

By-Laws

Article 1

Section 1. Name. The name of this organization shall be the North Long Lake Association.

Section 2. Registered Address. P.O. Box 54, Merrifield, MN 56465

Article 2

Purpose

Section 1. Vision. To preserve the quality of the water and the North Long Lake ecosystem; to promote responsible use of these waters by residents and others through community involvement and to foster a sense of community among lake residents.

Section 2. Mission. To work with our State and Local Governments, other lake associations and private enterprise to obtain expert knowledge on all issues that endanger our water, land, fish, fun and environment for the best resolve. We will keep all residents informed and encourage all residents to be members of NLLA.

Section 3. Values. This organization values professional and responsible management, thoughtfulness with respect to decision-making, effective communication among stakeholders, a proactive stance in dealing with issues, and a results-oriented approach to making decisions.

Article 3

Membership

Section 1. Voting Membership. Voting membership is open to owners of shoreline land on North Long Lake and those who have deeded access to North Long Lake. Voting privileges extend only to voting members whose dues are current at the time of voting.

Section 2. Non-voting Membership. Any person not meeting the requirements set forth above in Section 1 may be a member of the North Long Lake association. Such members shall be granted privileges of membership to the North Long Lake

Association except that they shall not have voting privileges. Said membership is contingent upon the payment of annual dues.

Section 4. Membership Property. Each member property shall have only one vote in association balloting.

Section 5. Dues. Membership dues are payable on an annual basis. The membership year begins on the first of January and ends on the 31 of December.

Article 4

Board of Directors

Section 1. Number and Qualification. The property and business of this Association shall be managed by a Board of Directors of not less than five (5) or more than twelve (12) persons who must be voting members of the Association in good standing. Each director shall serve for three (3) years.

Section 2. Election of Directors. Nominations for election to the Board of Directors can be made from the floor of the annual meeting. Nominations for the board may otherwise be made as set forth by the Board. Board Members shall be elected at the Annual Meeting of the membership by a plurality vote. Any candidate running unopposed must receive at least a majority vote of the voting households in attendance or casting votes by such means as approved by the Board

Section 3. Vacancy. Any vacancy in the Board of Directors may be filled by affirmative vote of the majority of the remaining members of the Board or by election at a meeting of the membership. A director who is elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 4. Powers. The Board of Directors shall have all powers necessary for the administration of the affairs of the Association, and may exercise for the Association all powers and authority vested in or delegated to the Association (and not expressly prohibited or reserved to the Members Owners) by law or by the Governing Documents.

Section 5. Suspension/Removal of Directors. A director may be suspended from the Board, for cause, by a two-thirds vote of the Board members present

during a monthly or special meeting. Removal from the Board of Directors, with or without cause, may be carried out by a majority vote at any annual or special meeting of the association members provided, (i) that the notice of the meeting at which removal is to be considered states such purpose, (ii) that the director to be removed has a right to be heard at the meeting.

Section 6: Compensation. The directors of the Association shall receive no compensation for their services in such capacity. A director may, upon approval by the Board of Directors, be reasonably compensated for goods and services furnished to the Association in an individual capacity. Directors may be reimbursed for out-of-pocket expenses incurred in the performance of their duties.

Section 7. Monthly Meetings. The Board shall meet each month on the second Thursday of each month at a time, place and forum as agreed to by the Board. Monthly meetings may be held by available electronic means. The Board shall have the discretion to not hold a monthly meeting. The Board may call for additional meetings anytime throughout the year. The Board of Directors shall meet within thirty (30) days following the Annual Meeting of the membership to elect the officers for the ensuing year.

Section 8. Action Taken Without a Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which it could take at a meeting

Section 9. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting thereof. A quorum, once established, shall continue to exist, regardless of the subsequent departure of any directors. Each director shall have one vote. The vote of a majority of the directors present at any meeting at which a quorum is present shall be sufficient to adopt any action. Proxies shall not be permitted. Voting by the board members may be conducted by electronic communications.

Article 5

Officers

Section 1. Officers. At its first meeting after each Annual Meeting of the membership the Board of Directors shall elect a President, Vice President, Secretary, and Treasurer, from its own members each of whom must be a voting member of the Association.

Section 2. Other Persons. The Board may appoint other persons as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. Terms of Office. The officers of the Association shall hold offices for one year or until qualified successors are chosen. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a two thirds vote of the Board of Directors with or without cause.

Section 4. Vacancies. If the office of any Director or any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, even if less than a quorum, by majority vote, shall choose a successor or successors put forth as candidates who shall hold office for the unexpired term.

Section 5. President. The President shall be the chief executive officer of the Association, and shall preside at all meetings of the Board of Directors and the Association. The President shall have all of the powers and duties which are customarily vested in the office of president of an association, including without limitation the duty to supervise all other officers and to execute all contracts and similar obligations on behalf of the Association. The President shall have such other duties as may from time to time be prescribed by the Board of Directors.

Section 6. Vice President. The Vice President shall take the place of the President and perform the duties of the office whenever the President shall be

absent or unable to act. The Vice President shall also perform such other duties as shall from time to time be prescribed by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have responsibility for all financial assets of the Association. The Treasurer shall be responsible for keeping the Association's financial books, assessment rolls and accounts. The Treasurer shall cause the books of the Association to be kept in accordance with customary and accepted accounting practices and shall submit them to the Board of Directors for its examination upon request. The Treasurer shall cause all moneys and other monetary assets of the Association to be deposited in the name of or to the credit of the Association in depositories designated by the Board of Directors, shall cause the funds of the Association to be disbursed as ordered by the Board of Directors and shall perform all other duties incident to the office of Treasurer. The Board of Directors may delegate the Treasurer's administrative functions to a managing agent; provided that such delegation shall not relieve the Treasurer of the ultimate responsibility for the Treasurer's duties.

Section 8. Secretary. The Secretary shall attend all sessions of the Board of directors and all meeting of the Membership and record all votes and the minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Memberships and of the Board of Directors, and shall perform other duties as may be prescribed by the Board of Directors or President.

Section 9. Compensation. Officers of the Association shall receive no compensation for their services in such capacity. An Officer may be reasonably compensated for goods and services furnished to the Association in their individual capacity. Officers may be reimbursed for out-of-pocket expenses incurred in the performance of their duties.

Article 6

Annual Meetings

Section 1. Annual Meeting. There shall be an annual meeting of the entire membership called by the Board of Directors during the period June through August of each year. Notice of the meeting shall include time place and agenda of the meeting. Notice of the meeting shall be sent to each member by regular mail at the last physical address or electronically at the last known electronic

address on record at least fourteen (14) days prior to the meeting. The annual meeting may be held in person or may be held virtually by way of video play back or electronically if circumstances should not allow an in person annual meeting.

Section 2. Matters to be Discussed. At each annual meeting of the members, a member of the Board of Directors shall give a verbal report as to the activities and financial condition of the Association. Any other matter which is included in the notice of the annual meeting, and is a proper subject for discussion or decision by the members, shall be considered and acted upon at the meeting.

Section 3. Special Meetings. Special meetings of the membership may be called at any time at the request of the President or the majority of the Board or upon written request of at least twenty (20) percent of the voting membership of the Association. The notice of the meeting shall be the same as the annual meeting.

Section 4. Majority vote. Except as otherwise noted to the contrary, the vote of the majority of voting members present at any meeting shall constitute actions of the membership as a whole.

Section 5. Means of Voting. Voting by the voting membership may be conducted by either voice or by written ballot at the Annual Meeting. Voting may be also conducted electronically.

Article 7

Funding/Financial

Section 1. Dues. The Board of Directors shall determine the membership dues on an annual basis.

Section 2. Soliciting Funds. The Board of Directors may also solicit contributions from members and others if special needs arise for additional funds.

Section 3. Grants/Gifts. The Board of Directors may accept gifts or grants on

behalf of the Association from private or public sources. The Board of Directors may not accept gifts for personal use.

Section 4. Books. Membership shall be permitted to inspect the books of the Association at all reasonable times.

Section 5. Checks All checks of the Association shall be signed by persons as designated by resolution of the Board of Directors.

Section 6. Audit. An audit of the Association's financial operations shall be conducted annually by a committee appointed by the President.

Article 8

Fiscal year

The Fiscal year shall be the same as the calendar year commencing on January 1st of each year.

Article 9

Annual Statement

Upon request, a statement of revenues and expenses for the Association's last fiscal year, and a balance sheet as of the end of the fiscal year shall be made available for inspection with reasonable notice and at a reasonable time. The posting of these and related documents on the Association's website shall constitute making the documents available for inspection.

Article 11

Amendments

Section 1. Amendment. These By-Laws may be amended by a vote of the majority of voting members attending the Annual Meeting. Approval for the amendment of the by-laws shall be sought and obtained at the annual meeting.

The amendment must be approved by a majority of the voting members who have authority to cast votes and are present at the annual meeting. Electronic voting may be used if the circumstances warrant such means.

Section 2. Notice. A copy of the proposed amendment and notice of intent to amend shall be made available on the Association's website or made available

for inspection at the Annual meeting. Written copies of the amendments shall be made available upon request.

Section 3. Effective Date/Recording. The amendment shall be effective on the date of approval by the required vote of the voting members and need not be recorded.

Article 12

Indemnification

The Association shall indemnify every individual acting in any official capacity on behalf of the Association, pursuant to the provisions of Minnesota Statutes §317A.521.

Article 13

Miscellaneous

Section 1. Severability. The invalidity or unenforceability of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.

Section 2 Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way limit or proscribe the scope of these By-Laws or the intent of any provision hereof.

The undersigned hereby executes these By-Laws and certifies that they were adopted by North Long Lake Association a non-profit corporation incorporated under the laws of the State of Minnesota, effective as of the date hereof.

Signatures for approval

Dated:

Bill Schmidt, President

Sandy Loney, Vice President

Tom Peterson, Secretary

Jim Anderson, Treasurer