

**BYLAWS
OF
Wilderness Park Homeowners Association**

**ARTICLE I
GENERAL PROVISIONS**

1.1 Name and Location

The name of the association is Wilderness Park Homeowners Association, hereinafter referred to as “the Association.” The principal office of the Association shall be located at 8193 Meadow Lake Rd SW, Motley, MN 56466, but meetings of Members and Board of Directors may be held within the state of *MN*, County of Cass, as may be designed by the Board of Directors.

1.2 Definitions

Terms that are capitalized or used in these Bylaws shall have the meanings set forth in the Association’s Declaration of Covenants, Conditions, and Restrictions (CC&R).

Section 1: “Association” shall mean and refer to Wilderness Park Homeowners Association, a Minnesota non-profit corporation, its successors, and assigns.

Section 2: “Wilderness Park” shall mean and refer to all properties subject to the Declaration of Covenants, Conditions, and Restrictions (“Declaration”), as therein described.

Section 3: “Common Properties: and/or “Common Area” shall mean and refer to all real property owned by the Association for the common use and enjoyment of the owners, as described in the Declaration.

Section 4: “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map or plat described in Exhibit “A-1” attached to and made part of the Declaration, except for the Common Properties.

Section 5: “Owner:” shall mean and refer to the recorded owner, whether one or more persons or entities of the fee simple title to any Lot situated upon Wilderness Park, but notwithstanding any applicable theory of mortgage shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 6: “Present Owner” shall mean and refer to the owner of record or purchased as vendee of a lot situated in the Existing Property, as defined in Section 1.14 of the Declaration.

Section 7: “Co-Owners” shall mean and refer to all persons, whether natural or legal, owning any estate or having any interest in the same lot, including but not limited to joint tenants, tenants in common, life tenant and remainderman, lessor and lessee, and contract for deed vendor and vendee, who shall be considered a single owner.

Section 8: “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section: 9 “Exterior Maintenance” shall mean and refer to the painting, repairing, electrical, plumbing, replacement and reconditioning of roofs, gutters, downspouts, exterior building surfaces, trees, shrubs, grass, and walks located within the Common Elements in Wilderness Park as defined in the Declaration.

Section 10: “Capital Improvements” shall mean and refer to any construction of, reconstruction of, substantial alteration of, substantial repair of, or substantial addition to the physical amenities within the Common Areas in Wilderness Park as defined in the Declaration.

1.3 Fiscal Year

The fiscal year of the Association begins on the date of incorporation, and each subsequent year shall begin on the First day of July and end on the last day of June each year.

1.4 Interpretation

In the case of any conflict or disagreement, the provisions of state laws pertaining to Homeowners Associations, the Association's Declaration, Articles of Incorporation, and these Bylaws shall prevail in that order. County and state laws overrule bylaws.

1.5 Corporate Seal

The Association shall provide a suitable seal containing a form approved by the board.

ARTICLE II OFFICERS AND THEIR RESPONSIBILITIES/DUTIES

2.1 Officers

The officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

2.2 Terms of Officers

Officers shall serve no more than {3} consecutive term(s) in the same officer position, or until their successors are elected. A term is defined as {1} year of service.

2.3 Elections

The officers are elected by the board of directors at the first board meeting subsequent to the annual members' meeting.

All members who are in good standing are eligible to run for the board of directors.

2.4 Vacancy in Office

A vacancy in any office, except President, must be filled by a member currently serving on the Board of Directors.

2.5 Removal of Officer

Any officer elected or appointed by the board may be removed by a majority vote of the officers on the board with or without cause. In the event of death, resignation, or removal of an officer, the board must elect or appoint a successor who is currently serving on the Board to fill the vacancy until the next election is held.

2.6 Officer Responsibilities/Duties

Officers shall perform the duties specified in this section of the Bylaws in addition to other duties that may be assigned.

1. President

The President has the following roles and responsibilities:

- A. Point person on all communication with appointed committees and holds committees responsible for the execution of the committee's function.
- B. In charge of contract signing.
- C. Handling daily operations
- D. Presiding over meetings and responsible for calling a special meeting.
- E. Responsible for transitioning newly elected officers and/ or board members

- F. Follow up on board resolutions to make sure they are executed properly.
- G. Co-signer on all checks, approver of electronic payments and promissory notes, and is the primary approver of expenses and capital expenditures.

2. Vice-President

The Vice-President has the following roles and responsibilities:

- A. During the absence of the president, the vice-president shall have all the powers and functions of the president and perform presidential duties as the board prescribes.
- B. Is the Co-signer on all checks, approver of electronic payments, promissory notes, and is the secondary approver of expenses and capital expenditures.

3. Secretary

The Secretary has the following roles and responsibilities:

- A. Recording votes and keeping all meeting minutes.
- B. Notify owners about upcoming meetings.
- C. Ensure that the Association's business documents are current and accurate.
 - i. Include but not limited to: Annual reports, insurance information, contracts, meeting minutes, historical information, voting documents, legal filings for county and state, etc.
- D. Keep the corporate seal of the Association and affix it on all papers requiring said seal.
- E. Responsible for tracking all property sales within the Association
- F. Onboarding of new members to the Association after a sale occurs

4. Treasurer

The Treasurer has the following roles and responsibilities:

- A. Responsible for all bookkeeping activities for the Association including, not limited to, accounts receivable, accounts payable, cash, payroll, maintaining financials, and reporting.
- B. Ensure that the Association's financial records/documents are current and accurate.
 - i. Include but not limited to: Financial statements, tax filings, payroll records, bank reconciliations, and financial data.
- C. Responsible for all internal and external quality controls to ensure transparency and accountability.
- D. Responsible for the annual budgeting process, including capital expenditures and general expenses.
- E. Management of all monetary ventures on behalf of the Association, including, but not limited to, disbursing and receiving funds, preparing the annual income and expenditure statement, and preparing the Association's annual budget.

5. Members at large

The Members at large support the board and the community that represents the whole membership or population. The member at large has no specific duties unless assigned by the officers of the board. The members at large contribute to the overall success and growth of the community. The members at large can be appointed as committee chairs to inform and report on committee information and engagement. Wilderness Park Homeowner's Association (WPHOA) is operating with 5 Members at large.

ARTICLE III
BOARD OF DIRECTORS

3.1 Composition

The Association's Board of Directors shall be composed of 9 total members. This includes the 4 elected officers and 5 members at large. All board members must be members of the association. The members, at each annual meeting, shall elect three Directors each year who shall serve for a term of three years, so that each year three vacancies shall occur on the Board.

3.2 Powers

The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and perform the Association's responsibilities and exercise its rights as set forth in these Bylaws, the Declaration, and the Articles provided that such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors has the power to:

- A. Adopt and publish rules and regulations governing the use of the Common Area and Facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- B. Suspend the voting rights and right to use the Common Areas of a member during any period in which said member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- C. Exercise for the Association all powers, duties, and authority vested in or delegated to this Association, and not reserved to the membership by other provision of the Bylaws, and Articles of Incorporation or the Declaration.
- D. Employ a manager, an independent contractor, or such employees as they deem necessary, and to prescribe their duties.
- E. Maintain and/or improve the common properties.
- F. Fix, and thereafter amended from time to time, as permitted and prescribed by the Declaration, the monthly assessment, additions to monthly assessments, and special assessments for capital improvements.
- G. Remove Directors for failure to attend three successive meetings or failure to fulfill the duties and obligations set forth in these by-laws. In the event of such removal or of the resignation of a Board member during the term of office, a successor shall be selected by the remaining members of the Board of Directors and shall fill the unexpired term of such vacancy. A quorum vote by the Board of Directors is required to finalize the removal of a board member.

3.3 Duties

It shall be the Board of Directors' responsibility to:

- A. Keep a complete record of all its acts and corporate affairs and present a statement to the members at the annual meeting of the members, or at any special meeting.
- B. Supervise all officers, agents, and employees of this Association, and see that their duties are properly performed.
- C. As more fully provided in the Declaration, to:
 - I. Set the monies from annual dues, fees, and special assessments against each Lot from the members, as required in the Declaration.
 - II. Send written notice of each assessment to every Owner subject thereto, as required in the Declaration.

III. Foreclose the lien against any property for which assessments are not paid.

- D. Issue upon demand by any member, or any person regarding the sale of the specific property, a certification setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been carried out, such certificate shall be conclusive evidence of such payment.
- E. Procure and maintain adequate liability, hazard, and other insurance on property owned by the Association.
- F. Ensure all officers or employees have fiscal responsibilities to be bonded, as it may deem appropriate.
- G. Ensure the Common Areas are maintained and improved as necessary.
- H. Suspend the voting rights and right to use of the Common Area of any Owner during the time any assessments against the Owner's lot remains unpaid.

3.4 Reserve Fund

After consideration of the future requirements for capital improvements, existing or planned, **the Board of Directors shall have the power and authority to levy, as part of the annual dues and/or special assessments, such sums of money at a minimum of 10% of annual budgeted expenses (515b.3-1141)** as they shall determine necessary to provide for the payment thereof, provided that:

- A. Such sum does not cause the annual dues to exceed the maximum sum permitted by the Declaration.
- B. The portion of the annual dues and/or special assessments, which constitutes the Member's contribution to the Reserve Fund be specifically identified as such and maintained in separate, special bank account, or as otherwise prescribed in Section 4 hereof.
- C. Such monies shall be credited to an appropriate account on the books of the Association with the designation "RESERVE FUNDS – CAPITAL IMPROVEMENTS": and
- D. Such reserves will be in addition to and separate from the reserve for contingencies regularly maintained by the Association.

3.5 Investment of Reserve Fund

It shall be a duty of the Board of Directors to identify, on an annual basis, the portion of the maintenance fees receipts which constitute Reserve Funds, as above defined. The Board of Directors shall, on an annual basis, cause those funds to be invested in Certificates Bonds, State or Municipal Bonds, and/or Money Market account. No other investment of the reserve funds shall be permitted.

3.6 Compensation

No director or officer shall receive compensation for their services. This includes any expenses incurred by the park that are deemed a conflict of interest. However, they may be reimbursed for actual expenses incurred in the performance of their duties.

3.7 Resignation

A director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect upon receipt of said notice unless stated otherwise. In the event a board member is removed or resigns. A notice will go out prior to the next meeting to notify the members that there is an opening. The notice will be posted in the meeting minutes, on the website, and posted at the clubhouse. If a member is interested, they need to reach out to the board at a minimum 5 business days prior to the meeting. Eligible candidates will be voted on at the next board meeting. The board will vote on the new member.

3.8 Collection Policy and Procedures

WPHOA Collection Policy and Procedures are intended to create a consistent process to collect money owed. This only applies to members of WPHOA with unpaid annual dues, fees, special assessments, and, if applicable, administrative/legal costs to collect the debt.

Finance Charges - These apply to all uncollected dues, fees, and/or special assessments. Charges will begin to accrue 60 days after the due date. The board will set the amount consistently across all Members.

- 1st collection letter sent 60 days after the due date. This form letter will include a statement showing past due amounts, age of debt, and a copy of the collection procedures. Also included is a notification to the members that their ability to use the common properties has been suspended until the debt has been collected. This includes use of the clubhouse, pool, and Birch Park.
 - Members will no longer have access to the clubhouse or the pool via their key fob.
- 2nd collection letter sent at 120 days. This letter will contain past due amounts, age of debt, and a copy of the collection procedure. A deadline of 60 days will be given to pay debt and finance charges
- 3rd notification to the member at 180 days that a small claims action has been filed against the property to collect the debt. They will then be notified by Cass County Courthouse.
- 4th notification to the member one year from the judgement on the lien of the intent to begin proceedings to force foreclosure. Give the member 30 days to satisfy the debt, then proceed.

Members can stop collection proceedings by taking immediate action

- Pay the amount owed in full immediately
- Contact the Board to set up a payment arrangement to pay the debt in full

ARTICLE IV MEETING OF BOARD OF DIRECTORS

4.1 Regular Meeting

A regular meeting of the board shall be held monthly without notice, at such place and hour as may be fixed from time to time by the resolution of the Board. There will not be a regular meeting held in November as decided by the board.

4.2 Special Meetings

Special meetings may be called by the president and shall be called upon the written request of 3 members of the Board of Directors. The purpose of the meeting shall be stated in the request, and at least 3 days' written (electronic e-mail/text message/posted on the website is sufficient) notice shall be given.

4.3 Quorum of Directors

Five (5) minimum members of the entire Board need to be physically present to constitute a quorum. If the vote results in a tie. A new vote will take place at the next board meeting.

4.4 Action of the Board

The act of the Board of Directors shall be valid if the required quorum is present at the time of a vote, unless there is an exception stated in law. Each director has one vote, regardless of the number of units or properties they own.

4.5 Notice of Meetings

Regular meetings of the board may be held without notice. A Minimum of 3 board members must be physically present. Other board members may attend the meeting as able to through an approved virtual platform.

4.6 Action Without a Meeting

An action that is required or permitted to be taken by the Board of Directors or the committee under these Bylaws, the Articles, or the Declaration, may be taken without a meeting. The action and the resolution must be documented and discussed at the next board meeting. The written consent and resolution shall be filed with the minutes of the proceedings and the Association's records.

ARTICLE V MEETING OF MEMBERS

5.1 Annual Meetings

The Association's Annual Meeting of the Members shall be held each year at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be to elect a board of directors, updating the members on previous and future plans regarding the community, and members may ask questions. Any issues or concerns by Park members will be able to be brought to a future monthly board meeting not at the annual meeting. Notices of meetings shall be posted on the website, and notice will be included with the annual HOA Dues billing to all members of the Association at least 30 days before the meeting takes place.

5.2 Special Meetings

Special Meetings of the Members may be called by the President, the Board of Directors, or by written request of the majority of members of the Association, at any time. The purpose of the meeting shall be stated in the call to the meeting, and at least 10 days' written notice shall be given.

5.3 Eligibility to Vote

All members must be current and in good standing with the Association to be entitled to vote and run for or serve on committees. Members must be at least 18 years old.

5.4 Quorum

A quorum refers to the minimum number of members that must be present for official business to be carried out. The minimum number of eligible members required to qualify as a quorum is 51% and they must be present either in person or by proxy at the meeting. Votes that are verified by a board member through e-mail or a written letter will also count toward the quorum.

5.5 Proxies

Members may vote in person or by proxy in all meetings of the Members. Every proxy shall be in writing, signed by the member, and filed with the Association's secretary before the scheduled meeting. No proxy shall be valid for a period longer than 30 days at any one time unless earlier revoked by the member, except as otherwise provided by law.

ARTICLE VI COMMITTEES

6.1 Committees

The Board of Directors may organize an executive committee and other committees, composed of members of the Association. The formation of a committee must clearly state the purpose and the members of the committee. The committee is responsible for documenting and reporting progress each month at the monthly board meeting.

ARTICLE VII BOOKS AND RECORDS

7.1 Recordkeeping

The Association shall keep correct and complete records of financial transactions and accounts and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Association may be inspected by any member, for any reasonable purpose, at any reasonable time. The following is a list of records not meant to be all inclusive:

- Current members.
- Sales of property owned by the Association.
- Sufficient detailed records of the annual reports.
- Complete record of financial transactions and accounts. For example, annual tax returns, monthly financial statements, accounts receivable, accounts payable, and payroll records.
- All meetings, including proceedings of the Board of Directors meetings, members meetings, and committee meetings.
- All contracts, leases, other agreements to which the association is a party, material correspondence, and memoranda related to its operation.
- Record Retention Guideline
 - In general:
 - Financial Records: 7 years for tax purposes and audits.
 - Meeting Minutes and Governing Documents: Permanently.
 - Contracts and Legal Documents: 4 to 7 years after expiration or completion.

7.2 Annual Reports

The Annual meeting of the members shall be held at least once each year and specified officers (*Secretary*) of the association shall give notice of the meeting as mentioned in (*Section 2.6.3.b of the Bylaws*). At the annual members meeting, the Associations Board of Director shall prepare the annual report and provide a copy of the report to each member prior or at the annual meeting. The Annual Report will include the following information:

- A. The annual report shall capture any capital expenditures more than two percent of the current budget or \$5,000, whichever is greater. This includes what the association approved for the current fiscal year.
- B. Annual statement that shows the association's total replacement reserves, the components of which the reserves are set aside, and the amounts of the reserves.
- C. A copy of the statement of the revenues and expenses for the association's previous fiscal year, and a balance sheet as of the end of the fiscal year.
- D. Statement of the status of any pending litigation or judgements to which the association is party.
- E. A detailed description of the insurance coverage provided and insured by the association

- F. A statement of the total past due assessments (annual dues) on all lots, which needs to be as current as possible but no more than 60 days (about 2 months) of the annual meeting.
- G. The approved current year annual budget.

7.3 Members requesting documents

All books, records, annual reports, financial records, sales of Wilderness Park Association property sales, and meeting minutes of the Wilderness Park Homeowners Association may be inspected by any member, for any reasonable purpose at any reasonable time with agreement of a quorum of the board members after a request at the board meeting by the interested party.

A Wilderness Park Homeowners Association member, and/or members authorized agent, which subject to the applicable status shall be able to request a copy Wilderness Park Association books or records. The Association must provide copies in either paper or electronic form as requested by the member or authorized agent. The Association does not have to provide copies in electronic form if the records are not kept in electronic form. Wilderness Park Homeowners Association will require members or authorized agents to pay a fee for copies.

7.3.a The actual costs of making or electronically transmitting the copies, searching, and retrieving the request records, including the cost of agent or employee time for responding to the request, as determined by the board.

7.4 Accounting Controls

The Association is subject to further requirements in the declaration or bylaws: Internal review by the Treasurer of the board of directors to be completed within 30 days, submitted to a 3rd party CPA to prepare financials and the annual tax return within 90 days from the end of the fiscal year.

7.4.a Requirements for Review of the Financial Statements:

The Board is required to have completed financial statements for the end of the fiscal year within 30 days.

7.4.b The Financial Statement Reviews by Third Party

Wilderness Park Homeowners Association financial statement review shall be made by a licensed, independent certified public accountant. A licensed, independent certified public accountant means an accountant who, is not an employee of the who: is not an employee and is professional independent of the declarant or its affiliates, is licensed as a certificated public accountant, and satisfies the examination for the independence by the American Institute of Certified Public Accountants (AICPA). The independent certified public accountant is to prepare the filing of the tax documents for the Association within 90 days after the end of the fiscal year.

7.4.c The CPA external audit

The association shall conduct an audit completed at a minimum of every 3 years or more often, at the discretion of the board by an outside third-party licensed CPA agent that is not affiliated with Wilderness Park Homeowner Association. The third-party CPA will review several financial documents: Board meeting minutes, internal financial statements, annual tax returns, insurance policies, bank statements, invoices, contracts, payroll records, petty cash records, and property tax records. This should not be the same firm/CPA that prepares the financials and/or tax returns.

7.5 Quality Controls

The association must conduct an internal audit to review the declaration of the covenants and bylaws every three years.

- 7.5.a. If the declaration of the covenants is amended, it must be reviewed by the association lawyer, the board, and the members for approval.
- 7.5.b. If the bylaws need to be amended and approved, this can be completed by the board of directors.

ARTICLE VIII
AMENDMENTS

8.1 Amendments
These Bylaws may be amended at a regular or Special Meeting of the Members by a vote of a majority of a quorum of the members. Members can be present or give a proxy.

ARTICLE IX
ADOPTION OF BYLAWS

This is to certify that the above Bylaws were adopted by the Board of Directors at a meeting on *{time}*, *{date}*.

Name and Position of Board Member #1	Signature of Board Member #1
_____	_____
Name and Position of Board Member #2	Signature of Board Member #2
_____	_____
Name and Position of Board Member #3	Signature of Board Member #3
_____	_____
Name and Position of Board Member #4	Signature of Board Member #4
_____	_____
Name and Position of Board Member #5	Signature of Board Member #5
_____	_____
Name and Position of Board Member #6	Signature of Board Member #6
_____	_____
Name and Position of Board Member #7	Signature of Board Member #7
_____	_____
Name and Position of Board Member #8	Signature of Board Member #8
_____	_____
Name and Position of Board Member #9	Signature of Board Member #9
_____	_____