

**BY-LAWS**  
**OF**  
**BADGER VILLAGE TOWNHOMES ASSOCIATION INC.**

**Article I.     NAME AND LOCATION**

The name of this corporation is Badger Village Townhomes Association Inc., hereinafter referred to as the "Association." The address of the Association is 4376 Portage St. NW, Rochester, MN 55901, but meetings of members and directors may be held at such places within the State of Minnesota, County of Olmsted, as may be designated by the Board of Directors.

**Article II.    DEFINITIONS**

**Section 1.**     "Association" shall mean and refer to Badger Village Townhomes Association Inc., its successors and assigns.

**Section 2.**     "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

**Section 3.**     "Common Areas" shall mean all property owned by the Association for the common use and enjoyment of the Owners.

**Section 4.**     "Lot" shall mean and refer to any plat of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

**Section 5.**     "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation unless and until such security holder has acquired title pursuant to foreclosure proceedings or voluntary deed in lieu thereof.

**Section 6.**     "Declarant" shall mean and refer to Badger Village Townhomes LLC, a Minnesota limited liability company, its successors and assigns.

**Section 7.**     "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the County Recorder in and for Olmsted County, Minnesota.

**Section 8.**     "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**Section 9.** "Written" as in "notice", "request", "approval" shall include electronic communication in addition that sent via the United States Postal Service. Electronic communication will be used unless the member requests USPS.

**Article III. MEETING OF MEMBERS**

**Section 1. Annual Meetings.** An annual meeting of the Owners shall be held in each fiscal year on the date, and at a reasonable time and place, designated by the Board of Directors.

**Section 2. Special Meetings.** Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon Written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

**Section 3. Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting at least fifteen (15) days before such meeting to each member entitled to vote thereat. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**Section 4. Quorum.** The presence at the meeting of members entitled to cast, or of proxies to cast, fifty-one (51%) percent of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 5. Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

**Article IV. BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

**Section 1. Number.** The affairs of this Association shall be managed by a Board of not less than two (2) Directors nor more than five (5) Directors, who must be members of the Association. The number of Directors shall be determined by the members at each annual meeting.

**Section 2. Term of Office.** Each member of the Board of Directors shall serve for a term of two (2) years.

**Section 3. Removal.** Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

**Section 4. Compensation.** No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

**Section 5. Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the Written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

#### **Article V. NOMINATION AND ELECTION OF DIRECTORS**

**Section 1. Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its sole discretion determine, but not less than the number of vacancies that are to be filled.

**Section 2. Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### **Article VI. MEETINGS OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

**Section 3. Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**Article VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have 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 of a member during any period of delinquency in 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 provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:

- (i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (ii) send Written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - (iii) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not 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 paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area to be maintained.

**Article VIII. OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board, and each shall hold office for two (2) years unless he/she shall sooner resign, or shall be removed, or otherwise is disqualified to serve.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving Written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

**Section 7. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 6 of this Article.

**Section 8. Duties.** The duties of the officers are as follows:

- (a) **President.** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.
- (b) **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act.
- (c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association (checks and promissory notes must be cosigned by another board member); keep proper books of account; cause an annual review or audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting and deliver a copy of each to the members.

**Article IX. COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**Article X. BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable costs.

**Article XI. ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of nine (9%) per cent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his/her Lot.

**Article XII. CORPORATE SEAL**

The Association shall have no seal.

**Article XIII. AMENDMENTS**

**Section 1.** These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control. The laws of the State of Minnesota shall govern in any case of conflict or omission within these By-Laws, the Articles of Incorporation, or the Declaration.

**IN WITNESS WHEREOF**, the undersigned certifies that the foregoing By-Laws were adopted as the By-Laws of Badger Village Townhomes Association Inc., a Minnesota non-profit corporation, at the first meeting of the Board of Directors on September \_\_\_\_\_, 2003.

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Jamey A. Shandley, Secretary

STATE OF MINNESOTA

ss.

COUNTY OF OLMSTED

The foregoing was acknowledged before me on September \_\_\_\_\_, 2003, by Jamey A. Shandley, Secretary of Badger Village Townhomes Association Inc., a Minnesota corporation.

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**This Instrument Was Drafted By:**

Dunlap & Seeger, P.A.  
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## Revision History

Date	Description
September 17, 2015	Change number of directors from 2-4 to 2-5. (p. 3)
September, 20, 2016	Article I: Change location.
	Article II, Section 9: New. Add electronic communication as the default.
	Article III, Section 1: Change requirement for annual meeting.
	Article III, Section 3: Remove requirement to send meeting notices via USPS.
	Article IV, Section 1: Remove reference to “Declarant”.
	Article IV, Section 2: Remove reference to first annual meeting and change term of office for directors from 1 to 2 years.
	Article IV, Section 3: Correct typo. “cast” should be “cause”.
	Article V, Section 1: Remove option to nominate BOD candidates from the floor. Candidates for BOD must be nominated by the Nominating Committee.
	Article VI, Section 1: Remove reference to legal holiday.
	Article VIII, Section 3: Change term of office for directors from 1 to 2 years.
	Article VIII, Section 8: Remove requirement of president to cosign checks. Add that checks must be signed by the Treasurer and cosigned by one other board member.
	Article VIII, Section 8d: Add “review” in addition to annual audit.
November 19, 2020	Article I: Change address.