Board of Directors on their activities.

Section 2. REGULAR AND SPECIAL MEETINGS. Meetings of the members shall be called per Article III Section 4 or whenever the Board of Directors shall deem necessary.

Section 3. BOARD MEETINGS. A meeting as defined in Article III Section 1 will be held to determine the agenda of the Association for the year. All other meetings will be held in accordance with Article III Section 4.

Section 4. ORDER OF BUSINESS – AGENDA STANDARD

The President shall prepare an agenda for each meeting (regularly scheduled, annual membership, and special). The order of business shall be as follows:

- a) Call to Order
- b) Roll Call
- c) Reading of and Approval of Minutes
- d) Treasurers Report
- e) Introduction of Guests
- f) Guest Comments
- g) Old Business
- h) Reports (Committee, etc)
- i) New Business
- j) Adjournment

Section 5. VOTING Assuming a quorum is present, voting on all questions shall be by voice. If an officer or board member requests a roll call vote, the vote shall be recorded on a “yeas” and “nays” basis.

Officers and/or board members that have a personal or vested interest in any matter being considered shall declare for the record any potential conflict and shall abstain from voting on such matters.

ARTICLE VI -- OFFICER ELECTIONS

Section 1. NOMINATIONS AND ELECTIONS. A Board Member shall chair a committee of three (3) to select a slate of officers for the year following the Annual Membership meeting in accordance with Article III Section 1. The President, Vice- President, Secretary, and Treasurer shall be selected by the committee and presented for vote at a member function. The Committee Chair shall ask if any other nominations are forth coming from the floor prior to a cast of votes by the members. A vote of the majority of votes cast shall be necessary to elect.

ARTICLE VII – PARLIAMENTARY PROCEDURE

Section 1. RULES OF PROCEDURE. Upon all matters relating to the conduct, government, and business of this organization for which no provision has been made in the foregoing By-Laws, Roberts Rules of Order, shall govern.

ARTICLE VIII -- AMENDMENTS

Section 1. AMENDMENTS. Any By-Laws may be repealed, modified, altered or amended, or new By-Laws may be adopted in the following manner:

The amendment proposed shall be submitted to the Board of Directors. If they approve, the amendment may be passed by a 2/3 majority vote of the members present at the next annual meeting or any special meeting called for that purpose.

ARTICLE VIII -- ADOPTION

BOARD OF DIRECTORS:

~~Adopted/Rejected~~ on **Friday, April 7, 2006**, via an e-mail meeting of the Officers and Members of the Board of Directors.

Recorded Vote by Roll Call (if called by member or officer):

Ayes: **consent of majority of board members**

Nays: _____

Abstain: _____

ANNUAL MEMBERSHIP MEETING (2/3 majority required for passage):

~~Adopted/Rejected~~ on **Saturday, April 8, 2006**, at a regular annual membership.

Ayes: Show of hands simple majority
consent by 2/3 majority show of hands

Nays: _____