

BY-LAWS OF AITKIN/CROW WING ROUND LAKE IMPROVEMENT ASSOCIATION, INC

AS AMENDED JULY, 2019

This constitutes a complete amendment and restatement of Aitkin/Crow Wing Round Lake Improvement Association, Inc. By-Laws dated October 31, 1983.

ARTICLE I - NAME

The name of the Corporation is the Aitkin/Crow Wing Round Lake Improvement Association, Inc. ("Corporation").

ARTICLE II - PURPOSE

To provide civic and educational services dedicated to building a sense of community and the environmental stewardship of Round Lake.

ARTICLE III - Membership

Section 1. Membership:

Membership shall be conferred upon any individual, or business that pays the membership fee for the fiscal year and supports the well-being of Round Lake. Voting members must be at least 18 years of age.

There shall be three categories of membership:

I. Individuals/families who own property within the "shoreland" area of Round Lake as established by Aitkin and Crow Wing Counties (land within 1,000 feet of the lake). If any part of a parcel is in the shoreland area, the property owner is eligible to become a voting member of the Association - **one vote per property**.

II. Businesses who own property within the "shoreland" area of Round Lake as established by Aitkin and Crow Wing Counties (land within 1,000 feet of the lake). If any part of a parcel is in the shoreland area, the property owner is eligible to become a voting member of the Association - **one vote per entity**.

III. Supporting membership, non-voting. Any entity or person interested in supporting the purpose of this association, but does not meet the property ownership requirements of categories I or II.

Section 2. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV -Meetings of Members

Section 1. Purpose. Meetings of members shall be for the purpose of developing programs for the corporation and to make suggestions in the form of resolutions to aid and assist the officers and Board of Directors in the conduct of the affairs of the corporation. A majority vote of the members present at a meeting shall be sufficient to pass resolutions of recommendation for officers and the Board of Directors of the corporation.

Section 2. Annual Meeting. An annual meeting of the members shall be held as determined by the Board for the purpose of conducting elections of Board members and conducting general business.

Section 3. Special Meetings. Special meetings of members may be called by resolution of the Board of Directors and the Board of Directors shall also call a special meeting upon the written request of seven or more members. Any notice of meeting shall state the business thereof in addition to the time, date and place, and no business shall be transacted at any special meeting except as stated in such notice.

Section 4. Notice. Notice of meetings and elections shall be given to all members. "Notice" means a written or electronic notification of a meeting stating time, date, place and purpose, which is properly addressed according to the last available corporate records and which is delivered electronically or mailed not less than fourteen (14) days before the meeting, excluding the day of the meeting.

Section 5. Voting. At all meetings the members will strive to reach consensus on matters and a vote will be taken by show of hands to confirm consensus among those present. If there is no consensus on a matter a paper ballot vote will be conducted on that matter. Each voting member (individual, family, business entity) shall be eligible to designate one voting representative to cast the member's vote on any matter for which a vote is taken. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 6. Quorum. Ten voting members shall constitute a quorum at any annual or special meeting of the members.

ARTICLE V - Board of Directors

Section 1. General Powers and Qualifications. The affairs of the corporation shall be managed by a Board of nine (9) Directors. Directors must be voting members of the corporation and meet all of the criteria for membership identified in the Articles and Bylaws. The Board may function with less than nine directors if there are not a sufficient number of qualified individuals willing to serve.

Section 2. Election and Tenure. Each director serves a term of three years. The terms shall be staggered such that at each annual meeting three seats on the Board shall be up for election. At each annual meeting, the Board shall present a list of available voting members willing to serve on the Board. Additional members willing to serve on the Board may be nominated at the meeting by themselves or by any other voting member. Members nominated at the annual meeting must be present to confirm their willingness to serve on the Board.

Section 3. Vacancies. Any vacancy occurring among the Board of Directors by death, resignation or otherwise shall be filled by a majority vote of the remaining Board of Directors. Any Director appointed by the Board shall serve the remaining balance of the predecessor director's term.

Section 4. Meetings. Meetings of the Board of Directors shall be held and conducted in accordance with the following provisions.

a. Frequency. Regular meetings shall be held at such time, date and place as determined by the Board. Any director who shall fail to attend, without just cause, three consecutive meetings shall be deemed to have resigned from the Board of Directors.

b. Special Meetings. A special meeting of the Board of Directors may at any time be called by the President of the Board or by a majority of the directors. Notice of time, date and place of holding such a special meeting to be given each director orally or in writing not less than 48 hours prior to the time fixed for the meeting.

c. Quorum. The presence of at least 51% of the members of the Board of Directors shall be required in order for a quorum to exist. 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. Directors may attend a Board meeting either in person or by electronic means such as skype, facetime, conference call or phone.

d. Voting by Proxy. A director shall not appoint a proxy for them self or vote by proxy.

Section 5. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed, reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each meeting of the Board. The Board of Directors shall have the power, in its discretion, to contract for and pay to directors rendering unusual or exceptional service to the corporation special compensation appropriate to the value of such services.

Section 6. Executive Committee. The Board of Directors may designate two or more of its members to constitute an executive committee and, to the extent determined by the Board, the executive committee shall have the authority as granted by the Board in the management of the business of the corporation. The executive committee shall act only in the interval between meetings of the Board and at all times is subject to the control and direction of the Board.

Section 7. Resignation. Any director may resign at any time by delivering a written resignation to the president or secretary of the corporation. The resignation shall be effective as of the date of receipt by such officer.

ARTICLE VI - Officers

Section 1. Numbers and Duties. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors.

Section 2. 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. The President of the corporation shall preside at all meetings. The President shall sign, with the secretary or with any other proper officer of the corporation 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 these By-Laws or by statute to some other officer or agent of the corporation; and, in general, the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice President. In the absence of the President, or in the event of the President's disability or refusal to act, the Vice President 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. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 4. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such form and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge of and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories; and 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 them by the President or by the Board of Directors.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 6. Tenure. The term of each office shall be limited to one year. There shall be no limit on the number of terms an officer may serve if duly elected.

ARTICLE VII - Indemnification

The Association shall, to the extent the alleged liability is not covered by insurance, indemnify every individual acting in any official capacity on behalf of the Association, pursuant to the provisions of Minnesota Statutes section 317A.521.

ARTICLE VIII - Contract, Checks, Deposits and Funds

Section 1. 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 By-Laws, 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. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by either the President or Treasurer or, if the amount is higher than \$500, by both the Treasurer and the President.

Section 3. Deposits. All funds of the corporation shall be deposited on a regular basis not to exceed one month from date of receipts to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Incurring Indebtedness. No individual member of the corporation, officer or employee, shall incur any indebtedness in the name of the corporation or make any commitment involving the Corporation unless authorized to do so by action of the Board.

ARTICLE IX - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE X - Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE XI - Fees

The Board of Directors may determine from time to time the amount of membership fee, if any, and annual fees payable to the corporation by members. No fee paid by any member at any time to the corporation shall be returned to the member, his representative or estate upon termination of membership.

ARTICLE XII - Amendments to By-Laws

These By-Laws may only be amended by a majority vote of the members at a meeting duly called for that purpose. All votes to amend the By-laws shall be conducted by paper ballot. Members shall receive notice of the proposed changes to the By-laws and the meeting date at least 14 days prior to the meeting.

IN WITNESS WHEREOF, the undersigned have executed this Amendment on behalf of the corporation as of the day and year first above written.

BY Gail Falk
Gail Falk
Secretary

BY Karen Mc Cormick
Karen Mc Cormick
President

STATE OF MINNESOTA)
)SS.
COUNTY OF Aitkin)

The foregoing instrument was acknowledged before me this 5th day of Dec., 2020, by Karen McCormick, the President of Aitkin/Crow Wing Round Lake Improvement Association, Inc Gail Falk, the Secretary of Aitkin/Crow Wing Round Lake Improvement Association, Inc., on behalf of the corporation.

[Signature]
Notary Public

