

BY-LAWS

OF

THE LAKE KATHERINE ASSOCIATION, INC.

ARTICLE I

The principal office of the corporation in the State of Wisconsin shall be located in the Town of Hazelhurst and County of Oneida.

The registered office of the corporation required by The Business Corporation Act to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II

SECTION 1. ANNUAL MEETING. The annual meeting of the members shall be held on the First Saturday in July in each year, beginning with the year 1974, at the hour of 2:00 P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding Saturday. If the election of directors shall not be held on the day designated herein for any annual meeting, or the election to be held at a meeting of the members as soon thereafter as conveniently may be.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders may be called by the president, by the board of directors or by not less than one-fifth of all the outstanding members of the corporation.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all members may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Wisconsin, except as otherwise provided in Section 5 of this article.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than forty days before the date of the meeting, or in the case of a merger or consolidation not less than twenty nor more than forty days before the meeting, either personally or by mail, by or at the direction of the president, or the secretary or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. CLOSING OF MEMBERSHIP BOOKS OR FIXING OF RECORD DATE. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may provide that the membership books shall be closed for a stated period but not to exceed, in any case, forty days.

SECTION 6. VOTING LISTS. The officer or agent having charge of the books for members of the corporation shall make, at least ten days before each meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, with the addresses of members. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership book, or a duplicate thereof kept in this State, shall be prima facie evidence as to who are the members entitled to examine such list or share ledger or transfer book or to vote at any meeting of members.

SECTION 7. QUORUM. A majority of the outstanding members of the corporation, represented in person or by proxy, shall constitute a quorum at any meeting of members; provided, that if less than a majority of the outstanding members are represented at said meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting shall be the act of the members, the articles of incorporation or these by-laws.

SECTION 8. PROXIES. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 9. MEMBERSHIPS. Memberships standing in the name of a deceased person, a minor ward or an incompetent person, may be voted by his administrator, executor, court appointed guardian or conservator, either in person or by proxy without a transfer of such membership into the name of such administrator, executor, court appointed guardian or conservator. Memberships standing in the name of a trustee may be voted by him, either in person or by proxy.

SECTION 10. INSPECTORS. At any meeting of members, the chairman of the meeting may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of members represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

SECTION 11. VOTING BY BALLOT. Voting on any question or in any election may be viva voce unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

### ARTICLE III

#### DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its board of directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be six (6). Each director shall hold office until the next annual meeting of members or until his successor shall have been elected and qualified. Directors need not be residents of Wisconsin. (See amendment July 2, 1977)

SECTION 3. REGULAR MEETINGS. A regular meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for

the holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix a place.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least ten (10) days previous thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of directors present/  
or by proxy,  
fixed by these by-laws shall constitute a quorum for transaction of business at any meeting of the board of directors, provided, that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, may be filled by election at an annual meeting or at a special meeting of members called for that purpose.

SECTION 9. INFORMAL ACTION BY DIRECTORS. Unless specifically prohibited by the articles of incorporation or by-laws, any action required to be taken at a meeting of board of directors, or any other action which may be taken at a meeting of the board of directors or the executive thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter

thereof, or by all the members of such committee, as the case may be. Any such consent signed by all the directors or all the members of the executive committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

SECTION 10. COMPENSATION. The board of directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members

SECTION 11. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. EXECUTIVE COMMITTEE. The Board or President may appoint an executive committee to operate the affairs consisting of not less than two members.

#### ARTICLE IV

##### OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a treasurer, and a secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and

shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and the board of directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

SECTION 5. THE VICE-PRESIDENTS. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. He shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 6. THE TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V of these by-laws; (b) in general perform all the

duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 7. THE SECRETARY. The secretary shall: (a) keep the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post-office address of each member which shall be furnished to the secretary by such member; (e) sign with the president, or a vice-president, certificates of the corporation; (f) have general charge of the membership books of the corporation; (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.

The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries as thereunto authorized by the board of directors may sign membership cards. The assistant treasurers and assistant secretaries, in general shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

#### ARTICLE VI

##### FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July in each year and end on the last day of June in each year.

#### ARTICLE VII

##### SEAL

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Wisconsin."

#### ARTICLE VIII

##### WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of The Corporation Act of the State of Wisconsin, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE IX

##### AMENDMENTS

These by-laws may be altered amended or repealed and new by-laws may be adopted at any meeting of the board of directors of the corporation by a majority vote of the directors present, or by proxy, at the meeting.

*END*



## AMENDMENT

Craig Black, Chairman of the Hazelhurst Planning and Zoning Committee was introduced and gave the meeting a report on their work. This group is trying hard to finish and present a series of recommendations to the Town Board later in the year.

Colonel Edward Kreml proposed the following amendment to the Association's By-Laws in regard to the election of directors:

- (a) That the Board consist of six (6) directors, two who shall serve for three (3) years each with the exception that for the year 1977 there shall be elected all six (6) directors, two (2) who shall serve for the term of one (1) year; two (2) who shall serve for two (2) years, and two (2) who shall serve for the term of three (3) years.
- (b) No director who has served for a period of three (3) full years shall be re-elected for another three (3) year term unless there shall be a lapse of one (1) year intervening between terms of office. For the purpose of continuity, this rule shall not affect existing officers serving terms expiring at the Annual Meeting of July, 1977.

After proper discussion and explanation the above amendment was passed.

Colonel Kreml on behalf of the entire Association noted the passing of Mr. Staples and Mr. Berg. Both of these gentlemen were founders and directors of the LAKE KATHERINE ASSOCIATION and their wisdom and counsel will be sorely missed.

An election of the Board of Directors took place under the new provision of the By-Laws. The results of the unanimous vote was as follows:

To serve a 3 year term: COLONEL EDWARD KREML  
ROBERT HAGGE, JR.

To serve a 2 year term: KENNETH BLAES  
FRANK HUTCHINSON