



NICOLET DRIVE NEIGHBORHOOD ASSOCIATION

BYLAWS OF THE NICOLET DRIVE NEIGHBORHOOD ASSOCIATION, INC.

As adopted by the NDNA Board of Directors on February 11, 2013

To be ratified by the membership at the 2013 annual meeting.

PREAMBLE

The Nicolet Drive Neighborhood Association, Inc. will promote the quality of life for its members generally within the purposes of the corporation as set forth in its Articles of Incorporation, and specifically:

- by enhancing the natural environments of the Bay shore to optimize aesthetic beauty and public access with an effort to also maintain wildlife habitat;
- by monitoring Nicolet Drive and adjacent roads for safety and for residential and recreational use;
- by promoting the historical value of the Bay shore community;
- by contributing to congenial neighborhood life and
- by working for orderly and planned development consistent with the existing neighborhood.

The Association will serve as a forum to receive information and ideas, discuss and debate issues of common interest, and to convey the views and concerns of our members to appropriate government bodies and fellow citizens.

ARTICLE 1

MEMBERSHIP

1.01. Members: All persons over the age of 18 residing in those dwellings within the City of Green Bay, Wisconsin, abutting Nicolet Drive from the first dwelling north of Communiversity Park and thence north to the City of Green Bay city limits, or abutting on Highwood Lane,

Crossway Lane, Parent Road, Pebble Beach Court, Beach Lane, Au Sable Drive and that part of Van Lanen Road extending westward from the boundary line between the City of Green Bay and the Town of Scott, are Members of the corporation, with full voting rights (See Appendix 1).

ARTICLE 2

BOARD OF DIRECTORS

2.01 Duties: The affairs of the corporation shall be managed by the Board of Directors.

2.02 Number of Directors: There shall be fifteen (15) directors of the corporation.

2.03 Tenure and Term: Directors shall be elected to serve a term of two (2) years and shall serve until their successors are duly qualified, elected or appointed.

2.04 Nomination of Candidates: Directors of the corporation shall be nominated by either of the following methods:

(a) The Board of Directors shall prepare and submit to the members attending the Annual Meeting of the Association a list of candidates to fill all vacant seats on the Board.

(b) Additional nominations may be made at the Annual Meeting of the Association by nomination from the floor by any Member, provided there is a second to the nomination and the Member being nominated is present and accepts the nomination.

2.05 Election: Directors shall be elected at the Annual Meeting of the Association.

2.06 Resignation and Removal: Any director may resign at any time by giving notice in writing of such resignation to the President or Secretary. Any director may be removed by a majority vote of the directors present and voting at any regular, annual or special meeting of the board if said removal is on the published agenda for the meeting. Any member who is absent for three (3) meetings of the board in any one year without being excused from attendance by the board or the President or Chairman of the board, shall be automatically removed as a director at the conclusion of the third missed meeting. The Board, in its unrestricted discretion, may reinstate the director for good cause shown at any time before a successor is elected or appointed.

2.07 Vacancies on the Board: When a vacant seat arises on the Board, the remaining Directors may appoint a replacement to fill that seat until the next annual meeting.

2.08 Appointment of Committees: The Board of Directors may appoint committees to study particular issues and make recommendation for action by the board, and when appointing such committee shall designate a committee member as Chairperson. No committee or committee chairperson may act or speak for the corporation.

Article 3

MEETINGS OF THE ASSOCIATION

Section 1 Meetings of All Members of the Association

3.1.01. Annual Meeting of the Association: An annual meeting of the Association shall be held each year within sixty (60) days of August 1st at a time and place determined by the Board of Directors. Notice of Annual Meeting shall be accomplished by Newsletter and is to include date, time, place and agenda.

3.1.02. Special Meetings of the Association: Special meetings may be called by the Board of Directors from time to time. The Board shall call a special members meeting within thirty (30) days of a written petition for a special meeting signed by at least fifteen (15) members of the association. Such petitions for special meetings may be delivered to any member of the Board of Directors, and will be deemed presented at the next scheduled meeting of the Board of Directors.

3.1.03. Association Meetings Quorum: Twenty Members (20) shall constitute a quorum at any full meeting of the members. If a quorum is not present at any meeting of the Association, a majority of the members present may adjourn the meeting and set a new meeting time and agenda.

Section 2 Meetings of the Board of Directors

3.2.01. Annual Meeting of the Board of Directors: The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Association in each year for the sole purpose of electing the Chairman of the Board.

3.2.02. Regular Meetings of the Board: Regular meetings of the Board of Directors will be held monthly at a time and place set by the Board. The day, time and place of regular meetings shall be indicated in each edition of the Newsletter. Emergent changes in this published information may be communicated to the Members via email.

3.2.03. Special Meetings of the Board: Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, or by any four (4) or more of the directors. Any such meeting shall be held at the time and the place set in the notice of meeting.

3.2.04. Notice of Special Meetings of the Board: The person or persons calling a special meeting of the Board of Directors shall give each director ten (10) days written notice by personal contact, e-mail, or US Mail. Said written notice shall include date, time and place of meeting as well as the stated purpose or purposes for which the special meeting is called. A copy of the "sent" e-mail, Affidavit of Service, or Affidavit of Mailing shall constitute "proof of notice" and shall be made part of the official Minutes of said special meeting. If mailed, notice shall be deemed

delivered on the date deposited in the US Mail. If sent via e-mail, notice shall be deemed delivered immediately.

3.2.05. Board Meetings Quorum: A simple majority of the then seated Directors shall constitute a quorum at any meeting of the Board. If a quorum is not present, a majority of the directors present may adjourn the meeting and set a time and purpose for the reconvened meeting, with notice given to all directors.

3.2.06. Manner of Acting of the Board: 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, unless the act of a greater number is required by law or the Articles of Incorporation or these bylaws.

3.2.07 Unanimous Consent Without Meeting: Any action required or permitted to be taken at a board meeting, may be taken without a meeting if a consent in writing (or email) setting forth the action is signed (approved) by all of the directors then in office.

ARTICLE 4

OFFICERS OF THE CORPORATION

4.01. Chairman of the Board: The directors shall elect a Chairman of the Board of Directors at the Annual Meeting of the Board, immediately following the election of directors. The Chairman so elected shall preside over the meetings of the Board of Directors, and shall have such other powers and duties as shall be assigned by the Board of Directors.

4.02. President: The president shall be the chief executive officer of the corporation and shall, subject to the direction and control of the Board of Directors, have general supervision, direction and control of the operations of the corporation and shall be an ex officio member of any committee that may be established from time to time. The Chairman of the Board of the corporation may also be appointed as President of the corporation, and if the President is not the Chairman of the Board, the president shall be an ex officio member of the Board of Directors.

4.03. Vice-President: The Vice President, if one be designated, shall assist the President in the discharge of supervisory and managerial duties and functions. Such person shall perform the duties of the President in the event of the President's death, inability or refusal to act, and when so acting shall have all of the powers and duties of the President. Such person shall have any additional duties and authorities as shall be delegated to such person by the Board of Directors.

4.04. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the official records of the corporation; keep or arrange for the keeping of a register of the post office addresses of each Member's home, and in general perform all duties incident to the office of Secretary and have such other duties and exercise such

authority as may from time to time may be delegated or assigned by the President or by the Board of Directors.

4.05. Treasurer: The Treasurer shall 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 money in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the corporation; and in general perform all of the duties incident to the office of the Treasurer and have such other duties and exercise such other authorities as from time to time may be delegated or assigned to such officer by the President or the Board of Directors thereof. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance of such officer's duties in such sum and with such sureties as the Board of Directors shall determine.

4.06. Other Assistants and Acting Officers: The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in such officer's stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is to be appointed to act, except as such power may be otherwise defined or restricted by the Board or Directors.

4.07. Election and Term of Office: The officers of the corporation shall be elected by the Board of Directors at its first regular meeting following the Annual Meeting of the Association. Each officer shall hold office for a period of one (1) year and shall serve until a successor shall have been duly elected.

4.08. Resignation and Removal: Any officer or agent may resign office by written notice of such resignation to the President or Secretary of the corporation. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby.

4.09. Vacancies: A vacancy in any principal office for any reason may be filled by the Board of Directors for the unexpired portion of the term.

4.10. Officers of the Corporation as Members of the Board: Members of the Board of Directors may serve as officers of the corporation.

ARTICLE 5

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

5.01 Budget: The Board of Directors shall prepare an annual budget for the corporation and administer the financial affairs according to that budget thereafter. The board may amend or alter

the annual budget as it deems necessary and proper from time to time.

5.02 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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.

5.03 Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes or other evidence 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. In the absence of such determination, such instruments shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or Vice President of the corporation.

5.04 Deposits: All funds of the corporation 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.

5.05 Authorization: No officer or director of the corporation shall have the authority to bind the corporation for contracts, commitments, or borrowed funds unless a resolution specific to the purpose shall have been passed by the Board of Directors.

ARTICLE 6

MISCELLANEOUS

6.01. Procedure: The proceedings of all meetings of the Board of Directors or committees appointed by the board, shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

6.02 Seal: The corporation shall have no seal.

6.03 Amendments to Bylaws: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the then seated directors. The Board of Directors shall not make or alter any Bylaws extending the term of office of any member or members of the then existing Board of Directors. Any pending changes in Bylaws must be noticed to all Directors. Any changes to the Bylaws must be ratified at the next Annual Meeting of the Association Members. Any Amended or Restated Bylaws must contain the date adopted by the Board of Directors and the date ratified by the Association membership.

6.04 Waiver of Notice: Whenever any notice is required to be given under the provisions of the Wisconsin Non-Stock Corporation Law or under the provisions of the Articles of Incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons

entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

