

**Air  
Troy  
Estates**

By-Laws

Stone School Road  
East Troy, WI 53120

BY-LAWS  
of  
AIR TROY ESTATES, INC.

**ARTICLE I**

**Name and Purpose**

Pursuant to the “Articles of Incorporation of Air Troy Estates, Inc.,” recorded in the Office of the Register of Deeds of Walworth County, Wisconsin, the following are adopted as the By-Laws of the Air Troy Estates, Inc., which is a corporation formed to serve as an Association of lot owners who own real estate and the corporation may hereinafter sometimes be referred as the “Association.”

These By-Laws shall be deemed covenants running with the land and shall be binding on all present and future owners, tenants, future tenants, their employees, contractors or any other person that might use the development or any of the facilities thereof in any manner.

**ARTICLE II**

**Members, Voting and Meeting**

a) Members. Members shall be lot owners, and shall have one vote for each lot owned. Every lot owner, upon acquiring title to a lot, under the terms of the Articles and Restrictive Covenants, shall automatically become a member of the Association and shall remain a member thereof until such time as their lot ownership ceases for any reason, at which time their membership in the association shall automatically cease. In the event of a lease of a lot, the lessee shall be deemed the owner only to the extent provided in the lease filed with the Board of Directors of the Association.

b) If title to a lot is held by more than one person, the single membership related to that lot shall be shared by such owners in the same proportionate interests and by the same type of tenancy in which the title of a lot is held.

c) Each such membership shall be appurtenant to the lot upon which it is based and shall be transferred automatically upon conveyance of that lot. Membership in the Association may not be transferred, except in connection with the transfer of a lot. Upon transfer of a lot, the Association shall, as soon as possible thereafter, be given written notice of such transfer, including the name of the new owner, identification of the lot, date of transfer, and any other information about the transfer, which the Association may deem pertinent.

d) Quorum and Proxies for Members Meetings. A quorum for members' meetings shall consist of a 51% majority of votes entitled to vote, Proxies shall be valid only for the particular members' meeting designated therein and must be filed with the Secretary before the appointed time of the meeting. The vote of the owners of a lot owned by more than one person shall be cast by an association member named in a certificate signed by all of the owners of the lot and filed with the Secretary of the Association. If any meeting of members cannot be organized because a quorum is not present, a majority of the members who are present, in person or by proxy, may adjourn the meeting, and such adjourned meeting may be reconvened by the President when a quorum shall be present, or represented by proxies, with advance notification to the Association membership, and any business may be transacted which might have been transacted at the meeting as originally notified.

e) Time, Place, Notice, and Calling of Members' Meetings. Written notice of all meetings stating the time and place and purpose for which the meeting is called shall be given by the President or the Secretary, unless waived in writing, to each member at their address as it appears on the books of the Association and shall be mailed, electronically mailed, or personally delivered not less than 5 days nor more than 20 days prior to the date of the meeting. Meetings shall be held at such time and place as designated by the Board of Directors.

f) An annual members' meeting shall be held in the month of February, on the third Thursday of each year for the purpose of electing officers and directors, and to transact any other business authorized to be transacted by the members. Special meetings of the members shall be held whenever called by the President or any two members of the Board of Directors. Special meetings must be called by such officers upon receipt of a written request signed by members with one-third or more of all votes entitled to be cast.

### **ARTICLE III**

#### **Board of Directors**

a) The Board of Directors shall consist of the President, who shall be Chairman of the Board of Directors, Vice-President, Secretary, Treasurer, and 3 Directors. Each Officer and Director of the Board of Directors shall be a member of the Association.

b) Powers and Duties of the Board of Directors: The affairs of the Association shall be governed by the Board of Directors. All powers and duties as shall be necessary for the administration of the affairs of the Association shall be exercised by the Board of Directors. Such powers and duties shall be exercised in accordance with the provisions of the Declaration and the Articles of Incorporation.

c) Election and Term of Directors: Directors shall be elected at the annual February meeting to hold office for a 3-year staggered term, until their successors are duly elected and qualified, or until any of said Directors shall have been removed in

the manner hereinafter provided.

d) Vacancies on Board: Vacancies on the Board of Directors caused by any reason other than the removal of an Officer or Director by a vote of the members shall be filled by a vote of the majority of the remaining Directors and Officers, even though they may constitute less than a quorum, and each person so elected shall be a Director until a successor is elected at the next Association Members' meeting. The term of office of a Director, as elected above, shall expire at the time the originally elected Director's 3-year term would normally expire.

e) Removal of Directors: At any regular or special meeting duly called, any one or more of the Officers or Directors may be removed with or without cause by a 51% majority of the total number of Association votes entitled to be cast and a successor may then and there be elected to fill the vacant term of office thus created.

f) Board of Directors Regular Meetings and Notice: A regular annual meeting of the Board of Directors shall be held prior to the annual meeting of members. Notice of the regular annual meeting of the Board of Directors shall not be required.

g) Special Board of Directors Meetings and Notice: Special meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors. Reasonable advance notice shall be given to each Board member, personally, by mail, or electronic mail advising of the time, place and purpose of the meeting. Association members may attend the Board of Directors meetings and remain silent. A brief opportunity may be given at the beginning or end of the meeting for non-Board members to be heard.

h) Quorum of Directors - Adjournments: At all meetings of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business, and acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the entire Board. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum is present, any business that might have been transacted at the meeting as originally called may be transacted. An effort shall be made to advise all Board members of the reconvening of such adjourned meeting.

i) Fidelity Bonds: The Board of Directors may require that some or all officers of the Association handling or responsible for the Association funds shall furnish adequate fidelity bonds. The Association shall pay for the premiums on any such bonds.

j) Loss or Damage: No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by them as a Director or Officer of the Association, if such person (1) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or (2) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by Officers of the Association which they had reasonable grounds to believe to be true. The foregoing shall not be

exclusive of other rights and defenses to which they may be entitled as a matter of law.

## **ARTICLE IV**

### **Officers**

a) **Designation, Election and Removal:** The principal Officers of the Association shall be a President, Vice-President, Secretary and Treasurer, to be elected for 2-year terms by the Association members. Upon the affirmative vote of a 51% majority of the Association members, any Officer may be removed; either with or without cause, and their successor shall be elected at either that same meeting or at any special meeting called for that purpose. The same person may hold any office, except a combination of the offices of the President and Vice-President.

b) **The President** shall be the Chief Executive Officer of the Association. They shall preside at all meetings of the Association and of the Board of Directors. They shall have all the general powers and duties which are usually vested in the office of President, including, but not limited to, the power to sign, together with the Treasurer, any contracts, checks, drafts, or other instruments on behalf of the Association in accordance with the provisions herein.

c) **The Vice-President** shall take the place of the President and perform their duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

d) **The Secretary** shall keep the minutes of all meetings of the Board of Directors and of the Association and shall have charge of the Association's books and records, and shall, in general, perform all the duties incident to the Office of Secretary. Minutes of all meetings shall be provided to all members within 20 calendar days following such meetings.

e) **The Treasurer** shall have responsibility for the Association's funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and financial records and books of account belonging to the Association. They shall be responsible for the deposit of all monies and all valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall be responsible for making disbursements and shall also be responsible for the billing and collection of assessments made by the Association. The Treasurer will be responsible for ensuring the Air Troy financial records and books are audited annually by a member of the association chosen by the Treasurer and approved by the Air Troy Board of Directors.

## ARTICLE V

### Operation of Association Properly

a) Annual Operating Charges: The Board of Directors shall prepare an annual operating budget for the Association in order to determine the amount of common charges payable by the members to meet the common expenses of the Association for the following year. The budget shall be prepared and the amounts required by the budget shall be allocated among the members of the Association according to the number of lots owned by each of them, where the denominator is the total number of lots in the Association and the numerator for each lot is one (1).

The Board of Directors shall advise all members of the Association in writing of the amount of common charges payable by each of them by the date of the annual Members' Meeting and shall furnish copies of the budget on which such common charges are based to each member.

If the expense for a capital expenditure exceeds, One Thousand dollars (\$1000.00), this shall only be approved if seventy-five percent (75%) of the members vote affirmatively.

The preceding shall constitute common expenses and charges and shall be prorated and paid to the Association on or before the first day of May. If not paid on or before the due date, the charges shall bear interest at the rate of eighteen percent (18%) per annum until paid in full.

If, within fifteen (15) days of the determination of such charges by the Board of Directors, a petition is presented to the Board of Directors protesting against such charges or the budget upon which they are based, and the petition signed by the Association's members representing more than fifty percent (50%) of the membership interests entitled to vote with respect to such charges, then the Board of Directors shall notify all members of a meeting called for the sole purpose of reviewing such charges or budget before the charges become due. At such meeting, the vote of more than fifty percent (50%) of the membership interests entitled to vote may revise the budget and charges, and such revised budget and corresponding charges shall replace for all purposes the one previously established. Such revised budget shall not, however, be less than the average annual budget for the two preceding years, and may not be revised until two years budget experience exists.

b) Default: An Association member in default of assessment payments for more than sixty (60) days may have a maintenance lien prepared and filed against him by the Board of Directors, pursuant to 289.70 of the 1971 Wisconsin Statutes.

c) Not in Good Standing: Any member of the Air Troy Property Owners Association (ATE) who is delinquent on his/her Assessment as of July 1, 1984, and/or July 1 of any subsequent year, shall be declared "Not in Good Standing".

These members of ATE shall remain "Not in Good Standing", until all past assessments and penalties, if any, have been paid in full.

Any Member of ATE, declared “Not in Good Standing”, shall not have the right to vote on any issues until one (1) day after the next Regular Annual Membership meeting.

This By-Law shall not prevent ATE from exercising its responsibility under Article V (b) of ATE By-Laws, as amended May 1977, namely Default.

The Treasurer shall, shortly after July 1 of each year, inform those Members who have become “Not in Good Standing”, of that fact, and also their loss of their vote until one (1) day after the next Regular Annual Membership Meeting. The Treasurer shall also furnish the President and the Board of Directors with a list of all members “Not in Good Standing”.

## **ARTICLE VI**

### **Duties and Obligations of Lot Owners**

The landing strip and other property owned by Air Troy Estates, Inc., shall be occupied and used in accordance with the Articles of Incorporation, these By-Laws, and the Rules and Regulations of the Association including, but not limited to, the following:

a) The landing strip, as defined per plat map recorded with the Walworth County Register of Deeds, shall be subject to unlimited usage by the owners of the home sites within the property limits.

b) Use of the landing strip and other contiguous property is strictly limited to the property owners and to their itinerant guests.

c) All aircraft operations on the ground and in flight shall be conducted in accordance with Title 14 Code of Federal Regulations Part 91. Aerobatics, careless or reckless handling of aircraft, either on the ground, or while airborne in the vicinity of the landing strip, is strictly prohibited.

d) The landing strip shall not be used for the purpose of conducting meetings, air shows, fly-ins, or other such assemblies of any kind at any time.

e) There shall be no commercial usage of the landing strip, including flying clubs, sky-diving, glider towing, or any other similar activity not named herein.

f) The landing strip at no time shall be used for storage of aircraft, parts, accessories, or for the parking of automobiles or any other form of vehicle. The landing strip shall not be used for any other purpose than for its intended purpose.

g) Nothing shall be kept upon any lot that will increase the insurance rates on the landing strip or its contiguous property without the prior consent of the Board of Directors. No lot owner shall permit anything to be done or kept in their lot or upon their property which will result in a cancellation of insurance on any part of the

common area, or which would be in violation of any law or ordinance.

h) Association members may rent aircraft hangar space from/to another Association member, but no aircraft storage is permitted to a non-member wanting to utilize our airstrip for flying purposes.

i) Aircraft have the right of way on the runway at all times.

j) The runway is for aircraft operations only. No vehicles, other than aircraft, are to be driven on the runway, except to perform runway maintenance. All individuals crossing the runway should exercise extreme caution and cross only when no aircraft are operating in the vicinity of the airport.

k) Individual members will be responsible for the actions of their children, pets, and guests as well as their own actions to ensure the safety of the active runway.

l) Association property will not be used for the purpose of disposing of refuse of any kind.

## **ARTICLE VII**

### **Amendment and Adoption of Additional Rules and Regulations**

The Board may from time to time adopt additional rules and regulations governing the operation, maintenance, beautification, and use of the aircraft landing strip and facilities, not inconsistent with the terms of the Articles of Incorporation and By-Laws that may be in effect at that time, and the Association's members shall conform to and abide by all such rules and regulations. Any such adoptions or amendments will be subject to approval by the Association membership at the next membership meeting.

## **ARTICLE VIII**

### **Amendments**

By Members: These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members, at any meeting called for such purpose, by an affirmative vote of two-thirds of all the total Association votes entitled to be cast.

## **ARTICLE IX**

The Fiscal Year shall begin on January 1, and end on December 31, of each year.

A Corporate Seal shall be provided, inscribed with the name of the Corporation and the words, "Corporate Seal, Wisconsin".

## **ARTICLE X**

## Miscellaneous

a) Indemnity of Officers and Directors: Any present or past Officer or Director of the Association shall (together with the heirs, executors and administrators of such person) be indemnified by the Association against all loss, costs, damages and expenses, including reasonable attorney's fees, asserted against, incurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which they are made or threatened to be made a party by reason of their having or having been such Director or Officer, except as to matters as to which they shall be finally adjudged in such action, suit or proceeding, to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by Counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of their duty as such Director or Officer in relation to the matter involved. The Association, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of the Association with respect to any action taken or not taken in their capacity as such employee. The foregoing rights of indemnification shall be in addition to all rights to which Officers, Directors or employees may be entitled as a matter of law.

All liability, loss, damage, costs, and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as an Association expense.

b) Interpretation: In case any provision of these By-Laws shall be held invalid, such invalidity shall not render invalid any other provision hereof which can be given effect. Nothing in these By-Laws shall be deemed or construed to authorize the Association or Board of Directors to conduct or engage in any active business for profit on behalf of any or all of the unit owners.

c) No Association Officer, Director or member shall employ any individual in the name of, or in behalf of, the Association, to avoid Association involvement in subsequent compensatory or liability actions that may result from such employment.

Dated:            May 13, 2021

This copy of the ATE By-Laws is based upon the May 1977 revision of the By-Laws, plus incorporation of changes approved on January 21, 1984, March 6, 1988, February 26, 2002 and May 13, 2021.

\*\*\* END \*\*\*