

BYLAWS OF UPPER HAY LAKE ASSOCIATION

ARTICLE I - NAME

The name of this corporation shall be UPPER HAY LAKE ASSOCIATION.

ARTICLE II - PURPOSE

The Upper Hay Lake Association's mission is to promote environmental stewardship throughout the Upper Hay Lake Area. The membership shall work to preserve and improve the quality of our water, land, air, aesthetics, wildlife and other natural resources for the present and future generations. To accomplish this, the Association will engage in actions that will attempt to protect the surrounding environment and maintain good water quality. To this end the Association will provide educational resources and training relating to the protection and quality of the Upper Hay Lake Area and participate in charitable functions in the county of Crow Wing, MN. It shall be our mission to keep residents informed of the status of the lake, the surrounding area and the activities of the Association.

ARTICLE III -MEMBERS

Section 1 - Membership. Membership is open to all individuals interested in the enhancement and preservation of Upper Hay Lake's water resources.

Section 2 - Dues. Dues for voting members shall be established by the Board of Directors. Increases in dues must be approved by a simple majority of those present at the annual meeting of the full membership.

Section 3 - Civil Rights. The Association shall comply with Title I of the Civil Rights Act of 1964, whereby no person on the grounds of race, color, sex, religion, age, national origin, marital status or sexual preference be excluded from participation in, be denied the due benefit of equal opportunity, or be subjected to discrimination under any program or activity conducted by the Association.

ARTICLE IV - FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first year shall begin on the date of Incorporation.

ARTICLE V - MEETINGS OF THE MEMBERSHIP

Section 1 - Annual Meeting of the Membership. An annual meeting of the members shall be held the Saturday before Memorial Day Weekend. In order to vote at the annual meeting you must be a member in good standing. Notification of the Annual Meeting's time, place and agenda shall be sent by mail to members three (3) weeks prior to the meeting.

Section 2 - Special Meeting of the Membership. Special meetings shall be called by the Board President, Executive Committee or One-tenth (1/10) of the voting members. Written notice of such meeting of the members shall be given at least two (2) weeks prior to the meeting. Such

notice shall specify the place, day and hour, and the purpose of the meeting. No other business shall be conducted.

Section 3 - Quorum for meeting of the Membership. One tenth (1/10) of the members entitled to cast a vote shall constitute a quorum for any action except as otherwise provided in the Article of Incorporation.

Section 4 - Rule of Order. Robert's Rules of Order, newly revised, shall be used as a guide for parliamentary procedure at all meetings.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Number. The Board of Directors shall consist of the nine (9) members.

Section 2 - Term of Office. The Board members shall serve a period of three (3) years.

Section 3 - Vacancies. Vacancies on the Board of Directors shall be filled through appointment by the President of the Board, subject to the approval by a majority of the Board of Directors. The new Board member will be chosen from the membership and will serve for the remaining term of their predecessor.

Section 4 - Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Board of Directors. In the event of death, resignation, or removal of a Director, their successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of their predecessor. Any Director may resign from the Board at any time giving written notice to the Board, the President, or the Secretary.

Section 5 - Compensation. No Director shall receive compensation for any services they may render to the Association. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 6 - Action Taken Without a Meeting. The Board of Directors shall have the right to take action in the absence of a meeting, which they could otherwise rightly take at a regular meeting, by first obtaining verbal/written approval of all Directors. Any action so taken shall have the effect as though taken at a meeting.

Section 7 - Absences. Any Director properly notified and not properly excused from attending a meeting shall, after 3 consecutive absences, be replaced by appointment by the Board.

ARTICLE VII - NOMINATION AND ELECTIONS OF DIRECTORS

Section 1 - Nomination. Nomination for election to the Board of Directors shall be made by a committee and/or from the floor at the annual meeting. The nominating committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more voting 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.

Section 2 - Elections. Election of the Board of Directors shall take place at the annual meeting. Election shall be by secret ballot, unless ballot is uncontested in which case a voice ballot is valid. A simple majority of those voting is required for election to the Board of Directors. Newly elected officers shall be installed immediately following the annual meeting.

ARTICLE VIII - MEETING OF THE BOARD OF DIRECTORS

Section 1 - Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board. Notice need not be given to the Directors.

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

Section 3 - Quorum. A quorum shall consist of a simple majority of said Board, of which the President is a member. Every act or decision 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 IX - DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to:

1. 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, or upon written request by one-tenth (1/10) of the membership.
2. Supervise all officers, agents, employees of this Association and to see that their duties are properly performed.
3. Procure and maintain adequate liability and hazard insurance, if necessary.
4. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
5. Approve all leases, contracts, mortgages, notes, or other instruments of the Association.

ARTICLE X - OFFICERS AND THEIR DUTIES

Section 1 - Officers and their Duties. The officers of the Association shall be:

President - who shall conduct the day-to-day business of the Association. The President is to preside at all meetings of the Board and of the voting members at the annual meeting.

Vice President - who shall perform the duties of the President at all times during the absence or inability or refusal to act, subject to the same restrictions as imposed upon the President.

Secretary - who shall record the proceedings of all meetings of the Association, the Board of Directors and the Executive Committee; be custodian of all these records in a book provided for this purpose; shall give notice of meetings, shall keep the Seal of the Association (if any); shall sign all Association documents when requested to do so; maintain a current list of all members and

their current mailing addresses and shall have a copy of the bylaws available at all meetings for reference.

Treasurer - who shall supervise the safekeeping of all dues, grants, pledges, contributions, proceeds of fundraising activities, and monies from any and all other sources whatsoever; be custodian of all funds of the corporation; maintain adequate financial records; deposit all monies received for the corporation in an account opened at the direction of the Board; make financial reports at the meetings; and make all financial reports as required to governmental bodies and agencies.

Section 2 - Election. The appointment of the officers shall be by the Board of Directors at the first meeting following the annual meeting of the membership.

Section 3 - Term. The term of the officers shall be for a period of three (3) years.

Section 4 - Resignation and Removal. Any officer may be removed from the office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified and acceptance shall not be necessary to make it effective.

Section 5 - 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 they replace.

ARTICLE XI - COMMITTEES

The Board of Directors shall create committees as needed. The Committee Chair appointed at any created Committee shall serve until the annual meeting.

ARTICLE XII - 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.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended at an annual or special meeting of the members by a vote of a majority of a quorum of members in good standing present or in person, or by approval in writing by a majority of the membership. Proposed bylaw changes must be sent to the membership at least two (2) weeks prior to the annual or special meeting. In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control.

ARTICLE XIV - DISSOLUTION

In the event of dissolution of the corporation, any monies held by the Association shall be given to a charitable non-profit corporation or organization. Funds will be distributed to any non-profit corporation or organization and may be selected by a democratic vote of the Board of Directors, provided such corporation or organization qualifies for Federal Income Tax Selection 501(c)3 status.

Bylaw Amendment History:

June 1995: Original filed with Articles of Incorporation with State of Minnesota.
June 2000: Article 2 Management, Section 1; Article 4 Elections, Section 1
August 2001: Article 2 Management, Section 1
June 2002: Article 2 Management, Section 2
June 2003: Article 4 Elections, Section 1
January 2008: Revised to qualify for Federal Income Tax Selection 501(c)3 status

In witness whereof, being the secretary of Upper Hay Lake Association have hereunto set my hand
this 25th day of January, 2008.

/ss/ Sally Meyer

Secretary for the Board of Directors